

Tianju Dihe (Suzhou) Technology Co., Ltd.

Terms of Reference of the Remuneration and Appraisal Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to further establish and improve the appraisal and remuneration management system for the directors and senior management of Tianju Dihe (Suzhou) Technology Co., Ltd. (the “Company”), and improve the corporate governance structure of the Company, in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Articles of Association of Tianju Dihe (Suzhou) Technology Co., Ltd. (the “Articles of Association”) and other provisions, the Company has established the Remuneration and Appraisal Committee of the board of directors (the “Board”) and formulated the following terms of reference in light of the actual conditions of the Company.

Article 2 The Remuneration and Appraisal Committee is a special committee established by the Board in accordance with the resolutions of the general meeting, which is mainly responsible for studying and reviewing the remuneration policies and plans of the directors and senior management of the Company, formulating and assessing the assessment standards for directors and senior management of the Company, and responsible for other functions and powers conferred by the Board.

Article 3 The directors mentioned in these Articles refer to the chairman and directors who receive remuneration from the Company, and the senior management refer to the general manager, deputy general manager, financial director, secretary of the Board, other senior officers as stipulated in the Articles of Association and other personnel appointed by the Board. Directors who do not receive remuneration from the Company shall not be subject to the assessment of these Articles.

Article 4 The Remuneration and Appraisal Committee is responsible to the Board and its proposals shall be submitted to the Board for review and decision.

Chapter 2 Composition

Article 5 The members of the Remuneration and Appraisal Committee shall consist of three (3) directors, the majority of which shall be independent non-executive directors.

Article 6 The members of the Remuneration and Appraisal Committee shall be nominated by the chairman of the Board, more than one-half (1/2) of the independent non-executive directors or one-third (1/3) of all the directors, and shall be elected by the Board with more than half of all the directors.

Article 7 Members of the Remuneration and Appraisal Committee shall possess the following criteria:

- (1) he/she shall be familiar with the relevant national laws and administrative regulations, with professional knowledge on remuneration, and understand the operation and management of the Company;
- (2) he/she shall abide by the principle of integrity, be honest and self-disciplined, be loyal to duties, and actively work to safeguard the interests of the Company and shareholders;
- (3) he/she shall have strong comprehensive analytical and judgment skills and the ability to work independently.

Article 8 The Remuneration and Appraisal Committee shall have one (1) chairman, who serves as the convener and is responsible for presiding over the work of the committee. The chairman of the committee shall be an independent non-executive director and shall be approved by the Board.

Article 9 The term of service of the members of the Remuneration and Appraisal Committee is the same as that of directors, and committee members are eligible for re-election upon expiry of their term of service. Before the expiration of the term of office, if a member ceases to be a director of the Company or a member who should be an independent non-executive director ceases to have the independence required by the relevant laws and regulations, the Listing Rules or the Articles of Association, such member shall automatically lose his/her qualification as a committee member, and the Board will replenish the number of members in accordance with the above regulations. Where the number of members of the committee is less than two-thirds (2/3) of the required number due to resignation, removal of office or other reasons, the Board shall make up the number of members in accordance with the above provisions.

Article 10 The Remuneration and Appraisal Committee has set up a working group, which is responsible for providing information about the Company's operations and the relevant information of the assessed personnel, preparing for the meetings of the Remuneration and Appraisal Committee and executing relevant resolutions of the Remuneration and Appraisal Committee. Members of the working group are not required to be members of the Remuneration and Appraisal Committee.

Chapter 3 Duties

Article 11 The Remuneration and Appraisal Committee shall make available its terms of reference explaining its role and the powers delegated to it by the Board on the websites of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and the Company. The main duties of the Remuneration and Appraisal Committee shall include the following:

- (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 policies;

- (2) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (3) 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, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (4) to make recommendations 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 is 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 their associates is involved in deciding that director's own remuneration;
- (9) to consult the chairman and/or general manager on the remuneration proposals of other executive directors;
- (10) to assess the performance of executive directors;
- (11) to consider and approve the terms of the executive director's service contract;
- (12) to consider and/or approve the matters relating to share schemes as set out in Chapter 17 of the Listing Rules;
- (13) matters as prescribed by applicable laws, administrative regulations, the Listing Rules, the Articles of Association and other matters as authorized by the Board.

Article 12 The remuneration plan or proposal proposed by the Remuneration and Appraisal Committee shall not prejudice the interests of shareholders, and the Board shall also have the right to veto the remuneration plan or proposal which prejudices the interests of the shareholders.

Article 13 The Remuneration and Appraisal Committee shall be responsible for reviewing and approving all disclosure statements made by the Remuneration and Appraisal Committee, including but not limited to annual reports, interim reports and disclosure statements relating to information posted on the Stock Exchange's website and the Company's website.

Article 14 The remuneration plan of the Company's directors proposed by the Remuneration and Appraisal Committee shall be submitted to the Board for consideration and approval, and shall be submitted to the general meeting for consideration and approval before implementation. The remuneration distribution plan of the Company's senior management shall be submitted to the Board for consideration and approval.

Article 15 The Chairman shall fulfil the following duties:

- (1) convene and preside over committee meetings;
- (2) review and sign the committee report;
- (3) review the implementation of the resolutions and recommendations of the committee;
- (4) report to the Board on behalf of the committee;
- (5) perform such others duties which should be performed by the chairman.

If the chairman is unable to perform his/her duties for any reason, another independent non-executive director shall act on his/her behalf.

Charter 4 Authority

Article 16 The Remuneration and Appraisal Committee shall consult the chairman and/or the chief executive officer on the remuneration proposals of other executive directors.

Article 17 The Remuneration and Appraisal Committee is authorized by the Board to seek any remuneration-related resources or information from the supervisors and senior management of the Company to perform its duties.

Article 18 The Remuneration and Appraisal Committee may, if necessary, seek independent professional advice to discharge the responsibilities of the Remuneration and Appraisal Committee at the Company's expense.

Article 19 The Remuneration and Appraisal Committee shall be provided with sufficient resources to perform its duties.

Charter 5 Decision-making Procedures

Article 20 The working group under the Remuneration and Appraisal Committee shall be responsible for properly preparing for the decision-making of the Remuneration and Appraisal Committee and coordinating the relevant departments to provide the following written materials to the Remuneration and Appraisal Committee:

- (1) providing the information of the status of completion of the Company's main financial indicators and operating indicators;
- (2) the scope of work and main responsibilities of the senior management of the Company;
- (3) providing the status of completion of indicators involved in the performance evaluation system of directors and senior management;
- (4) providing the operational performance of business innovation and profitability of the directors and senior management;
- (5) providing relevant calculation basis for the Company's remuneration distribution plan and distribution method.
- (6) providing the Company's various remuneration systems and their implementation status according to the requirements of the Remuneration and Assessment Committee.

Article 21 Evaluation procedures for directors and senior management by the Remuneration and Appraisal Committee:

- (1) directors and senior management of the Company report their work and self-evaluation to the Remuneration and Appraisal Committee of the Board;
- (2) the Remuneration and Appraisal Committee conducts performance evaluation of directors and senior management according to the performance evaluation standards and procedures;
- (3) based on the job performance evaluation results and remuneration distribution policy, the remuneration amounts and reward methods for directors and senior managers shall be proposed, and shall be reported to the Board of the Company after voting and approval.

Charter 6 Annual General Meeting

Article 22 The chairman of the Remuneration and Appraisal Committee or (if absent) the other member of the Audit Committee (who must be an independent non-executive director) should attend the annual general meetings of the Company, and handle the shareholders' enquiry on the activities and responsibilities related to the Audit Committee at such meetings.

Article 23 If the chairman of the Remuneration and Appraisal Committee is unable to attend the Company's annual general meeting, he/she must arrange for another member of the committee to attend the meeting. Such person shall be prepared to answer questions from shareholders regarding the work of the committee at the annual general meeting.

Charter 7 Rules of Procedures

Article 24 Meetings of the Remuneration and Appraisal Committee shall include regular meetings and extraordinary meetings. The Remuneration and Appraisal Committee shall convene a meeting upon the request of the Board or the members of the Nomination Committee and shall notify all members fourteen (14) prior to the meeting. If it is necessary to convene an extraordinary meeting as soon as possible, a notice may be given three (3) days prior to the extraordinary meeting by means of communication, email or fax, provided that the chairman of the meeting shall make an explanation at the meeting and provide sufficient basis for the members to exercise their right to vote. The meeting shall be chaired by the chairman. Where the chairman is unable to perform his/her duties or fails to perform his/her duties, he/she shall appoint another member to act on his/her behalf; when the chairman neither performs his/her duties nor appoints another member to perform his/her duties, more than half of the members may elect one member to act on his/her behalf. The chairman of the committee shall be responsible and report the relevant situation to the Board of the Company in a timely manner.

Article 25 A notice of the meeting shall include the following information:

- (1) the time, venue and manner of the meeting;
- (2) the duration of the meeting;
- (3) topics to be discussed at the meeting;
- (4) the contact person and contact details;
- (5) the date of the meeting notice.

Article 26 The meeting agenda and all relevant meeting documents shall be sent to all members of the committee and, where appropriate, other attendees at the latest three (3) days prior to the meeting (or such other time limit as agreed by the members). Before the meeting, members should fully read the meeting materials.

Article 27 Meetings of the Remuneration and Appraisal Committee shall be convened by way of on-site meeting, video conference or teleconference in principle. Should an on-site meeting, video conference or teleconference be unable to be held in case of emergency, force majeure or other special reasons, such extraordinary meeting can be held by means of written communication.

Article 28 The meeting of the Remuneration and Appraisal Committee shall be held only with the attendance of more than two-thirds (2/3) of its members. Each member shall have one vote. Resolutions made at the meeting must be passed by more than half of all the members.

Article 29 Meetings of the Remuneration and Appraisal Committee shall be attended by members in person. If a member is unable to attend a meeting, he/she may appoint another member in writing to attend on his/her behalf. Where a member does not attend a meeting of the Remuneration and Appraisal Committee nor appoint a representative to attend, he/she shall be deemed to have abstained from voting at that meeting.

Article 30 If any member of the Remuneration and Appraisal Committee fails to attend in person nor appoint other directors as his/her representative to attend meetings for two (2) consecutive times, such member shall be deemed to have failed to perform his/her duties, and the members of the Remuneration and Appraisal Committee shall propose to the Board to replace such member.

Article 31 Votes shall be taken by a show of hands or on a poll at the meetings of the Remuneration and Appraisal Committee, extraordinary meeting may be convened by way of voting correspondence.

Article 32 A resolution in writing passed and signed by all members of the Remuneration and Appraisal Committee shall as valid as if it had been passed at a meeting duly convened by the Remuneration and Appraisal Committee.

Article 33 Directors, supervisors and other senior management officers of the Company may also be invited to attend meetings of the Remuneration and Appraisal Committee if necessary.

Article 34 If necessary, the Remuneration and Appraisal Committee may engage an intermediary to provide professional advice on its decision-making at the Company's expense.

Article 35 When any matter to be discussed by the Remuneration and Appraisal Committee is related to any member of the committee, such member shall recuse himself from attending the meeting.

Article 36 The procedures for convening a Remuneration and Appraisal Committee meeting, its voting methods and proposals passed at such meeting must comply with the provisions of the relevant laws, administrative regulations, the Listing Rules, the Articles of Association and these terms of reference.

Article 37 Minutes of meetings of the Remuneration and Appraisal Committee shall record sufficient details of the matters considered and decisions reached by the Remuneration and Appraisal Committee, including any concerns raised by the members or any dissenting views expressed, and shall record, as a minimum, the followings: the date, time, venue, chairman, attendees and agenda of the meeting, the key points of the members' speeches on each matter considered, the voting result of each matter and other matters need to be explained and recorded in the minutes of meeting.

Article 38 The minutes of meetings shall be signed by each attending member; all documents, reports, resolutions and minutes of meetings of the Remuneration and Appraisal Committee shall be kept by the secretary to the Board of the Company in according with the file management system of the Company.

Article 39 The draft of the minutes of meeting of the Remuneration and Appraisal Committee shall be sent to all committee members on the day of the meeting for their comments. The proposals approved and the voting results at the Remuneration and Appraisal Committee meeting shall be submitted in writing to the Board by the committee members or the secretary to the Board no later than the day after the meeting resolutions takes effect for studies and decision-making by the Board. For proposals which are difficult to reach consensus, all different opinions should be submitted to the Board with explanations.

Article 40 Members present at the meetings, and those present as observers, shall owe a duty of confidentiality as regards matters discussed during such meetings. No unauthorised disclosure of such information shall be allowed, save otherwise stipulated by the relevant laws, regulations and/or rules of regulatory bodies.

Chapter 8 Recusal System

Article 41 When a member of the Remuneration and Appraisal Committee or his/her direct relative, or any company controlled by a member of the Remuneration and Appraisal Committee or his/her direct relative has direct or indirect interests in the matters to be discussed at meetings of the Remuneration and Appraisal Committee, such member shall disclose the nature and degree of such interests to the Remuneration and Appraisal Committee as soon as possible.

Article 42 In the event of the circumstances described in the preceding Article, the interested member shall give a detailed account of the relevant situation at the meeting of the Remuneration and Appraisal Committee and shall expressly abstain himself/herself from voting. However, if other members of the Remuneration and Appraisal Committee unanimously agree, after consideration, that such interests would have no material influence on matters to be voted on, the interested member may vote.

Article 43 Where the Board of the Company considers it is improper for the interested member in the preceding paragraph to vote, it may revoke the voting results of the relevant resolution and request a new vote on the relevant resolution by non-interested members.

Article 44 The Remuneration and Appraisal Committee considers and resolves on proposals at the meeting without counting the interested members in the quorum. If the minimum quorum of the Remuneration and Appraisal Committee is not present after the recusal of interested members, all members (including the interested members) shall resolve upon the procedural matters regarding whether to submit the resolution to the Board of the Company for approval, and the Board of the Company shall consider such resolution accordingly.

Article 45 Minutes of meetings of the Remuneration and Appraisal Committee and resolutions passed at the meetings shall clearly state that the interested members are not counted in a quorum and do not vote on such resolutions.

Chapter 9 Supplementary Provisions

Article 46 The requirements of the Company Law, the Articles of Association and the Listing Rules on the obligations of directors are applicable to members of the Remuneration and Appraisal Committee.

Article 47 Any matters not covered herein shall be implemented in accordance with the relevant requirements under the relevant laws and regulations of the PRC and the place(s) where the shares of the Company are listed, and regulatory documents including the Articles of Association and the Listing Rules. In the event that these terms of reference are in contravention with the laws and regulations subsequently promulgated by the PRC and the place(s) where the shares of the Company are listed, and the Listing Rules and the Articles of Associations as amended under lawful procedures, such matter shall be implemented in accordance with the requirements under the relevant laws and regulations of the PRC and the place(s) where the shares of the Company are listed, and the Articles of Associations and Listing Rules, and amendments to these terms of reference shall be made immediately and submitted to the Board of the Company for consideration and approval (except for the requirements that are stricter under these terms of reference).

Article 48 Unless otherwise defined, the expression of “at least” and “at most” referred to in these terms of reference shall include the figure mentioned; the expression of “less than”, “more than” and “more than half” shall not include the figure mentioned.

Article 49 The provisions of these terms of reference that come into effect upon the listing of the Company shall be effective and implemented on the date when the H Shares issued during the Company’s initial public offering are listed and traded on the Hong Kong Stock Exchange.

Article 50 These terms of reference shall take effect from the date of approval by the Board of the Company and the same applies to any amendments made.

Article 51 These terms of reference shall be construed and interpreted by the Board of the Company. The Board may, in accordance with the requirements under the laws and regulations of the place(s) where the shares of the Company are listed, including the relevant laws and regulations, rules and other regulatory documents, and based on the actual situation of the Company, amend these terms of reference and submit them for approval at a general meeting. The amendments to these terms of reference shall take effect from the date of approval by the general meeting.

Article 52 Unless otherwise provided or unless there is a different meaning based on the context, the terms used herein shall have the same meaning as those in the Articles of Association.