

China Biotech (Holdings) Limited
中國博奇環保(控股)有限公司
(the "Company")
(「本公司」)

The effectiveness of the Resolutions of the Board of Directors (the "Resolutions") of the Company (the "Company") (the "Company") (the "Company")
(Approved on 10th February 2022)
(於二〇二二年十二月二日生效並於第四屆董事會第十次會議修訂)

本公司董事(「董事」)會(「董事會」)薪酬委員會(「委員會」)
職權範圍

(於二〇二二年十二月二日生效並於第四屆董事會第十次會議修訂)

(中文本為翻譯稿，僅供參考用)

1. **Committee** 組成
 - 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 22 February 2018. 本委員會乃根據董事會於2018年2月22日舉行的會議通過的決議案成立。
2. **Membership** 成員
 - 2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive Directors of the Company. 委員會成員由董事會從董事會成員中挑選，委員會人數最少三名，而大部份之成員須為本公司的獨立非執行董事。
 - 2.2 The Chairman of the Committee shall be appointed by the Board or elected among the members of the Committee and shall be an independent non-executive Director. 委員會主席由董事會委任或經委員會成員選舉、及必須是獨立非執行董事。
 - 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. 本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席委員會會議的成員，可互選或委任其他人擔任該會議的秘書。

6. A h i f he C i ee

委員會的權力

6.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

- (a) 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;
- (a) 在簽訂有關合同前，審閱所有候任董事及高級管理人員將會簽訂的服務合同及向本公司的人力資源部門就變更該等合同的條款提出建議；
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive Directors and the senior management;
- (b) 就執行董事及高級管理人員的薪酬、獎金及福利提供意見；
- (c) 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;
- (c) 在有證據顯示該董事及 或僱員失職時，要求董事會解僱有關僱員及 或召開股東大會(如有需要)罷免有關的董事；
- (d) 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;
- (d) 如委員會覺得有需要，可就涉及本職權範圍的事宜對外尋求法律或其他獨立專業意見，並由本公司支付有關費用，以及確保具相關經驗及專業才能的外界人士出席委員會會議；
- (e) to have access to sufficient resources in order to perform its duties;
- (e) 可取得足夠資源以履行其職務；
- (f) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (f) 對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為需要的修訂建議；及
- (g) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.
- (g) 為使委員會能恰當地執行其於第7章項下的職責，行使其認為有需要及權宜的權力。

6.2 The Company should provide the Committee

- (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 assess performance of executive Directors;
- (j) to consider and approve terms of executive Directors' service contracts;
- (k) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules (the “

10. P / e f he B a d

10.1 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 14 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.

**11. P b i c a i f he e f efe e ce f
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11.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board
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