

**Tsingtao Brewery Company Limited**  
**Working Regulations**  
**Of**  
**Nomination & Remuneration Committee of the Board**  
(amended and adopted in the 14th meeting of the tenth board  
of directors of the Company held on 27 December 2023)

**Chapter I General Provisions**

- Article 1** To complete and standardize the order of meeting and decision-making procedures of the Nomination & Remuneration Committee (the “**Committee**”) under the board of directors (the “**Board**”) of Tsingtao Brewery Company Limited (the “**Company**”), and improve the working efficiency and the effectiveness of decision-making of the Committee to ensure the smooth progress of the Committee, the Company sets up the Remuneration & Nomination Committee and works out these working regulations pursuant to the laws, regulations, regulatory documents and securities regulations in the Company’s listing location such as the Rules Governing the Listing of Shares on Shanghai Stock Exchange, the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong (collectively referred as the “**Listing Rules of the Listing Locations**”), Order of meeting for the Board of Directors, the Articles of Association of Tsingtao Brewery Company Limited (the “**Articles**”) and its annex Rules of Procedure of the Board of Directors of Qingdao Brewery Company Limited.
- Article 2** The Committee is a specific working unit of the Board established pursuant to the Articles, whose main duties including reviewing the appraisal standards for the Company’s directors and senior management officers and carrying out the appraisal; reviewing the remuneration policies and scheme of the Company’s directors and senior management officers, formulating selection criteria and procedures for the Board members and senior management officers, conducting selection, review, and qualification assessment of candidates for the Board members and senior management officers, and making recommendations to the Board, thereby being accountable to the Board.
- Article 3** The directors mentioned in these Working Regulations refer to the Company’s directors, and senior management officers include the president, vice-president, chief brewer, chief financial officer, secretary of the Board appointed by the Board, and other personnel who take the important positions as determined by the regulatory authorities or as confirmed by the resolutions of the Board.

**Chapter II Composition of the Committee**

- Article 4** The Committee shall comprise 5 directors, more than half of which shall be independent directors.

**Article 5** The Committee member shall be appointed by the Board.

**Article 6** The Committee shall comprise 1 chairman (meeting convenor) taken by the member who is an independent director designated by the Board to be in charge of the works in the Committee.

**Article 7** The Committee member's duty term shall be as long as that of he/she as director.

The member can be re-elected when he/she has fulfilled his/her duty term. During his/her term, the member shall automatically lose his/her membership in the Committee if he/she ceased to be a director of the Company, and new member shall be appointed by the Board in accordance with the above Articles 4-6 to make up the number of the Committee.

**Article 8** The Company's Human Resources Management Department and Board Secretary's Office (including those in other names but adopting their duties and responsibilities, and will be deemed as the same when referring to the specific name of the related departments hereunder) are the working units of the Committee, which are in charge of providing the related materials of the Company's operational management and related information of relevant personnel needed by the Committee, arranging the meeting of the Committee and coordinating to implement its related resolutions.

### **Chapter III Duties and Responsibilities of the Committee**

**Article 9** The duties and responsibilities of the Committee are as follows:

- (1) To review the Board's structure, size and composition based on the Company's operational situation, assets size and equity structure, and make recommendations to the Board;
- (2) To consider the standards and procedures in selecting directors and senior management of the Company (including appointment, dismissal, and hiring matters), and make recommendations to the Board;
- (3) To identify qualified candidates for directors of the Company and make recommendations to the Board;
- (4) To assess the independence of independent non-executive directors;
- (5) To make recommendations to the Board on the appointment or re-appointment of directors, and succession planning the directors (in particular the chairman and the president);

- (6) To give due regard to the benefits of diversity on the Board against objective criteria with reference to the Board Diversity Policy (Appendix I) when performing duties set out in paragraphs (1), (2), (3) and (5);
- (7) To review the qualifications of independent director candidates and forming clear review opinions;
- (8) To review the Board Diversity Policy as appropriate and to review the measurable objectives under the Board Diversity Policy and the progress of attainment, so as to ensure effective implementation;
- (9) To promote to the enterprise the establishment of a performance appraisal system fitting to the change of market environment, a competitive remuneration policy and incentive measures related to the operational results based on the features of the beer industry, the scope, duties and responsibilities, and nature of importance of the positions of the directors and senior management officers, and the remuneration level of the similar positions in other relevant enterprises. 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;
- (10) To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (11) To review the remuneration package of individual executive directors and senior management officers as authorized by the Board, including benefits in kind, pension rights and compensation payments (including the compensations payable for loss or termination of their office or appointment), and make proposals to the Board; and make recommendations to the Board on the remuneration of non-executive directors. The Committee shall consider salaries paid by comparable companies, time commitment, responsibilities, employment conditions elsewhere in the group. To ensure that no director or any of his associates is involved in deciding his own remuneration;
- (12) To consider the appraisal standards of the Company's directors and senior management officers and make recommendations;
- (13) To review and approve compensation payable to the Company's executive directors and senior management officers 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;

- (14) 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;
- (15) To be responsible for the supervision over the implementation of the Company's remuneration system;
- (16) Pursuant to Rule 13.68 of the Listing Rules of HKEx, to make comments to the service contracts which must be approved by the Company's shareholders (the "**Shareholders**"), inform the Shareholders whether the relevant terms are fair and reasonable, make comments on whether the contracts are in the interests of the Company and the Shareholders as a whole, and make comments on how the Shareholders (excluding the Shareholders and their associates who are the directors and has material interests in such service contracts) shall vote;
- (17) Conduct research on the Company's employee share ownership scheme or equity incentive scheme and report to the board of directors and make suggestions, review and/or propose matters relating to the share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including employee share ownership scheme or share incentive scheme by the Company or related subsidiaries);
- (18) Examine performance of duties by the Company's directors and senior management officers;
- (19) Research, review, draft, and/or amend equity incentive plans, employee stock ownership plans, and providing recommendations to the Board on matters such as authorization and achievement of exercising rights;
- (20) Research, review, draft, and/or amend the holding plans for Directors and senior management in the planned spin-off of subsidiary companies, and making recommendations to the Board;
- (21) Other issues authorized by the Board; and
- (22) To handle other issues requested by the securities regulations in the Company's listing location, and other related laws, regulations and regulatory documents on the Committee's working scope.

At the same time, the Committee is responsible for exercising the Company's duty of corporate governance, including (a) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board; (b) reviewing and monitoring the training and continuous professional development of directors and senior management officers; (c) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (d) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to the employees and directors; (e) reviewing the Company's compliance with the provisions (as amended from time to time) in the Code on Corporate Governance Practices as set out in the Appendix C1 of the Listing Rules of HKEx and the disclosure in the Corporate Governance Report; and (f) reporting to the Board for the issues concerning the provisions (as amended from time to time) in the Code on Corporate Governance Practices as set out in the Appendix C1 of the Listing Rules of HKEx.

**Article 10** The remuneration policies proposed by the Committee shall be implemented only after being approved by the Board after reporting to it and discussed and approved by the shareholders' general meeting after submitting to it; the Committee is responsible for supervising the implementation of the remuneration distribution scheme of the Company's senior management officers, which is within the scope of the remuneration policies discussed and approved by the Board. The aforesaid remuneration policies mainly include (but not limited to) the performance appraisal standards, procedures and main appraisal system, principal scheme and systems of awards and punishments.

**Article 11** The Board has the right to reject the remuneration scheme or distribution scheme that may harm the Shareholders' interests.

#### **Chapter IV Duties and Responsibilities of Chairman of the Committee**

**Article 12** The chairman of the Committee mainly exercises the following duties and responsibilities:

- (1) To convene the regular meetings of the Committee;
- (2) To convene the extraordinary meetings of the Committee in exceptional cases;
- (3) To chair the meetings of the Committee;
- (4) To urge and inspect the implementation of the resolutions of the Committee;
- (5) Other duties and responsibilities granted by the Board and the Committee.

## Chapter V Order of Meeting of the Committee

**Article 13** The meeting of the Committee can be classified as regular meeting and extraordinary meeting, of which the regular meeting shall be held at least once a year. The chairman of the Committee shall convene an extraordinary meeting of the Committee within 7 working days when one of the following situations occurs:

1. As proposed by the Board;
2. As proposed by the supervisory committee;
3. As proposed by two or more committee members;
4. As being thought necessary by the chairman of the Committee.

Independent directors, while fulfilling their duties, can prompt the Committee to discuss and deliberate on significant company matters falling within the Committee's scope in accordance with the procedures. Committee meetings are primarily conducted in person. However, when ensuring that all participating members can communicate fully and express their opinions, if necessary, meetings may be conducted via video, telephone, written resolutions, or other means, following the prescribed procedures.

**Article 14** The meeting of the Committee can be notified by mail or by fax and must notify all Committee members at least three days before the meeting. Unanimous agreement by all Committee members may waive the aforementioned notification period.

**Article 15** The notice of the meeting convened by the Committee shall include the followings:

1. Date and venue of the meeting;
2. The duration of the meeting;
3. Issues submitted to the meeting for discussion and approval;
4. Expressly stated in writing: the Committee members are not allowed to be absent without proper reasons, if they are engaged with proper reasons they shall submit to the Committee the written proxy form in which the entrusted Committee member's name, authorized duty scope and etc. shall be stated;
5. Date of the notice.

- Article 16** The meetings of the Committee is convened and chaired by the chairman of the Committee, and the chairman shall nominate another member to chair the meeting if he/she is not able to exercise his/her duty for some reasons.
- Article 17** The meeting of the Committee shall be attended by the Committee members themselves. If a member cannot attend due to unforeseen circumstances, he/she should review the meeting materials in advance, form clear opinions, and provide written authorization for another member to attend on his/her behalf. The proxy form shall state clearly the entrusted Committee member's ("**Proxy**") name, issues entrusted, duty scope and effective period, and be signed or sealed by the principal. In cases where an independent director member cannot attend due to unforeseen circumstances, he/she should delegate another independent director member to attend according to the aforementioned regulations. The Proxy shall exercise his/her rights within the scope of being authorized. Any Committee member who neither attends the meeting of the Committee nor entrusts any Proxy to attend the meeting on his/her behalf is deemed to have abandoned his/her voting right at such meeting.
- Article 18** The meeting of the Committee shall be held only when being attended by more than 3 (including 3) members; each member is entitled a voting right; the resolutions made by the Committee must be passed by half of all Committee members. The Board will consider directly the related matters of which effective comments fail to be worked out due to the evasion of some Committee members.
- Article 19** Should a Committee member attend and vote at a Committee meeting while in a situation where, as per the securities regulations in the Company's listing location, they should cease from performing their duties but have not yet ceased, or should be dismissed from their position but have not yet been dismissed, their vote shall be considered invalid and not counted towards the attendance.
- Article 20** The meeting of the Committee must ensure the members to be provided with sufficient opportunity to express their opinions, and the resolutions finally made must be signed by the attending members. The involved members shall evade when the subject of their personal appraisal or remuneration are discussed at the Committee's meeting.
- Article 21** Based on the meeting agenda and its needs, the Committee may call together other persons who are related to the topics of the meeting to make certain introductions or listen to the comments, and such related persons are not allowed to be absent without proper reasons. The persons who attend the meeting without voting rights should not involve in the discussion and are not allowed to adversely affect the progress of the meeting progressing, voting and passing resolutions in the meeting.

**Article 22** The meeting of the Committee is voted by ballot, and meeting resolutions and minutes of meetings shall be made after the voting. The minutes shall make sufficiently detailed record of the issues considered and the decisions reached at the meeting, including any doubts or dissents raised or expressed by the members and the opinions of independent director.

The initial draft and final version of the minutes shall be sent to all Committee members within a reasonable time after the meeting, of which the initial draft is for comments and the final version is for their records. All members of the Committee who attended the meeting shall sign and confirm the resolutions and minutes and relevant personnel such as secretary of the Board and record-keeping personnel should sign and confirm the meeting minutes. The written document of the resolutions, the minutes and all meeting materials shall be preserved by the secretary of the Board for not less than 10 years. The meeting records shall be available for review by any directors during any reasonable period after a reasonable notice was given by them.

**Article 23** The resolutions of the meeting of the Committee shall include the followings:

- (1) The date, venue and name of the convenor of the meeting;
- (2) Number of the members who shall attend the meeting and the number of the members who actually attended the meeting;
- (3) Explaining the procedures of the meeting, and the legality and effectiveness of the meeting resolutions;
- (4) Explaining the contents of the resolutions discussed and voted at the meeting, and the results of the voting;
- (5) Other issues needed to be explained and recorded in the resolutions.

**Article 24** After making the resolutions of the meeting of the Committee, if the proposal is needed to be submitted to the Board for discussion, the Committee shall submit such proposal in a timely manner to the Board, unless the Committee is not allowed to report such as requested by the laws or regulations.

**Article 25** All Committee members who attended the meeting are obliged to make the issues discussed at the meeting confidential, and are not allowed to disclose the related information without permission.

## Chapter VI Miscellaneous

- Article 26** For any deficiencies in these Working Regulations or any issues in conflict with the issued or amended laws, regulations, regulatory documents, securities regulations in the Company's listing location or the articles in the Articles after these Working Regulations taking into effect, it should be implemented in accordance with the State's laws, regulations regulatory documents, securities regulations in the Company's listing location or the related articles in the Articles.
- Article 27** If these Working Regulations need to be amended in accordance with the changes of the actual situations, the Committee shall submit the proposed amendments to the Board for discussion and approval.
- Article 28** These Working Regulations and its amendments shall take effect from the date of being approved by the resolutions of the Company's Board.
- Article 29** The Company's Board is responsible for the interpretation of these Working Regulations.
- Article 30** These Working Regulations will be published at the websites of the Company and the stock exchanges on which the Company is listed pursuant to the requirements of the securities regulations in the Company's listing location.

**Tsingtao Brewery Company Limited**

**Board Diversity Policy**

**1. Vision and Objectives**

Tsingtao Brewery Company Limited (the “**Company**”) is of the view that board diversity will be immensely beneficial for the enhancement of the Company’s performance.

This policy aims to set out the approach adopted by the Board of the Company to achieve diversity.

**2. Policy**

When determining the composition of the Board, the Company will consider board diversity in terms of, among other things, gender, ethnicity, age, cultural and educational background, expertise, skills and knowledge. All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

**3. Measurable Objectives**

Selection of candidates for Board membership will be based on a range of diversity perspectives, including but not limited to gender, ethnicity, age, cultural and educational background, expertise, skills and knowledge.

**4. Monitoring and Reporting**

The Nomination & Remuneration Committee will disclose the composition of the Board annually in the Corporate Governance Report and monitor the implementation of this Policy.

**5. Review of this Policy**

The Nomination & Remuneration Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination & Remuneration Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.