



TOM Group Limited

TOM集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2383
(“Company”)

REMUNERATION COMMITTEE - TERMS OF REFERENCE

Below are the Terms of Reference of the Remuneration Committee of the Company (the “Committee”) established in March 2000, and such terms are amended and approved by the board (the “Board”) of directors (the “Directors”) of the Company from time to time in compliance with the Corporate Governance Code under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

1. Membership

- 1.1 Members of the Committee (the “Members”) shall be appointed by the Board.
- 1.2 Majority of the Members shall be independent non-executive Directors.
- 1.3 The Chairman of the Committee shall be an independent non-executive Director appointed by the Board.

2. Secretary

- 2.1 The Company Secretary shall be the secretary of the Committee.
- 2.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

3. Meetings

- 3.1 The Committee shall meet at least once a year.
- 3.2 Notice of meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.

- 3.3 The quorum of the Committee shall be any two Members.
- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 3.5 Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

4. Attendance at Meetings

- 4.1 At the invitation of the Committee, Directors, executives and other persons may attend all or part of any meetings.
- 4.2 Only Members are entitled to vote at the meetings.

5. Annual General Meeting

- 5.1 The Chairman of the Committee or another Member shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on activities of the Committee and their responsibilities.

6. Responsibility, Powers and Discretion

The Committee shall have the following responsibilities, powers and discretion:

- 6.1 to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 6.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

- 6.3 either (a) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or (b) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include but without limitation, basic salaries, benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- 6.4 to make recommendations to the Board on the remuneration of non-executive Directors;
- 6.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- 6.6 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;
- 6.7 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;
- 6.8 to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration; and
- 6.9 to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules, if any.

7. Reporting Responsibilities

- 7.1 The Committee shall report to the Board as and when appropriate.

8. Authority

- 8.1 The Committee shall consult the Chairman of the Board and/or Chief Executive Officer about their remuneration proposals for other executive Directors and senior management.
- 8.2 The Committee is authorised by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties.
- 8.3 The Committee is authorised by the Board where necessary to have access to independent professional advice.

Note: Arrangement to seek independent professional advice could be made through Company Secretary.

- 8.4 The Committee shall be provided with sufficient resources to perform its duties.

9. Publication of the Terms of Reference

- 9.1 The terms of reference is posted on the websites of the Company and Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference will be made available to any person without charge upon request.

Remark: "senior management" refers to the same persons referred to in the Company's annual report and required to be disclosed under paragraph 12 of Appendix D2 to the Listing Rules.

To the extent that there are any inconsistencies between the English version and the Chinese version of these Terms of Reference, the English version shall prevail.

First adopted: 1 January 2012
First update: 9 December 2022
Second update: 14 June 2024