160 Health International Limited
健康160国际有限公司

(Incorporated in the Cayman Islands with limited liability)

(the "Company")

(Stock Code: 2656)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

(Adopted by the Company pursuant to the Board resolution passed on September 3, 2025)

1. Constitution

The board of directors of the Company (the "**Board**") hereby constitutes and establishes a remuneration committee (the "**Remuneration Committee**") with authority, responsibility, and specific duties as described below.

2. Membership

2.1 The Remuneration Committee shall be appointed by the Board and a majority of the members of the Remuneration Committee shall be independent non-executive directors of the Company.

2.2 The Remuneration Committee shall be chaired by an independent non-executive director of the Company (the "**Chairman**").

2.3 The Remuneration Committee shall consist of not less than three (3) members. The quorum for a meeting of the Remuneration Committee shall be two (2) members, one (1) of whom shall be an independent non-executive director of the Company. A duly convened meeting of the Remuneration Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Remuneration Committee. Members of the Remuneration Committee shall attend the meeting in person or through electronic communications of, including but not limited to, telephone or video conference.

3. Secretary

The company secretary of the Company or his/her nominee shall be the secretary of the Remuneration Committee.

4. Authority

4.1 The Remuneration Committee is authorised by the Board to act within these terms of reference. The Remuneration Committee is authorised to seek any information it requires from any employee of the Company, and all employees are directed to cooperate with any request made by the Remuneration Committee. The Remuneration Committee is authorised by the Board to consult the chairman and/or major administrative personnel of the Company about the remuneration proposals for other executive directors of the Company.

4.2 The Remuneration Committee is authorised by the Board, at the Company's expense but subject to prior discussion with the Board on costs, to obtain outside legal or other independent professional advice if it considers necessary.

4.3 The Remuneration Committee shall be provided with sufficient resources to perform its duties.

5. Duties

5.1 The duties of the Remuneration Committee shall be:

(a) to review the system and policy of the remuneration management of the Company, to make recommendations to the Board on the policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

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

(c) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management of the Company. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

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

(e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Company and its subsidiaries;

(f) to contemplate the criteria for appraising directors and senior management members, to conduct the appraisal, and to submit the appraisement reports to the Board;

(g) to review and approve compensation payable to executive directors and senior management of the Company 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;

(h) 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;

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

(j) where the service contract of a director or proposed director of the Company or its subsidiaries is required to be approved by the shareholders of the Company pursuant to Rule 13.68 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Remuneration Committee (or an independent board committee) shall form a view in respect of such service contract and advise shareholders (other than shareholders who are directors with a material interest in such service contract and their associates) as to whether the terms are fair and reasonable, advise whether such service contract is in the interests of the Company and its shareholders as a whole and advise shareholders on how to vote;

(k) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules; and

(l) to consider all other matters as referred to the Remuneration Committee by the Board.

5.2 In carrying out its duties under these terms of reference, the Remuneration Committee should:

(a) provide the remuneration packages sufficient to attract and retain directors to run the Company successfully without paying more than is necessary;

(b) be sensitive to the wider scene, including pay and employment conditions elsewhere, especially when determining annual salary increases;

(c) ensure that the performance-related elements of remuneration form a significant proportion of the total remuneration package of executive directors of the Company and should be designed to align their interest with those of shareholders and to give these directors keen incentives to perform at the highest levels; and

(d) ensure that executive share options (if any) are offered in accordance with the Listing Rules.

6. Notice of Meetings

6.1 A meeting of the Remuneration Committee may be convened by any of its members through the company secretary of the Company.

6.2 For regular meetings and as far as practicable for all other meetings, an agenda and accompanying documents should be sent to all members of the Remuneration Committee in a timely manner and at least three (3) days before the intended date of meeting (or such other period as the members may agree).

7. Frequency and Proceedings of Meetings

7.1 Meetings shall be held as and when appropriate, but at least once annually or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time.

7.2 The Chairman may convene additional meetings at his discretion.

7.3 The Chairman (or in his absence, a member designated by the Chairman) shall preside at all meetings of the Remuneration Committee. The Chairman shall be responsible for leading the Remuneration Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

7.4 As necessary or desirable, the Chairman may request that members of management and/or members of the Board be present at the meetings of the Remuneration Committee.

8. Reporting Procedures

8.1 The Remuneration Committee shall report to the Board the findings and recommendations after each meeting of the Remuneration Committee, unless there are legal or regulatory restrictions on its ability to do so.

8.2 Where the Board resolves to approve any remuneration or compensation arrangements with which the Remuneration Committee disagrees, the Board should disclose the reasons for its resolution in its next corporate governance report.

8.3 The Company should disclose details of any remuneration payable to members of senior management at least by band, or even on an individual and named basis as a best practice, in its annual reports with the endorsement of the Remuneration Committee.

9. Minutes

9.1 Minutes of the Remuneration Committee meetings should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director.

9.2 Minutes of Remuneration Committee meetings shall record in sufficient detail the matters considered by the Remuneration Committee members and decisions reached, including any concerns raised by the Remuneration Committee members and dissenting views expressed. Draft and final versions of minutes of the Remuneration Committee meetings shall be sent to all members of the Remuneration Committee for their comments and records respectively, in both cases within a reasonable time after the meeting.

10. General

10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.

10.2 The Remuneration Committee should make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the Hong Kong Exchanges and Clearing Limited news website (**www.hkexnews.hk**) and the Company's website (**www.91160.com**).