



## **Link-Asia International MedTech Group Limited**

**環亞國際醫療科技集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1143)**

### **REMUNERATION COMMITTEE**

#### **TERMS OF REFERENCE**

##### ***Constitution***

1. The board of directors (the “**Board**”) of Link-Asia International MedTech Group Limited (the “**Company**”) has resolved to establish a Committee of the Board to be known as the Remuneration Committee (the “**Committee**”) at a meeting held on 31 December 2010.

##### ***Adoption of the Terms of Reference***

2. These terms of reference of the Committee were revised and adopted pursuant to a resolution passed by the Board at its meeting held on 31 March 2023.

##### ***Membership and Quorum***

3. The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors of the Company. A quorum shall be two members.
4. The Chairman of the Committee shall be an independent non-executive director and appointed by the Board.

##### ***Secretary***

5. The company secretary shall be the secretary of the Committee (the “**Secretary**”).

##### ***Frequency of meetings***

6. Meetings shall be held not less than once a year.

##### ***Participation***

7. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

### ***Written Resolutions***

8. Written resolutions may be passed by all Committee members in writing.
9. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present.
10. No Committee member may vote on any resolution of the Committee regarding his own remuneration.

### ***Notice of meetings***

11. Notice of meetings shall be given to all members of the Committee at least seven days before the meeting.

### ***Casting vote***

12. In the case of an equality of votes, the Chairman of the Committee shall have the casting vote.

### ***Consultation***

13. The Committee should consult the Chairman and/or chief executive officer of the Company about their proposals relating to the remuneration of other executive directors of the Company, if any, and, at the expenses of the Company, have access to professional advice if considered necessary.
14. The Committee is authorised by the Board to investigate any activities within its terms of reference and seek any necessary information which is within its scope of duties from the employees of the Company and its subsidiaries (including the members of the Board).

### ***Duties***

15. The duties of the Committee shall be:
  - (a) to assess the performance of the Directors;
  - (b) to make recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
  - (c) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, pension rights and compensation payment, including any compensation payable for loss or termination of their office or appointment;
  - (d) to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives;

- (e) to review and approve compensation payable to executive Directors and senior management of the Group for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (f) 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 otherwise reasonable and appropriate;
- (g) to ensure that no Director or any of his associates is involved in deciding his own remuneration;
- (h) to make recommendations to the Board on the remuneration of non-executive Directors;
- (i) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and
- (j) to advise shareholders of the Company with respect to any service contracts of directors that require shareholders’ approval under the Rules Governing the Listing Rules.

***Reporting procedures***

16. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.