

Tong Ren Tang Technologies Co. Ltd.
(Incorporated in the People's Republic of China with limited liability)
("Company")

**TERMS OF REFERENCE
OF THE REMUNERATION COMMITTEE**

ADOPTED BY THE BOARD ON 4 MAY 2005,
AMENDED BY THE BOARD ON 26 APRIL 2010,
FURTHER AMENDED BY THE BOARD ON 16 MARCH 2012,
THIRD AMENDED BY THE BOARD ON 9 JUNE 2015, AND
FOURTH AMENDED BY THE BOARD ON 16 JANUARY 2023

1 Objective

The Remuneration Committee ("**Committee**") is to assist the board of directors ("**Board**") of the Company to develop and administer a fair and transparent procedure for setting policy on the remuneration of directors and senior management of the Company and for determining their remuneration packages. Levels of remuneration should be sufficient to attract and retain the directors needed to run the Company successfully, but companies should avoid paying more than is necessary for this purpose.

2 Membership

The Committee shall be appointed by the Board of the Company. The Committee shall be chaired by an independent non-executive director ("**INED**", collectively "**INEDs**"), and shall consist of not less than three members, a majority of whom should be INEDs of the Company. The constitution of the Committee shall comply with the requirements of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") from time to time.

3 Attendance at Meetings

- (a) The quorum for a meeting of the Committee shall be two members, of whom at least one must be an INED.
- (b) The chairman of the Board ("Chairman") may attend meetings of the Committee, provided always that he shall not be in attendance when his own remuneration package or benefits are being discussed.
- (c) The Committee may, where appropriate, invite external advisors and/or members of the management of the Company to attend the meeting to advise its members.
- (d) The company secretary shall be the secretary of the Committee who should attend all meetings of the Committee.

- (e) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

4 Frequency of Meetings

Meetings shall be held not less than once a year. Any member of the Committee may request a meeting if he/they consider(s) that one is necessary and upon the receipt of such request, the secretary of the Committee shall convene such a meeting as soon as reasonably practicable and having regard to the convenience of all members with priority given to the INEDs.

5 Committee's Resolutions

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

6 Authorities

- (a) The Committee is authorized by the Board to review, assess and make recommendations upon any issue within its terms of reference. It is authorized to seek any information it requires from any employee or executive director and such persons are directed to co-operate with any request made by the Committee.
- (b) The Committee is authorized by the Board, and at the reasonable expense of the Company, to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- (c) The Committee is to be provided with sufficient resources to discharge its duties.

7 Purpose and General Responsibilities

- (a) The purpose of the establishment of the Committee is to ensure the presence of a formal and transparent procedure for setting policy on the remuneration packages of the directors and the senior management of the Company.

- (b) The Committee is to review and make recommendations concerning the remuneration packages and benefits of the directors and the senior management of the Company as an independent and impartial committee, who have no personal financial interest in the package and/or benefits recommended and who, in the setting of those remuneration packages, will consider and give due regard to both the performance levels of, and a fair reward for, the directors and the senior management of the Company and to the interest of all the shareholders of the Company in the light of the financial and commercial circumstances of the Company from time to time.
- (c) The Committee should utilise information achieved internally and externally to satisfy itself that base salaries are competitive with current market conditions and that the total remuneration package/benefits are competitive with other companies of a similar size, business nature and scope as the Company.
- (d) The Committee must ensure that the directors and the senior management of the Company are fairly rewarded in the light of their contribution to the Company and their performance and that they receive suitable incentives to maintain high standards of performance and to improve their, and the Company's, performance.
- (e) The Committee should consult the Chairman and/or the chief executive of the Company about proposals relating to the remuneration of other executive directors. The Committee should have access to independent professional advice if necessary.

8 Duties

The duties of the Committee shall be:

- (a) to assess, review and make recommendations to the Board, once a year or as and when required, in respect of the remuneration packages and overall benefits for the directors and the senior management of the Company;
- (b) to make recommendations to the Board in relation to all consultancy agreements and service contracts, or any variations, renewals or modifications thereof, entered into between the Company and the directors of the Company or any associate company of any of them;
- (c) to consider what details of the directors' remuneration/benefits should be disclosed in addition to those required by law or the Listing Rules in the Company's annual report and accounts and how those details should be presented;
- (d) to make recommendations to the Board on the Company's remuneration policy and structure for all directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy and also placing recommendations before the Board concerning the total remuneration and/or benefits granted to the directors and senior management from time to time;

- (e) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (f) to make recommendations to the Board on the remuneration of non-executive directors;
- (g) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;
- (h) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives ;
- (i) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is fair and not excessive;
- (j) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are reasonable and appropriate;
- (k) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (l) to ensure that adequate retirement arrangements are put in place and maintained in respect of the directors and the senior management of the Company in the light of their performance during their time with the Company and not merely in regard to the previous one year's performance;
- (m) to enable the Company to be in a position to offer and maintain competitive and attractive overall benefits to recruit and maintain high quality personnel at the Board level;
- (n) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- (o) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules; and
- (p) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law.

9 Reporting Procedures

- (a) The Committee shall report to the Board. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.
- (b) The Committee's recommendations on remuneration will be placed before the Board in the form of a Board paper circulated in advance of Board meetings through the company secretary.
- (c) Such recommendations will be supported, wherever relevant, with indications of historical remuneration arrangements in respect of the individuals concerned.

10 Availability and update of the terms of reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available by being included on the website of The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited, and the Company's website.