

TOMSON GROUP LIMITED

Terms of Reference for Remuneration Committee

Constitution

1. The board of directors of the Company (the “Board”) hereby constitutes and establishes a committee of the Board to be known as the Remuneration Committee with authority and duties as described below.

Membership

2. The Remuneration Committee shall be appointed by the Board and shall consist of not less than three members. The majority of the members of the Remuneration Committee shall be independent non-executive directors of the Company.
3. The Chairman of the Remuneration Committee shall be appointed by the Board and must be an independent non-executive director.

Secretary

4. The company secretary of the Company shall be the secretary of the Remuneration Committee.

Meetings

5. The Remuneration Committee shall meet at least once a year and otherwise as required.
6. The quorum for a Remuneration Committee’s meeting shall be not less than two-third of the total number of Committee members.
7. Only members of the Remuneration Committee have the right to attend and vote at the meetings.
8. Apart from the restrictions as stated above, proceedings of the meetings of the Remuneration Committee shall be governed by Article 130 of the Articles of Association of the Company.
9. Full minutes of the Remuneration Committee should be kept by the secretary of the Remuneration Committee.

Authority

10. The Remuneration Committee is authorised by the Board:
 - (a) to seek any information it requires from any staff of the Company in order to perform its duties; and
 - (b) to obtain outside legal or other independent professional advice on any matter within these Terms of Reference.

Duties

The Remuneration Committee shall have the following duties:

11. To make recommendations to the Board on the Company's policy and structure for the remuneration of all the Company's directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy.
12. To consult the Chairman of the Board in making their recommendations relating to remuneration proposals for executive directors of the Company.
13. To review and approve the management's remuneration proposals with reference to the Company's corporate goals and objectives set by the Board from time to time.
14. To make recommendations to the Board on the remuneration packages of individual executive directors and senior management of the Company, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment) and the remuneration of non-executive directors of the Company.
15. To consider remuneration paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.
16. To review and approve compensation payable to executive directors and senior management of the Company for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and reasonable and not excessive.
17. To review and approve compensation arrangements relating to dismissal or removal of directors of the Company for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.
18. To ensure that no director of the Company or any of his/her associates is involved in deciding his/her own remuneration.
19. 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 (the "Listing Rules").

20. To advise shareholders of the Company on how to vote with respect to any service contracts of directors of the Company that require shareholders' approval under the Listing Rules.

Reporting responsibilities and procedures

21. The Remuneration Committee shall report to the Board on its decisions and recommendations.
22. The secretary of the Remuneration Committee shall circulate the minutes of meetings and reports of the Remuneration Committee to all members of the Board.

Revised on the 31st day of December, 2022