

**Tingyi (Cayman Islands) Holding Corp.**  
**(Incorporated in the Cayman Islands with limited liability)**  
**(Stock code: 0322)**  
**(“Company”)**

**TERMS OF REFERENCE OF THE REMUNERATION AND  
NOMINATION COMMITTEE (THE “COMMITTEE”)**

**Composition of the Committee**

The Committee shall comprise not less than three members, a majority of whom shall be independent non-executive directors.

The Chairman of the Committee (the “**Committee Chairman**”) shall be appointed by the board of directors of the Company (the “**Board**”) and should be an independent non-executive director.

**Meetings and Quorum**

The Committee shall meet with such frequency as it may consider appropriate, but in any event at least once a year.

The quorum for meetings shall be two Committee members, one of whom should be the Committee Chairman, unless he is unable to attend due to exceptional circumstances.

Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meetings. Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.

**Role and Authority of the Committee**

The Company should provide sufficient resources for the Committee to perform its duties. The Committee should have access to independent professional advice if necessary.

The Committee should consult the Chairman of the Board about their remuneration proposals for other executive directors and senior management.

The Committee is dedicated to making recommendations to the Board on the remuneration packages of individual executive directors and senior management, levels of which should be sufficient to attract and retain directors to run the Company successfully without paying more than necessary. As in the case of determining the directors' respective remuneration packages, reference is to be made to the time required from each director to perform his duties to the Company as defined in their respective Service Agreements or Appointment Letters if the Board considers this necessary.

Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

- (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
- (b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
- (c) the perspectives, skills and experience that the individual can bring to the Board; and
- (d) how the individual contributes to diversity of the Board.

### **Functions of the Committee**

1. 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;
2. To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
3. To make recommendations to the Board on the remuneration packages 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 office or appointment;

4. To make recommendation to the Board on the remuneration of non-executive directors;
5. To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
6. 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 otherwise fair and not excessive;
7. 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 are otherwise reasonable and appropriate;
8. To ensure that no director or any of his associates is involved in deciding his own remuneration;
9. To review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules;
10. To review and approve the disclosure details of any remuneration payable to members of senior management by band in the annual reports;
11. To conduct a regular evaluation of the Board on its performance as it may consider appropriate;
12. To review the general insurance cover in respect of legal action against the individual Board members annually, and make arrangements accordingly if find inappropriate and inadequate;
13. To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
14. To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, especially to ensure that the independent non-executive directors comprise at least one-third of the Board;

15. To assess the independence of independent non-executive directors; and
16. To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the Chief Executive.

17 April 2024