



**ALLTRONICS HOLDINGS LIMITED**  
**華訊股份有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 833)**

**Alltronics Holdings Limited (the “Company”)**  
**Remuneration Committee – Terms of Reference**

***Membership***

1. The Remuneration Committee shall be appointed by the board of directors of the Company (the “Board”) and must comprise directors of the Company only.
2. The Remuneration Committee shall have a minimum of five (5) members, comprising a majority of independent non-executive directors.
3. The Chairman of the Remuneration Committee shall be an independent non-executive director appointed by the Board.

***Meetings and Quorum***

4. The Remuneration Committee shall meet with such frequency as it may consider appropriate but in any event at least once every year.
5. The quorum of any meeting of the Remuneration Committee shall be any two of its members.
6. Members of the Remuneration Committee may participate in any meeting of the Remuneration Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
7. Resolutions of the Remuneration Committee at a meeting shall be passed by a majority of votes of the members present.
8. A resolution in writing signed by all the members of the Remuneration Committee shall be as valid and effectual as if it had been passed in a meeting of the Remuneration Committee duly convened and held.

### ***Attendance at meetings***

9. The Chairman of the Board of the Company and the Chief Executive shall normally attend meetings of the Remuneration Committee.
10. The company secretary of the Company shall be the secretary of the Remuneration Committee (the “Secretary”).

### ***Authority***

11. The Remuneration Committee should consult the Chairman of the Board and/or the Chief Executive about their remuneration proposals for other executive directors and senior management.
12. The Remuneration Committee should have access to independent professional advice if necessary.

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

13. The Remuneration Committee should be provided with sufficient resources to perform its duties.

### ***Duties***

14. The duties of the Remuneration Committee shall be :
  - a) 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;
  - b) 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.

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- c) to make recommendations to the Board on the remuneration of non-executive directors;

- d) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- f) 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;
- g) 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;
- h) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- i) to advise shareholders of the Company on how to vote with respect to any service contracts of the directors that require shareholders' approval under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules");
- j) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules; and
- k) to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

### ***Reporting***

- 15. The Secretary shall be responsible to circulate draft and final versions of minutes of the Remuneration Committee's meetings to all committee members for their comments and records, within a reasonable time after the meeting.
- 16. The Secretary shall keep full minutes of the Remuneration Committee's meetings and circulate the minutes and report of the Remuneration Committee to all members of the Board.

### ***Publication of the Terms of Reference***

- 17. The terms of reference of the Remuneration Committee must be made available for explaining its role and the authority delegated to it by the Board.
- 18. The Company shall explain the role of the Remuneration Committee in the Corporate Governance Report in the Annual Report.

Effective from 30 December 2022