



SANAI HEALTH INDUSTRY GROUP COMPANY LIMITED

三愛健康產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Summary of terms of reference of the Remuneration Committee

(Amended and approved by the board of directors of the Company on 30 March 2023)

The board of directors (the “**Board**”) of **SANAI HEALTH INDUSTRY GROUP COMPANY LIMITED** (the “**Company**”) established a committee of the Board known on 8 January 2007, as the Remuneration Committee (the “**Remuneration Committee**”).

(1) Membership

The members of the Remuneration Committee shall be appointed by the Board, the majority of which should be the independent non-executive directors of the Company and it shall be chaired by independent non-executive director. The Committee shall consist of not less than three members. A quorum of a meeting of the Committee shall be two members.

(2) Frequency of meetings

Meetings of the Remuneration Committee shall be held not less than once a year.

(3) Duties

The duties of the Remuneration Committee shall include, but shall not be limited to the following:-

- (a) to make recommendations to the Board on the issuer’s policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (b) to have the delegated responsibility to determine 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, and make recommendations to the Board of the remuneration of non-executive directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;

Summary of terms of reference of the Remuneration Committee (Continued)

(3) Duties (Continued)

- (c) to review and approve the compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that such compensation is consistent with contractual terms and that such compensation is otherwise fair and not excessive;
- (d) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are consistent with contractual terms and are otherwise reasonable and appropriate;
- (e) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (f) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and
- (g) to review and / or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

(4) Reporting procedures

The secretary of the Remuneration Committee shall circulate the minutes of the meetings of the Remuneration Committee to all members of the Board within a reasonable time after the meeting.