



TERMS OF REFERENCE OF REMUNERATION COMMITTEE

Membership

1. The Remuneration Committee (the “Committee”) is a committee formed by the board of directors (the “Board”) of Carry Wealth Holdings Limited (the “Company”). The Committee shall consist of a majority of independent non-executive directors.

The Chairman

2. The chairman of the Committee shall be appointed by the Board and must be an independent non-executive director.
3. The chairman of the Committee, or failing him, his duly appointed delegate, shall attend and be available to answer questions at the annual general meeting of the Company.

Secretary

4. The company secretary of the Company or his/her nominee shall be the secretary of the Committee (the “Secretary”) unless the Committee determines otherwise.
5. The minutes of the Committee shall be kept by the Secretary and such minutes should be open for inspection at any reasonable time on reasonable notice by any director. Draft and final versions of minutes of the meetings should be sent to all members of the Committee for their comment and records, within a reasonable time after the meeting.

Meetings

6. Meetings shall be held at least once a year and shall be summoned by any member or by the Secretary at the request of any member of the Committee.

7. The quorum of the Committee meeting shall be two members and the majority of those present at the meeting shall be independent non-executive directors.
8. Only the Committee members have the voting right. Other individuals such as executive directors, chief executive officers and external advisers may be invited to attend for all or part of any meeting as and when appropriate, though they shall not be counted in the quorum.
9. The resolutions of the Committee should be passed by more than half of the members, the resolutions signed by all members will be treated valid as if it is passed in the meeting held by the Committee.

Authority

10. The Committee is authorized by the Board to investigate any activity within its terms of reference and seek any information it requires from any employee of the Company in order to perform its duties.
11. The Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Committee shall seek independent professional advice, at the Company's expense, to perform its responsibilities.

Duties

12. The duties of the Committee shall be:
 - (a) to consult the chairman and/or chief executive about their remuneration proposals for other executive directors;
 - (b) 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 policy;
 - (c) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (d) to make recommendation to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (e) to make recommendations to the Board on the remuneration of non-executive directors;
- (f) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
- (g) 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;
- (h) 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;
- (i) to ensure that no director or any of his associates is involved in deciding his own remuneration; and
- (j) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reporting procedures

12. The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee or in his absence, a member designated by the chairman shall report back to the Board on the decisions, findings and recommendations of the Committee, unless there are legal or regulatory restrictions on their ability to do so.

Note: For avoidance of doubt, the “senior management” refers to the same category of persons as referred to in the Company’s annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Effective date: 30 December 2022