



Remuneration Committee Charter

Version: v1.3

Effective Date of amended policy: 02 October 2023

Approved on: 13 March 2024



1. Purpose

The purpose of the Remuneration Committee (Committee) of the Board of Directors (Board) of the Company shall be to oversee the Company's compensation and employee benefit plans and practices, including its executive compensation plans, and to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company's memorandum and articles of association or the Board.

2. Public Announcement

The Company shall upload this Charter on its website.

3. Committee Composition

The Committee shall consist of two or more directors, each of whom shall be "independent" in accordance with the provisions of Rule 10C-1(b)(1) under Securities Exchange Act of 1934, as amended ("Exchange Act"), as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the stock exchange where the Company's American depositary shares representing its ordinary shares are listed and traded (the "Stock Exchange"), subject to any exceptions permitted by the Stock Exchange, and any additional requirements that the Board deems appropriate. Composition of the Committee shall also comply with any other applicable laws and regulations.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by the Board.

4. Duties and Responsibilities

4.1 Executive Compensation

The following duties and responsibilities with respect to the Company's executive compensation plans are within the authority of the Committee and subject to the terms and conditions stipulated in the relevant employment contract with the Company, the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the United States Securities and Exchange Commission (SEC), the Stock Exchange, or any other applicable regulatory authority:

- a) review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;



- b) review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans;
- c) evaluate annually the performance of the relevant executive officers of the Company in light of the goals and objectives of the Company's compensation plans, and either as a Committee or together with the other independent directors (as directed by the Board) determine and approve the compensation of such other relevant executive officers; provided that to the extent that long-term incentive compensation is a component of such relevant executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation;
- d) evaluate annually the appropriate level of compensation for Board and Committee service by non-employee directors;
- e) review and approve any severance or termination arrangements to be made with any relevant executive officer of the Company;
- f) perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any relevant executive compensation plan;
- g) review benefits provided to the Company's relevant executive officers and directors and recommend any changes to the Board;
- h) review compensation arrangements for the Company's relevant executive officers and employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements;
- i) review and approve the description of executive compensation included in the Company's annual report on Form 20-F;
- j) review and make determinations under the Company's Recoverable Incentive Compensation Policy, and in the event of any conflict or inconsistency between the terms of this Policy and such Recoverable Incentive Compensation Policy, the latter shall prevail; and
- k) perform such other functions as assigned by law, the Company's memorandum and articles of association or the Board.

4.2 General Compensation and Employee Benefit Plans

The following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity-based plans, are within the



authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the Stock Exchange, or any other applicable regulatory authority:

- a) review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;
- b) review at least annually the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate;
- c) review all equity-compensation plans to be submitted for shareholder approval pursuant to the requirements of the Stock Exchange, and review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such shareholder approval requirement; and
- d) perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

5. Convening of Meetings

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

6. Resolution Method and Meeting Minutes

A majority of the members of the Committee, whether present in person or by means of a telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other, shall constitute a quorum.

Minutes of the proceedings must be signed by the chairperson and the minute taker of the meeting, and copies thereof shall be distributed to all Committee members within 20 days after the meeting. The minutes shall also be submitted to the board and be deemed important files of the Company, and shall be retained for 5 years. Preparation and distribution of the minutes of the proceedings may be done electronically.

7. Role Of Chief Executive Officer

The CEO may make, and the Committee may consider, recommendations to the Committee regarding



the Company's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers other than the CEO and the Company's director compensation arrangements.

8. Evaluation Of The Committee

The Committee shall evaluate its own performance annually. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate to the Board for its consideration. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

9. Conflict-of-Interest Disclosure

The Committee shall review and discuss with the Board, if appropriate, any conflicts of interest raised by the work of any compensation consultant that had any role in determining or recommending the amount or form of executive or director compensation or was retained by the Committee or Board and how such conflict is being addressed for disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.



REVISION HISTORY

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