

Zhonggan Communication (Group) Holdings Limited
中贛通信(集團)控股有限公司

(the “Company”)

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2545)

**TERMS OF REFERENCE OF THE
REMUNERATION COMMITTEE OF THE BOARD
OF DIRECTORS OF THE COMPANY**

1. Constitution

The remuneration committee (the “**Committee**”) of the board of directors (the “**Directors**”) of the Company (the “**Board**”) is established pursuant to a written resolution passed by the Board on 17 June 2024.

2. Membership

- 2.1. Members of the Committee shall be appointed by the Board from among the members of the Board. The Committee must consist of not less than three (3) members and a majority of whom must be independent non-executive Directors.
- 2.2. The chairman of the Committee shall be appointed by the Board or elected among the members of the Committee and must be an independent non-executive Director.
- 2.3. The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.
- 2.4. The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of a Committee member shall be automatically revoked if such member ceases to be a member of the Board.

3. Meetings of the Committee

- 3.1. Meetings of the Committee shall be convened at least once a year. Additional meetings may be held as and when necessary.
- 3.2. The quorum for a meeting shall be two (2) members of the Committee, at least one of whom must be an independent non-executive Director.
- 3.3. The meetings and proceedings shall be governed by the relevant provisions of the articles of association of the Company (as amended from time to time).
- 3.4. Members may attend a meeting of the Committee either in person or through electronic means of communication or in such other manner as the members may agree.
- 3.5. Resolutions of the Committee shall be passed, if being made during a meeting, by a majority of votes of the members of the Committee attending such meeting. The chairman of the Committee shall have a second or casting vote when an equality of votes occurs.
- 3.6. A resolution in writing passed and signed by all members of the Committee shall be valid and be equally effective as any resolution passed at a meeting held.
- 3.7. Members must abstain from voting in respect of any resolution which he/she is an interested party.
- 3.8. Full minutes of meetings of the Committee shall be kept by the company secretary or the duly appointed secretary of the Committee and be available for review by the Directors. Draft and final versions of minutes of the meeting shall be sent to all members of the Committee for their comment and records, within a reasonable period of time after conclusion of the meeting.

4. Overriding principles

- 4.1. Remuneration levels should be sufficient to attract and retain Directors to run the Company successfully without paying more than necessary.
- 4.2. No Director should be involved in deciding his own remuneration.
- 4.3. The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive Directors. The Committee should have access to independent professional advice if necessary.

5. Alternate Committee members

A Committee member may not appoint any alternate.

6. Authority of the Committee

- 6.1. The Committee may exercise the following powers:
 - 6.1.1. to review any proposed service contract with any Director or senior management before such contract is entered into and to make recommendation to the Company's human resources department for any changes to the proposed terms of such contract;
 - 6.1.2. to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive Directors and the senior management;
 - 6.1.3. to request the Board to dismiss any employees and/or to convene a shareholders' meeting (if necessary) for purposes of removing any Director if there is evidence showing that the relevant Director and/or employee has failed to discharge his duties properly;
 - 6.1.4. to obtain outside legal or other independent professional advice at the expenses of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings;

6.1.5. to have access to sufficient resources in order to perform its duties;

6.1.6. to review annually these terms of reference and their effectiveness in the discharge of the duties of the Committee and to make recommendation to the Board any changes it considers necessary; and

6.1.7. to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

6.2. The Company should provide the Committee sufficient resources to perform its duties.

7. Duties of the Committee

The duties of the Committee shall be:

7.1. to make recommendations to the Board on the policy of the Company and its subsidiaries (collectively, the “**Group**”) and structure for all Directors’ and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

7.2. to review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives;

7.3. to make recommendations to the Board on the remuneration packages of individual 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;

7.4. to make recommendations to the Board on the remuneration of non-executive Directors;

7.5. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

- 7.6. 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;
- 7.7. 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;
- 7.8. to ensure that no Director or any of his associates is involved in deciding his own remuneration;
- 7.9. to assess performance of executive Directors;
- 7.10. to consider and approve the terms of executive Directors' service contracts;
- 7.11. to disclose details of any remuneration payable to members of senior management by band in the Company's annual reports;
- 7.12. to review and/or approve matters in relation to share schemes as referred to in Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**");
and
- 7.13. to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

8. Annual general meeting

The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

9. Powers of the Board

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

10. Publication of the terms of reference of the Committee

The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.

Adopted on 17 June 2024

NOTE: This terms of reference has been translated into Chinese. In case of discrepancies between the English version and Chinese versions, the English version shall prevail.