

Remuneration Committee Terms of Reference and Operating Rules

Chapter 1 Objectives

- Rule 1** The remuneration committee (the “Committee”) of Sino-Ocean Group Holding Limited (the “Company”) aims to assist the board (the “Board”) of directors of the Company (the “Director(s)”) to develop and implement a fair and transparent system for formulating policies on the remuneration of all Directors and senior management of the Company and determining their remuneration packages.

Chapter 2 Composition

- Rule 2** The Committee shall comprise at least three (3) Directors, among which more than half shall be independent non-executive Directors. The chairman of the Committee shall be an independent non-executive Director and appointed by the Board.
- Rule 3** Members of the Committee shall be appointed by the Board and can be removed by the Board at its sole discretion.
- Rule 4** The Board shall from time to time vary the composition of the Committee in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “Listing Rules”), or the rules of any other stock exchange in respect of which shares of the Company are listed or quoted, or such codes, rules and regulations as may be prescribed by The Securities and Futures Commission of Hong Kong or any other applicable regulators from time to time.
- Rule 5** The company secretary of the Company shall also be the secretary of the Committee.

Chapter 3 Authority

- Rule 6** The Committee shall report directly to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
- Rule 7** The Committee is entitled to obtain external independent professional advice and to invite external parties with relevant experience and expertise to attend its meetings if it considers necessary.
- Rule 8** The Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Committee shall seek independent professional advice, at the Company’s expense, to perform its responsibilities.

Chapter 4 Duties

Rule 9

The duties of the Committee include the following:

- (1) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal, competitive and transparent procedure for developing remuneration system and policy;
- (2) to review and approve the management's remuneration proposals by reference to the corporate goals and objectives approved by the Board;
- (3) to determine, with delegated responsibility from the Board, the remuneration packages and incentive payments 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) in order to ensure the executive Directors and senior management are appropriately rewarded for their contribution to the Company; consult chairman of the Board and/or chief executive in determining executive Directors' and senior management's remuneration proposals and seek independent professional advice when necessary;
- (4) to make recommendations to the Board on the remuneration of non-executive Directors;
- (5) to consider salaries, time commitment and duties offered by comparable companies and the employment terms of other positions in the group;
- (6) to review and approve compensation payable to executive Directors and senior management for any loss or termination of their office or appointment or dismissal or removal for misconduct to ensure that it is consistent with the related contractual terms or is otherwise fair and reasonable, in accordance with the requirements of the laws and regulations and is not excessive;
- (7) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with the related contractual terms or are otherwise reasonable and appropriate;
- (8) to ensure that no Director or any of his/her associates is involved in determining his/her own remuneration;
- (9) to authorize the human resources department of the Company to implement the approved remuneration policies for Directors and senior management;
- (10) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules;
- (11) to review from time to time as appropriate these Terms of Reference and Operating Rules and recommend to the Board any necessary changes; and

(12) to consider and implement other duties and matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

Chapter 5 Committee Meetings

Rule 10 Frequency

The Committee shall hold a regular meeting (“Regular Meeting”) at least once a year and additional meetings as required. Any one (1) member may convene a meeting of the Committee (except for emergency meetings which shall be convened by any two (2) members (“Emergency Meetings”).

Rule 11 Notice

Notice of a meeting shall be deemed to be duly given to a member if it is given to him/her personally in writing or orally or sent to him/her at his/her address or email address notified by him/her to the Company. In respect of Regular Meetings, notice of at least seven (7) days should be given. For Emergency Meetings, reasonable notice should be given. For meetings other than Regular Meetings and Emergency Meetings, notice of at least three (3) days should be given. The notice requests under this Rule can be waived by all members in meeting. A member may waive a notice of any meeting and any such waiver may be prospective or retrospective. Irrespective of the length of notice given, attendance of a meeting by a member shall be deemed a waiver of the requisite length of notice by the member. Notice of any adjourned meeting is not required if the adjournment is less than seven (7) days.

Rule 12 Quorum

The quorum for meetings of the Committee shall be any two (2) members, and at least one of them shall be an independent non-executive Director.

Rule 13 Attendance

- (1) Members of the Committee shall attend meetings personally.
- (2) The Committee may invite, if necessary, Directors and other senior officers to attend its meetings, but they are not entitled to vote at such meetings.

Rule 14 Convening

Meeting of the Committee may be held in person or by way of instant communication (including but not limited to teleconference and videoconference). The members of the Committee who attend meetings by the above means shall be deemed to have attended such Committee meetings.

Rule 15 Resolutions

Each member shall have one (1) vote in each resolution. Resolutions of the Committee shall be passed by a majority of votes cast at a meeting duly convened and held or by way of written resolutions signed by the majority of the members duly appointed and entitled to vote except those who are temporarily unable to act through ill-health or disability.

Rule 16 Minutes and Records

- (1) The draft and final version of the minutes of a meeting of the Committee shall be sent to all members for their comment and records respectively within reasonable time after such meeting.
- (2) The records of the Committee meetings, including notice of meetings, materials, voting papers and minutes, shall be kept by the secretary of the Committee.

Chapter 6 Supplementary Article

Rule 17 The power of interpretation of these Terms of Reference and Operating Rules shall be vested in the Board.

Effective Date: 22 December 2023