



CALB Group Co., Ltd.

中創新航科技集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3931)

Remuneration Committee — Terms of reference

The board of directors (the “**Board**”) of CALB Group Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) has established a committee of the Board known as the Remuneration Committee (the “**Remuneration Committee**”) with its constitution and particular duties set out below:–

1. Membership

- 1.1. The Remuneration Committee shall be appointed by the Board.
- 1.2. The majority of Remuneration Committee members shall be independent non-executive directors of the Company.
- 1.3. The Board shall appoint the chairman of the Remuneration Committee. The chairman must be an independent non-executive director of the Company.
- 1.4. The term of each member of the Remuneration Committee shall be determined by the Board upon appointment.

2. Secretary of Remuneration Committee

- 2.1. The company secretary of the Company (or any one of the joint company secretaries of the Company as may be designated by the Board, where applicable) shall be the secretary of the Remuneration Committee.
- 2.2. The Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Remuneration Committee.

3. Meetings

- 3.1. At least one meeting will be held each year.
- 3.2. Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each member of the Remuneration Committee, and to any other person required to attend in relation to all regular meetings of the Remuneration Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required. Notwithstanding the notification period, the attendance of the member of the Remuneration Committee at the meeting would deem to be treated as the waiver of the required notification requirement.

- 3.3. The quorum of the Remuneration Committee meeting shall be two members, one of whom must be an independent non-executive director.
- 3.4. The members of the Remuneration Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 3.5. Resolutions of the Remuneration Committee shall be passed, in the case of a meeting, with a simple majority of votes.
- 3.6. Resolutions signed by all members of the Remuneration Committee will be treated valid as if they are passed in the meeting of the Remuneration Committee.
- 3.7. Minutes of the Remuneration Committee meetings shall be kept by the secretary of the Remuneration Committee and shall be available for inspection by any member of the Remuneration Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comments and records within a reasonable time after the meeting. Once they are agreed, the secretary of the Remuneration Committee shall circulate the minutes and reports of the Remuneration Committee to all members of the Board.

4. Attendance of meetings

- 4.1. Upon invitation by the Remuneration Committee, the chairperson of the Board and/or the president or the vice president, external consultant and other Board members may attend all or any of the meetings.
- 4.2. Only the Remuneration Committee members shall have the voting powers.

5. Duties and responsibilities

The duties and responsibilities of the Remuneration Committee shall be:

- 5.1. to make recommendations to the Board on the Company's overall policy and structure for all directors and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 5.2. to review and approve the senior management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 5.3. either:
 - (a) to determine, with delegated responsibility of the Board, the remuneration packages of individual executive directors and senior management; or
 - (b) 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 payments, including any compensation payable for loss or termination of their office or appointment;

- 5.4. to make recommendations to the Board on the remuneration of non-executive directors;
- 5.5. regarding director and senior management, to consider salaries paid by comparable companies for comparable positions, time commitment and responsibilities and employment conditions elsewhere in the Group;
- 5.6. 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 otherwise fair;
- 5.7. 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;
- 5.8. 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;
- 5.9. review performance-linked remuneration; and
- 5.10. to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration.

6. Reporting responsibilities

- 6.1. After each meeting, the Remuneration Committee shall report formally to the Board on all matters within its duties.
- 6.2. The Remuneration Committee should make available these terms of reference by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.

7. Annual general meetings

- 7.1. The chairman of the Remuneration Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Remuneration Committee's performance of its duties. If the chairman of the Remuneration Committee is unable to attend, a member of the Remuneration Committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder questions on the Remuneration Committee's performance of its duties.

8. Authority

- 8.1 The Remuneration Committee shall consult the chairperson of the Board and/or the president of the Company about their proposals relating to the remuneration of other executive directors.
- 8.2 The Remuneration Committee is authorised by the Board to seek any remuneration information it requires from senior management of the Company when necessary in order to perform its duties.
- 8.3 The Remuneration Committee is authorised by the Board to obtain external legal or other independent professional advice in connection with its duties at the Company's expense when necessary.

Note: All such arrangements of obtaining external legal or other independent professional advice may be made by the company secretary.

- 8.4 The Remuneration Committee shall have access to sufficient resources in order to perform its duties.

If there is any inconsistency between the English version and the Chinese version of this term of reference, the English version shall prevail.