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|  | **Great World Company Holdings Ltd****世大控股有限公司****(incorporated in the Cayman Islands with limited liability)****(於開曼群島註冊成立之有限公司)** |

**REMUNERATION** **COMMITTEE—TERMS** **OF** **REFERENCE**

(adopted on 30 March 2012 and amended on 10 July 2023， posted to web-site on 26 October 2023)

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**1.** **MEMBERSHIP**

1.1 The Remuneration Committee (the "Committee ") shall consist of not less than three Directors appointed by the Board from time to time. The majority of the members of the Committee shall be Independent Non-executive Directors of the Company.

1.2 The chairman of the Committee shall be appointed by the Board and shall be an Independent Non-executive Director of the Company.

1.3 The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of a member of the Committee shall be automatically revoked if such member ceases to be a member of the Board.

1.4 Save as otherwise appointed by the Committee, the Company Secretary shall be the secretary of the Committee and in the absence of the Company Secretary, a member of the Committee or his/her nominee shall act as the secretary.

1.5 The term of office of a member of the Committee shall be determined by the Board.

1.6 Each member shall disclose to the Committee:

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

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

Any such member shall abstain from voting on resolutions of the 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 Committee.

**2.** **FREQUENCY** **AND** **PROCEEDINGS** **OF** **MEETINGS**

Unless otherwise specified hereunder, the provisions contained in the Company's 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 Committee.

2.1 The Committee shall meet not less than 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 of the Company. Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. 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 Committee may, from time to time, invite advisers to the meeting, including but not limited to external advisers or consultants, to advise its members.

2.5 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any member thereof or at the request of the Board.

2.6 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, the Chief Executive Officer of the Company, the Chief Financial Officer of the Company, any other person required to attend and all other Executive and Non-executive Directors of the Company, at least five working days prior to the date of the meeting. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.

2.7 The chairman of the Board shall have the right to attend and speak at meetings of the Committee; others may be called upon or shall able to speak by prior arrangement with the chairman of the Committee.

Committee’s Resolutions

2.8 The secretary of the Committee shall keep the minutes of the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

2.9 Minutes of Committee meetings shall be circulated to all members of the Committee and to all members of the Board by the secretary of the Committee. The final version of the minutes shall be signed by the Chairman of Remuneration Committee or the chairman of the Remuneration Committee meeting as appropriate.

2.10 Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee. In the case of equality of votes, the Chairman of the meeting shall have a casting vote.

2.11 With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions. A resolution in writing signed by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one(1) or more of the Committee members. Such resolution may be signed and circulated by post, by fax and by other means of electronic communications.

**3.** **DUTIES,** **POWERS** **AND** **FUNCTIONS**

The Committee shall

1. (i) formulate remuneration policy for approval by the Board, which shall take into consideration factors such as salaries paid by comparable companies, employment conditions, and responsibilities, and individual performance of the directors, senior management and the general staff of the Company and its subsidiaries (the "Group" ). Performance shall be measured against corporate goals and objectives resolved by the Board from time to time; and implement the remuneration policy laid down by the Board;
(ii) establish guidelines for the recruitment of the chief executive and senior management of the Company;
2. make recommendations to the Board on the Company's policy and structure for remuneration of all Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing remuneration policy;
3. consult the chairman of the Board and/or the Chief Executive of the Company (where applicable) about their remuneration proposals for other Executive Directors. The Committee shall be provided with sufficient resources to enable it to perform its duties,including the resources for seeking independent professional advice at the Company's expense, when necessary
4. review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
5. either(i) determine, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management; or (ii) make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management of the Company. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
6. make recommendations to the Board on the remuneration of Non-executive Directors and Independent Non-executive Directors of the Company;
7. consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
8. review and approve compensation payable to the Executive Directors and senior management of the Company 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. review and approve compensation arrangements relating to dismissal or removal of Directors of the Company for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
10. ensure that no Director of the Company or any of their associates is involved in deciding that director's own remuneration;
11. to review and/or approve matters relating to share schemes under Chapter 23 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
12. Do not grant equity-based remuneration (e.g. share options or grants) with performance-based elements to independent non-executive directors as may affect their decision-making, objectivity and independence;
13. consider the annual performance bonus for executive Directors, senior management, and the general staff, having regard to their achievements against the individual and corporate performance criteria and by reference to market norms, and make recommendation to the Board;
14. do any such things to enable the Committee to discharge its duties, powers and functions conferred on it by the Board;

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1. To advise Shareholders on how to vote with respect to any service contracts of directors that require shareholders’ approval under the Listing Rules; and
2. To accommodate a model where the Remuneration Committee performs an advisory role to the Board, with the Board retaining the final authority to approve executive directors’ and senior management’s remuneration.

The Commitee shall report directly to the Board and shall, where appropriate, consult the chairman of the Company about their proposals relating to the remuneration of Directors and senior management.

**4.** **REPORTING** **PROCEDURES**

* 1. Full minutes of the meetings of the Committee and all written resolutions should be kept by the company secretary of the Company. Minutes shall record matters considered and decisions reached by the members of the Committee in details, including any doubt or disagreement raised by the members of the Committee;
	2. The secretary of the Committee shall circulate draft and final versions of minutes of the meetings or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or the passing of the written resolutions.
	3. Make sure that the Directors' remuneration policy, details of any remuneration payable to members of senior management of the Group by band and other remuneration related matters are disclosed in the annual reports of the Company;
	4. The Board should disclose the reasons for its resolution that their approval were disagreed by the Remuneration Committsee in next Corporate Governance Report.
	5. The Committee shall report to the Board on a regular basis on its decisions and/or recommendations unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
	6. At the next meeting of the Board following a meeting and/or written resolutions of the Committee, the findings, recommendations and decisions of the Committee should be submitted to the Board.

**5.** **ANNUAL** **GENERAL** **MEETING**

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

**6.** **PUBLICATION** **OF** **THE** **TERMS** **OF** **REFERENCE** **OF** **THE** **COMMITTEE**

The terms of reference of the Committee will be posted on the websites of the Company ([www.gwchl.com](http://www.gwchl.com)) and GEM (www.hkgem.com).

**7.** **INTERPRETATION**

Interpretation of these terms of reference shall belong to the Board.

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