China Ecotourism Group Limited
中國生態旅遊集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1371)
(the "Company")

(Amended and passed by the board of director of the Company
on 29 September 2025)

Remuneration Committee – Terms of reference

1. Constitution, membership and attendance

1.1 The Remuneration Committee is constituted pursuant to bye-law 124 of the Bye-Laws of the Company.

1.2 The members of the Remuneration Committee shall be appointed by the board of Directors of the Company (the "Board") from amongst the Directors of the Company, majority of whom must be Independent Non-Executive Directors.

1.3 The chairman of the Remuneration Committee (the "Chairman"), who shall be an Independent Non-Executive Director, shall be appointed by the Board amongst the members of the Remuneration Committee. In the absence of the Chairman from any meeting, the remaining members of the Remuneration Committee present shall elect one of their members to be the chairman of the meeting.

1.4 The Company Secretary of the Company shall act as the secretary of the Remuneration Committee (the "Secretary").

1.5 Only members of the Remuneration Committee have the right to attend Committee meetings. Other individuals, such as any Directors of the Company and the officers of the personnel department of the Company, may be invited to attend such meetings as and when appropriate.

2. Quorum of meetings

The quorum necessary for the transaction of business shall be two members.

3. Frequency of meetings

Meetings of the Remuneration Committee shall be held not less than once a year and at such other times as the Chairman or any other member of the Remuneration Committee shall require. The Chairman of the Company may request a meeting if he reasonably considers that one is necessary.

4. Notice of meetings

4.1 Meetings of the Remuneration Committee may be convened by the Secretary at the request of any member thereof, or by any member of the Remuneration Committee, with notice given within a reasonable time as far as practicable.

4.2 Notice may be given in writing or by telephone or in such other manner as the Remuneration Committee may from time to time determine. Any member of the Remuneration Committee may waive notice of any meeting either prospectively or retrospectively.

5. Proceedings of meetings

5.1 The members of the Remuneration Committee may participate in any meeting of the Remuneration Committee by means of a telephone conference or other forms of communications through which all persons participating in the meeting can communicate with each other and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participants were present in person.

5.2 Every matter shall be determined by a majority of votes of the members of the Remuneration Committee present at the meeting. Each member shall have one vote on the question arising at any meeting, provided that no member shall vote on any matter which would constitute a conflict of interest.

5.3 A resolution in writing signed by all the members of the Remuneration Committee shall be as valid and effectual as if a resolution had been passed at a meeting of the Remuneration Committee duly convened and held.

5.4 All meetings and proceedings of the Remuneration Committee shall be governed by the provisions of the Bye-Laws of the Company regulating proceedings of meetings of the Board unless otherwise provided herein.

6. Minutes of meetings

6.1 The Secretary shall keep full records of all resolutions passed at all meetings of or by the Remuneration Committee.

6.2 Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records within a reasonable time after the meeting.

7. Annual General Meetings

The Chairman should, as far as practicable, attend the annual general meetings of the Company to respond to any shareholder's question on the activities of the Remuneration Committee.

8. Authority

8.1 The Remuneration Committee is authorised by the Board to seek any necessary information which is within the Remuneration Committee's scope of duties from the Board and the employees;

8.2 The Remuneration Committee shall be provided with sufficient resources to perform its duties and is authorised by the Board to obtain outside independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary;

8.3 The Remuneration Committee shall be provided with adequate information in a timely manner to enable it to make informed decision;

8.4 The Remuneration Committee is authorised to do any such things to enable the Remuneration Committee to properly perform its powers and functions; and

8.5 The Remuneration Committee should consult the chairman of the Board and/or chief executive officer of the Company about their remuneration proposals for other executive directors of the Company.

9. Duties

The duties of the Remuneration Committee shall be:

9.1 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 and transparent procedure for developing remuneration policy;

9.2 to review and approve the management's remuneration proposals with reference to Board's goals, objectives and culture;

9.3 to have the delegated responsibility to determine the remuneration packages, in consultation with the Chairman, the Deputy Chairman, the Managing Director or the Chief Executive Officer of the Company, 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;

9.4 to make recommendations to the Board on the remuneration of Non-Executive Directors;

9.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

9.6 to review and approve the 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;

9.7 to review and approve the 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;

9.8 to ensure that no Director or any of his associates is involved in deciding his own remuneration;

9.9 to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"); and

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

10. Availability of this Terms of Reference

The Remuneration Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.

Note: If there is any inconsistency between the English and Chinese translation of this document, the English version shall prevail.