



Qunabox Group Limited

趣致集團

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 0917

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

The remuneration committee (the “**Remuneration Committee**”) of Qunabox Group Limited (趣致集團) (the “**Company**”, together with its subsidiaries and branch companies, the “**Group**”) was established pursuant to a resolution passed by the board (the “**Board**”) of directors (“**Directors**”) of the Company on May 5, 2024. Set out below are the terms of reference (the “**Terms of Reference**”) of the Remuneration Committee.

Purpose

1. The purpose of the Remuneration Committee is to make recommendations to the Board in determining the policy and structure for the remuneration of Directors and senior management of the Company (“**Senior Management**”), to assist the Board in establishing a formal and transparent procedure for developing remuneration policy and other remuneration related matters, to evaluate the performance of Directors and Senior Management, to review and approve the terms of Directors’ service contracts and matters relating to share schemes, and to recommend the remuneration packages for all Directors and Senior Management.

Composition

2. The members of the Remuneration Committee shall be appointed by the Board from time to time from amongst the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. The quorum of a Remuneration Committee meeting shall be any two members of the Remuneration Committee, one of whom must be an independent non-executive Director.
3. The chairperson of the Remuneration Committee (the “**Chairperson**”) shall be appointed by the Board and must be an independent non-executive Director.

Frequency and procedure of meetings

4. Unless otherwise stated herein, meetings and proceedings of the Remuneration Committee are governed by the provisions contained in the Articles of Association of the Company for regulating the meetings and proceedings of Directors.
5. Meetings of the Remuneration Committee shall be held at least once a year. The Chairperson shall convene a meeting upon request by any member of the Remuneration Committee.
6. An agenda and accompanying board papers should be sent, in full, to all Directors in a timely manner and at least three (3) days before the intended date of a meeting of the Remuneration Committee (or other agreed period).

Annual general meetings

7. The Chairperson shall attend the Company's annual general meetings and be available to answer questions at such annual general meetings.
8. If the Chairperson is unable to attend an annual general meeting of the Company, he/she shall arrange for another member of the Remuneration Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such persons shall be available to answer questions at such annual general meetings.

Access

9. The Remuneration Committee should be provided with sufficient resources to perform its duties.
10. Senior Management is obliged to supply the Remuneration Committee with adequate information, in a timely manner, to enable it to make informed decisions. The information supplied must be complete and reliable. Where any Director requires more information than is volunteered by Senior Management, that Director should make further enquiries where necessary. The Board and individual Directors should have separate and independent access to Senior Management.

Authority

11. The authorities and responsibilities 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 to the Rules Governing the Listing of securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the "**Listing Rules**").
12. The Remuneration Committee is authorized by the Board to discharge its duties within these Terms of Reference. It is authorized to seek any remuneration information it requires from the Directors and/or Senior Management who are directed to co-operate with the Remuneration Committee.
13. The Remuneration Committee is authorized by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, if it considers this necessary.
14. In carrying out its duties under these Terms of Reference, the Remuneration Committee should consult the chairman of the Board and/or the chief executive officer of the Company about their remuneration proposals for other executive Directors.

Duties

15. Without prejudice to any requirements under the Listing Rules and/or the CG Code, the duties of the Remuneration Committee shall include:
- (a) making 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) reviewing and approving management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) being responsible for either:
 - (i) determining, with delegated responsibility, the remuneration packages of individual executive Directors and Senior Management; or
 - (ii) making 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 their office or appointment;
 - (d) making recommendations to the Board on the remuneration of non-executive Directors;
 - (e) considering salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group;
 - (f) reviewing and approving compensation payable to executive Directors and Senior Management for any loss or termination of office or appointment to ensure that such compensation is consistent with contractual terms and is otherwise fair and not excessive;
 - (g) reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure they are consistent with contractual terms and are otherwise reasonable and appropriate;
 - (h) ensuring that no Director or any of his/her associates is involved in deciding that Director's own remuneration;
 - (i) reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules;
 - (j) reviewing the Group's policy on expense reimbursements for Directors and Senior Management; and
 - (k) forming a view in respect of service contracts that require approval of the shareholders of the Company under the Listing Rules, and advising shareholders of the Company (other than shareholders who are Directors with a material interest in the service contracts and their associates) as to whether the terms are fair and reasonable, whether such contracts are in the interests of the Company and its shareholders as a whole, and on how to vote.

Reporting procedures

16. Full minutes of meetings of the Remuneration Committee shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary of the Company), and such minutes shall be open for inspection at any reasonable time on reasonable notice by any Director.
17. Minutes of meetings of the Remuneration Committee shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Remuneration Committee for their comment and records respectively, in both cases within a reasonable time after such meetings are held.
18. Without prejudice to the generality of the duties of the Remuneration Committee set out in these Terms of Reference, the Remuneration Committee shall report back to the Board on, and keep the Board fully informed of, its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
19. The Remuneration Committee shall ensure that the Board as a whole and Directors individually have proper access to reports and other materials related to the Remuneration Committee's work. It shall also ensure that such materials are in a form and quality sufficient to enable the Board to make informed decisions on matters placed before it, and that queries raised by Directors will receive a prompt and full response, if possible.

Provision of Terms of Reference

20. These Terms of Reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.
21. The Remuneration Committee shall make available these Terms of Reference, explaining its role and the authority delegated to it by the Board, by including them on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company's website (www.zzss.com).

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