華控康泰集團有限公司
Kontafarma China Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1312)

(the "**Company**" and together with its subsidiaries, the "**Group**")

Terms of Reference of Remuneration Committee

1 Membership

(a) The Committee shall be appointed by the Board from amongst the Non-Executive Directors of the Company and shall consist of not less than three (including three) members, a majority of whom should be Independent Non-Executive Directors of the Company (the "**INEDs**").

(b) The Board may at any time remove, suspend or replace any member of the Committee at its option by resolution whereupon the Committee should consist of the remaining or replaced members of the Committee.

(c) The Chairman of the Committee shall be elected by the Board from amongst the INEDs.

(d) The Company Secretary of the Company or its delegate shall be the Secretary of the Committee.

2 Frequency of Meetings

The Committee shall meet at least once every year; and may meet more often if requested by the Chairman of the Committee or, by any two members of the Committee. Meetings should be arranged by the Secretary of the Committee upon instruction of the Chairman of the Committee.

3 Attendance at Meetings

(a) A quorum of a meeting shall be two members of the Committee.

(b) The Chairman of the Board/the President of the Company and the Executive Directors may also attend the Committee meetings, if invited.

(c) The Secretary of the Committee shall attend all meetings.

(d) The Committee may, if necessary, invite the Head of Human Resources Department and other advisors to the meetings to advise its members.

(e) Any members of the Committee or other attendees may participate in a meeting of the Committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

4 Committee's Resolutions

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

5 Duties and Powers

The duties and powers of the Committee shall be:

(a) to make recommendations to the Board on the policy and structure for all Directors' and senior management remuneration and other remuneration matters and on the establishment of a formal and transparent procedure for developing remuneration policy. In principle, levels of remuneration should be sufficient to attract and retain the Directors to run the Company successfully without paying more than necessary. The Board will upon receipt of the Committee's recommendations discuss the same and then formally adopt a formal and transparent procedure for setting such policies;

(b) to review, approve and recommend 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. 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;

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

(f) to review, approve and recommend 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;

(g) to review, approve and recommend 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;

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

(i) to consult the Chairman and/or the President about his proposal relating to the remuneration of other Executive Directors and if necessary, engage such external professional advisors to assist and/or advise the Committee but only in accordance with the Company's policy for Directors to seek independent professional advice;

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

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

(l) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation or the Listing Rules where appropriate; and

(m) to be provided with sufficient resources to perform its duties.

6 Reporting Procedure

Copy of the minutes of the meeting/resolutions setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.

7 Availability and Update of the Terms of Reference

(a) These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the same on the websites of the Stock Exchange and the Company; and

(b) The Company should disclose details of any remuneration payable to members of senior management by band in its annual reports.

(Updated as of 29 December 2025)