Tianjin Tianbao Energy Co., Ltd.*
天津天保能源股份有限公司

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

(Stock Code: 1671)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

(Adopted by the Board on March 28, 2018 and revised upon consideration at the 30th meeting of the third session of the Board of the Company with effect from September 22, 2025)

CHAPTER 1 GENERAL PROVISIONS

Rule 1 In order to establish a sound system of remuneration and assessment for Tianjin Tianbao Energy Co., Ltd.* (hereinafter referred to as the "**Company**"), and perfect its corporate governance structure, the Company has established a remuneration committee (hereinafter referred to as the "**Remuneration Committee**") under the board of directors of the Company (hereinafter referred to as the "**Board**"), and formulated Terms of Reference of the Remuneration Committee of Tianjin Tianbao Energy Co., Ltd.* (hereinafter referred to as the "**Terms of Reference**"), combining with the actual situation of the Company, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**") and other related laws, regulations and regulatory documents, the Articles of Association of Tianjin Tianbao Energy Co., Ltd.* (hereinafter referred to as the "**Articles**") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**") and laws, regulations and other related rules of the Hong Kong Special Administrative Region of the People's Republic of China.

Rule 2 The Remuneration Committee is a body specifically set up by the Board, mainly responsible for the reviewing of the assessment and remuneration of the directors and senior management and giving advice and suggestion.

Rule 3 The senior management member as referred to in the Terms of Reference means the general manager, the deputy general manager, the Secretary of the Board, chief financial officer and other senior management members appointed by the Board; the management means directors, senior management of the Company and other management members appointed by the Board.

CHAPTER 2 CONSTITUTION

Rule 4 The Remuneration Committee shall comprise three or more directors and the total number of members of the Remuneration Committee shall be an odd number. The majority of the members of the Remuneration Committee shall be independent non-executive directors.

Rule 5 Members of the Remuneration Committee shall be nominated by the Chairman of the Board or the Nomination Committee of the Board and shall be elected by more than half of the total directors of the Board. Upon approval of the nomination proposal by the Board, a newly-appointed member shall commence his/her term of office immediately after the conclusion of the meeting of the Board.

Rule 6 The Remuneration Committee shall have a convener, or chairman, who shall be an independent non-executive director. The chairman of the Remuneration Committee shall be appointed by the Board and shall oversee the operation of the Remuneration Committee. Where the chairman of the Remuneration Committee is unable to or fails to discharge the duty, an independent non-executive director shall be elected by at least one half of the members of the Remuneration Committee to act in his/her stead.

Rule 7 The term of office of the Remuneration Committee shall be consistent with that of the Board. Each member of the Remuneration Committee shall be eligible for re-election upon completion of his/her term of office. During his/her term of office, if any Remuneration Committee member ceases to be a director, or any Remuneration Committee member as an independent non-executive director ceases to have the independence as required under the Articles and the Listing Rules, his/her membership in the Remuneration Committee shall lapse automatically. A member of the Remuneration Committee may submit his/her resignation report in writing to the Board prior to the expiry of his/her term of office to resign from his/her existing position. The resignation report shall contain such reasons for resignation and matters which need attention of the Board as necessary. Upon the loss of qualification or permission to resign, the position(s) vacated by such member(s) shall be filled by the Board according to the relevant laws, regulations, normative documents and the provisions of Rule 4 to 6 as set forth in the above. A member of the Remuneration Committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without cause except for the situations specified in the Company Law, Articles or Listing Rules.

CHAPTER 3 DUTIES AND POWERS

Rule 8 The specific major duties of the Remuneration Committee are:

(1) to research directors and senior management members' remuneration policy (including non-monetary income, pensions and compensation (including compensation paid for the loss or termination of office or position appointed), infrastructure and the development of the remuneration policy procedures, and make recommendations to the Board. The procedure of formulating remuneration policy shall be formal and transparent;

(2) to research appraisal standards for directors and senior management members, and make assessment and recommendations;

(3) to review and approve the proposed remunerations for the management according to the corporate goals and objectives developed by the Board;

(4) to research and review the compensation policies and plans for directors and senior management members according to their positions, responsibilities, scope of work, working hours, personal and corporate performance, with reference to the pay level of the relevant positions in the same region, same industry and of the Company's competitors, as well as other internal conditions of the Company;

(5) to recommend to the Board the remuneration packages for executive directors and senior management members of the Company, including non-monetary income, pension and compensation (including compensation paid for loss or termination of office or position appointed);

(6) to give recommendations to the Board concerning remuneration packages for non-executive directors;

(7) to examine and approve (i) compensation payable to executive directors and senior management for any loss or termination of office or appointment; (ii) compensation arrangements relating to dismissal or removal of directors and senior management members for their misconduct, to ensure that they are consistent with relevant contractual terms, as appropriate, and ensure their fairness and adequacy, without causing an excessive burden on the Company;

(8) to ensure that any directors or his/her associate(s) (as defined in the Listing Rules) shall not participate in determining his/her own remuneration, and in relation to a non-executive director who is also a member of the Remuneration Committee, his/her remuneration shall be determined by other members of the Remuneration Committee;

(9) to examine the performance by the directors and senior management members of the Company and conduct annual appraisals of their performance, and, based on such appraisals, to come up with annual remuneration plan and further incentive or punishment plan and submit those to the Board for consideration, and to oversee the implementation of the aforementioned plans;

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

(11) to value remuneration system of the Company and to review and oversee its implementation;

(12) to constantly supplement and amend the remuneration system according to the development of the market and the Company and the corporate policies and objectives developed by the Board;

(13) to explain to the shareholders about the remuneration of directors and senior management members;

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

(15) other duties authorized by the Board.

Rule 9 The Board shall be entitled to veto any remuneration plans or proposals that would harm the interests of shareholders of the Company.

Rule 10 The remuneration plans or proposals for directors of the Company proposed by the Remuneration Committee shall be submitted to the Board for approval and shall then be presented to the shareholders at shareholders' meetings for consideration and approval before implementation. Remuneration plans for senior management members of the Company shall also be submitted to the Board for approval. The Remuneration Committee shall be accountable to the Board and proposals of the Remuneration Committee shall be submitted to the Board for consideration.

CHAPTER 4 WORKING PROCEDURES

Rule 11 The department of the Company responsible for human resources is the day-to-day working body of the Remuneration Committee. It is responsible for providing information related to human resources as well as individuals to be assessed, preparing for meetings of the Remuneration Committee and implementing relevant resolutions of the Board and the Remuneration Committee.

Rule 12 The department of the Company responsible for human resources is in charge of the preliminary preparation for the decision-making of the Remuneration Committee and shall provide the following written materials of the Company:

(1) information on fulfillment by the Company of the key financial indicators and operation objectives;

(2) job description and performance of major duties of directors and senior management members of the Company;

(3) extent to which the performance targets set out under the performance appraisal system have been achieved by the directors and senior management members;

(4) operation performance to reflect the business innovation capabilities and profit generation capabilities of directors and senior management members;

(5) relevant calculation bases indicating remuneration plans or proposals proposed in accordance with the performance of the Company;

(6) to maintain day-to-day working relationships with agencies designated by the Remuneration Committee; and

(7) to provide information on implementation of the remuneration systems and other systems at the request of the Remuneration Committee.

The Remuneration Committee performs its major duties under Rule 8 above based upon data supplied by the department of the Company responsible for human resources.

Rule 13 The procedures for the Remuneration Committee's appraisal of directors and senior management members are as follows:

(1) within a month from the Company's audit report is issued, the directors and senior management members of the Company shall give work report and self-evaluation to the Remuneration Committee;

(2) the Remuneration Committee conducts performance appraisal on the directors and senior management members following the performance review standards and procedures and based on the operation results provided in the audited report as well as the work reports by the directors and senior management members; and

(3) the Remuneration Committee comes up with the remuneration and incentive plan for the directors and senior management members based on the relevant performance appraisal results and remuneration allocation policy for voting. Upon approval by the Remuneration Committee, such plan shall be submitted to the Board as a proposal for consideration.

CHAPTER 5 RULES OF PROCEDURES FOR MEETINGS

Rule 14 Meetings of the Remuneration Committee shall include regular meetings and extraordinary meetings.

The regular meeting of the Remuneration Committee shall be held prior to the regular board meeting to be held before the annual shareholders' meeting of the Company to discuss the opinions and suggestions to be submitted to the Board.

An extraordinary meeting may be held any time when the chairman of the Remuneration Committee considers necessary or when proposed by at least half of the members of the Remuneration Committee or by the chairman of the Board.

Rule 15 Meetings of the Remuneration Committee shall be convened by the chairman of the Remuneration Committee and a notice of the meeting shall be issued. The notice of a meeting and other meeting materials shall be delivered to all members of the Remuneration Committee at least three days before the date of the meeting. Upon unanimous consent of all members of the Remuneration Committee, the foregoing requirement of notification period may be waived.

Rule 16 A meeting of the Remuneration Committee shall be presided over by the chairman of the Remuneration Committee, in whose absence another independent non-executive director who is a member of the Remuneration Committee under the authorization of the chairman of the Remuneration Committee may preside over the meeting in his/her stead.

Rule 17 The quorum for meetings of the Remuneration Committee shall be at least two thirds of the total members of the Committee. If a member is unable to attend a meeting, he/she may by a written power of attorney appoint another member to attend and vote at the meeting on his/her behalf. The power of attorney shall set out the name of the proxy, the subject and scope of authorization and the period of the validity of the power of attorney, and shall be signed or officially sealed by the principal and shall be submitted to the moderator of the meeting no later than the commencement of voting.

Resolutions at a meeting shall be passed by the affirmative votes of more than half of the members of the Remuneration Committee. The respective resolution or opinion shall be signed by members who attend such meeting of the Remuneration Committee. Each member of the Remuneration Committee shall have one vote. A member of the Remuneration Committee may vote for, against or abstain from voting on a given matter. Where the respective votes for and against a resolution are equal in number, the chairman of the Remuneration Committee shall have a casting vote.

Rule 18 Meetings of the Remuneration Committee may be held by means of on-site meetings, by teleconferences, by video conferences, by circulation of documents and by facsimile or by other appropriate means.

Rule 19 Where necessary, directors and senior management may be invited to attend a meeting of the Remuneration Committee as observers.

Rule 20 The senior management members and relevant departments of the Company shall be cooperative with and supportive to the Remuneration Committee and shall take the initiative in providing relevant information to the Remuneration Committee. Where necessary, the Remuneration Committee may engage independent agencies to provide professional advice on its decision-making at the cost of the Company as reasonably incurred therefrom.

Rule 21 A member of the Remuneration Committee shall avoid attending meetings of the Remuneration Committee for which he/she is the subject matter of the proposal.

Rule 22 The convening procedures and voting method of the meetings of the Remuneration Committee and the approved remuneration policies and allocation plans shall be in compliance with relevant laws and regulations, the Articles, and the provisions of the Terms of Reference.

Rule 23 The Remuneration Committee shall keep minutes of its meetings. Members present at a meeting shall sign the minutes of that meeting. The meeting minutes shall be kept by the secretary to the Board.

Rule 24 Resolutions passed by the Remuneration Committee and the voting results shall be reported in writing to the Board for its consideration.

Rule 25 Members present at meetings of the Remuneration Committee and those present as observers shall keep confidential all matters discussed at the meeting and shall not disclose any relevant information without authorization unless the relevant laws, regulations and/or regulatory authorities require the member to do so.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Rule 26 For the purposes of the Terms of Reference, the term "not less than" is an inclusive term and the term "more than half" is an exclusive term.

Rule 27 The terms have been approved by the Board upon consideration and shall become effective from the date on which the overseas listed foreign shares issued by the Company are listed and traded on The Stock Exchange of Hong Kong Limited. The Board shall have the power to amend and interpret the Terms of Reference.

Rule 28 Any matters not covered herein shall be implemented in accordance with the relevant laws and regulations, relevant regulatory provisions of the place(s) where the Company's shares are listed, and the Articles. Where the Terms of Reference conflict with any relevant laws and regulations, relevant regulatory provisions of the place(s) where the shares of the Company are listed including the Listing Rules, or the Articles, such relevant laws and regulations, relevant regulatory provisions of the place(s) where the shares of the Company are listed including the Listing Rules, and the Articles shall prevail, in which case the Terms of Reference shall be amended forthwith and submitted to the Board for consideration and approval.

Note: In the event of any discrepancies between the English and Chinese versions of this Terms of Reference, the Chinese version shall prevail.

* *For identification purpose only*