Zylox-Tonbridge Medical Technology Co., Ltd.

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

1. MEMBERSHIP

1.1 Members of the Remuneration Committee shall be appointed by the Board of the Company and shall consist of not less than three Directors.

1.2 The majority of the members of the Remuneration Committee shall be independent non-executive Directors.

1.3 The appointment of the members of the Remuneration Committee may be revoked, replaced or additional members may be appointed to the Remuneration Committee by separate resolutions passed by the Board and by the Remuneration Committee.

1.4 The term of each Remuneration Committee member shall be the same as his/her term as a Director. Subject to the Articles of Association and the applicable laws and regulations, any member of the Remuneration Committee may be re-appointed to the Board and continue to act as a member of the Remuneration Committee upon expiry of his/her term of appointment relating thereof.

1.5 A member of the Remuneration Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Remuneration Committee and the Board shall fill the vacancy according to clause 1.1.

1.6 Each member of the Remuneration Committee shall disclose to the Remuneration Committee:

(i) any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Remuneration Committee; or

(ii) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Remuneration Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Remuneration Committee.

2. CHAIRMAN

The chairman of the Remuneration Committee shall be appointed by the Board and shall be an independent non-executive Director.

3. SECRETARY

The company secretary of the Company (the "**Company Secretary**") shall be the secretary of the Remuneration Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Remuneration Committee, shall attend the meeting of the Remuneration Committee and take minutes.

4. PROCEEDINGS OF THE REMUNERATION COMMITTEE

4.1 Unless otherwise specified hereunder, the provisions contained in the Articles of Association (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Remuneration Committee.

4.2 Any resolution shall be passed by the majority votes of the members of the Remuneration Committee who attend the meeting and a majority vote of the members present shall represent an act of the Remuneration Committee.

4.3 Quorum

4.3.1 The quorum for meetings of the Remuneration Committee shall be two-thirds or more of all members, at least one of whom shall be an independent non-executive Director.

4.4 Frequency of meetings

4.4.1 The Remuneration Committee shall hold at least one regular meeting in each year. Additional meetings of the Remuneration Committee may be held as and when required.

4.5 Attendance and conduct of the meetings

4.5.1 Members of the Remuneration Committee may attend meetings of the Remuneration Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

4.5.2 The other Directors, Company Secretary (or his/her delegate(s)), human resources officer and relevant senior management and persons(s) invited by a member of the Remuneration Committee may attend meetings of the Committee from time to time where the Remuneration Committee considers their presence necessary or appropriate to assist the Remuneration Committee to perform its duties, notwithstanding that the aforesaid persons shall not have a right to vote at such meeting.

4.5.3 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.

4.6 Notice of meetings

4.6.1 A meeting of the Remuneration Committee may be convened by any of its members through the Company Secretary.

4.6.2 Unless otherwise agreed by all members of the Remuneration Committee, notice (containing details of the venue, time and date of the meeting) of at least 3 days shall be given for a regular meeting of the Remuneration Committee. For all other meetings of the Remuneration Committee, reasonable notice shall be given.

4.6.3 Agenda and accompanying supporting papers shall be sent to all members of the Remuneration Committee and to other invited attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

4.7 Written resolutions

4.7.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), written resolutions may be passed and adopted by all members of the Remuneration Committee.

4.7.2 Written resolutions signed by all members of the Committee shall be valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held.

5. RESPONSIBILITIES AND AUTHORITIES OF THE REMUNERATION COMMITTEE

5.1 The responsibilities and authorities of the Remuneration Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the "**CG Code**") as contained in Appendix C1 of the Hong Kong Listing Rules (as amended from time to time).

5.2 The Remuneration Committee is authorized by the Board to determine or to make recommendations to the Board on the policy for the remuneration of executive Directors, assessing performance of executive Directors and approving the terms of executive Directors' service contracts. Remuneration levels should be sufficient to attract and retain Directors to run the Company successfully without paying more than necessary. It shall ensure that no Director should be involved in deciding his/her own remuneration.

5.3 The Remuneration Committee should be provided with sufficient resources to perform its duties.

5.4 Members of the Remuneration Committee should consult the chairman of the Board and/or chief executive of the Company about their remuneration proposals for other executive Directors.

5.5 The Remuneration Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Remuneration Committee.

5.6 Management of the Company is obliged to supply the Remuneration Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Remuneration Committee requires more information than the information provided voluntarily by the management of the Company, the relevant member of the Remuneration Committee shall make additional necessary enquiries. Each member of the Remuneration Committee shall have separate and independent access to the management of the Company.

5.7 The Remuneration Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Remuneration Committee if it considers necessary.

5.8 Without prejudice to any requirement under the CG Code, the duties of the Remuneration Committee include the following:

(a) 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;

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

(c) either:

(i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or

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

(f) 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;

(g) 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 that are otherwise reasonable and appropriate;

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

(i) to advise shareholders of the Company on how to vote in respect of any service contracts of Directors that require shareholders' approval in accordance with the Hong Kong Listing Rules;

(j) to determine the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;

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

(l) to conform to any requirements, instructions and regulations that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by laws, rules or regulations;

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

(n) to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Hong Kong Listing Rules from time to time.

6. REPORTING RESPONSIBILITIES

6.1 The Remuneration Committee shall report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

6.2 The Company shall disclose details of any remuneration payable to members of senior management by band in its annual reports.

6.3 On an annual basis, the Remuneration Committee shall evaluate and assess the effectiveness of the Remuneration Committee and the adequacy of these Terms of Reference for the Remuneration Committee and recommend any proposed changes to the Board.

6.4 Minutes of meetings of the Remuneration Committee should record in detail the matters considered and decisions reached by the members of the Remuneration Committee, including any questions and concerns raised by the members of the Remuneration Committee or dissenting views expressed.

6.5 Draft and final versions of minutes of meetings of the Remuneration Committee should be sent to all members of the Remuneration Committee for their comment and record respectively, within a reasonable time after the meeting is held.

6.6 Minutes of meetings of the Remuneration Committee shall be kept by the Company Secretary. They shall be open for inspection at any reasonable time on reasonable notice by any Director.

7. ANNUAL GENERAL MEETING

The chairman of the Remuneration Committee or in his/her absence, another member of the Remuneration Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Remuneration Committee's work and responsibilities.

8. AMENDMENTS TO TERMS AND AVAILABILITY OF TERMS

8.1 The Remuneration Committee shall, from time to time, review its own performance, constitution and terms of reference to ensure that it is operating effectively, and recommend any changes it considers to the Board for approval.

8.2 The terms of reference for the Remuneration Committee may be amended, supplemented or revoked by the Board from time to time taking into consideration the operations of the Remuneration Committee and its contribution to the corporate governance of the Company, as well as any amendments to the Hong Kong Listing Rules from time to time.

9. SUPPLEMENTARY PROVISIONS

9.1 The term "above" referred to in these terms of reference shall include the numeral referred thereto.

9.2 The right to interpret these terms of reference shall reside with the Board.

(If there is any inconsistency between the English and Chinese versions of this document, the Chinese version shall prevail.)