

SHUNTEN INTERNATIONAL (HOLDINGS) LIMITED
順騰國際(控股)有限公司
(the “Company”)

REMUNERATION COMMITTEE — TERMS OF REFERENCE

Below are the terms of reference of the remuneration committee of the Company (the “**Committee**”) established by the board (the “**Board**”) of directors of the Company (the “**Director(s)**”) as amended by the Board to take effect on 1 January 2023.

1. Membership

- 1.1. The Committee shall consist of not less than three members (the “**Member(s)**”) appointed by the Board from time to time, and the majority of Members shall be independent non-executive Directors.
- 1.2. The Board shall nominate one of the Members as the chairman of the Committee.
- 1.3. The company secretary of the Company shall be the secretary of the Committee (the “**Secretary**”) and in the absence of the Company Secretary, a Member of the Committee or his/her nominee shall act as the secretary.
- 1.4. The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

2. Frequency and proceedings of meetings

- 2.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 2.2 The chairman of the Committee may convene additional meetings at his discretion.
- 2.3 The quorum of a meeting shall be two Members of the Committee and one of them must be an independent non-executive Director. Meetings could be held in person, by telephone or by video conference. A duly convened meeting of the 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 Committee.
- 2.4 The resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.
- 2.5 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

- 2.6 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its Members.
- 2.7 Meetings of the Committee shall be summoned by the Secretary at the request of any Member thereof.
- 2.8 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member of the Committee, any other person required to attend and all other non-executive Directors, at least three working days prior to the date of the meeting.
- 2.9 The chairman of the Board shall have the right to attend and speak at meeting of the Committee; persons other than Members may be called upon or shall be able to speak by prior arrangement with the chairman of the Committee.
- 2.10 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

3. Duties, powers and functions

The Committee shall:

- (a) 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) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, including salaries, bonuses, stock options, benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (d) make recommendations to the Board on the remuneration of non-executive Directors;
- (e) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries (the "**Group**");
- (f) review and approve compensation payable to the 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) 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;
- (h) ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;
- (i) 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
- (j) consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

4. Reporting Procedures

- 4.1 Full minutes of the meetings of the Committee should be kept by the Secretary. Draft and final versions of minutes of the Committee meetings should be sent to all Members of the Committee for their comment and records respectively within a reasonable time after the meeting.
- 4.2 The Secretary shall circulate the minutes of meetings of the Committee to all Members of the Committee and all members of the Board.

Remarks:

- i. “Senior management” refers to the same persons referred to in the Company’s annual report and required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the Group as, in the opinion of the Company’s directors, is appropriate.
- ii. If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.