天安卓健有限公司

TIAN AN MEDICARE LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

(the "Company")

TERMS OF REFERENCE

OF

REMUNERATION COMMITTEE

Membership

1. The Remuneration Committee shall consist of not less than three members (majority of the members should be Independent Non-Executive Directors of the Company ("INEDs")) appointed by the board of directors (the "Board") from time to time.

2. The Board shall nominate one of the INEDs as Chairman of the Remuneration Committee.

3. The company secretary of the Company should be the secretary of the Remuneration Committee.

Frequency and Proceedings of Meetings

4. The Remuneration Committee shall meet at least once every year. Additional meetings shall be held as the work of the Remuneration Committee demands.

5. The Chairman of the Remuneration Committee may convene additional meetings at his discretion.

6. The quorum of a meeting shall be three members of the Remuneration Committee, majority of which should be INEDs.

7. The Remuneration Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

8. A resolution in writing signed by all members of the Remuneration Committee shall be as valid and effectual as if it has been passed at a meeting of the Remuneration Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Remuneration Committee.

9. The members of the Remuneration Committee shall attend the meetings in person or by means of telecommunication, including but not limited to telephone or video conference, or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

10. Proceedings of meetings of the Remuneration Committee shall be governed by the Bye-Laws 126 of the Bye-Laws of the Company.

Duties, Powers and Functions

11. (i) 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;

(ii) to make recommendations to the Board on 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);

(iii) to consult the chairman and/or chief executive about their remuneration proposals for other executive directors. The Remuneration Committee members should have access to independent professional advice if necessary;

(iv) to make recommendations to the Board on the remuneration of non-executive directors;

(v) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

(vi) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;

(vii) 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 and not excessive;

(viii) 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;

(ix) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;

(x) to consider the annual performance bonus for Executive Directors and senior management having regard to their achievements against the performance criteria and by reference to market norms, and make recommendation to the Board;

(xi) to do any such things to enable the Remuneration Committee to discharge its powers and functions conferred on it by the Board; and

(xii) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), where appropriate.

12. The Remuneration Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

13. To review and / or approve matters relating to share scheme(s) under Chapter 17 of the Listing Rules, if any.

Reporting Procedure

14. The Remuneration Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting/written resolution of the Remuneration Committee, the Chairman of the Remuneration Committee shall report the findings and recommendations of the Remuneration Committee to the Board.

1. *The definition of Chief Executive - a person who either alone or together with one or more other persons is or will be responsible under the immediate authority of the Board for the conduct of the business of the Company (Rule 1.01 of the Listing Rules)*

2. *If there is any inconsistency between the English and Chinese versions of this Term of Reference, the English version shall prevail.*

Updated as of 1 August 2025