



GET HOLDINGS LIMITED

智易控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(the “**Company**”, together with its subsidiaries as the “**Group**”)

(Stock code: 8100)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

(Adopted by the Company pursuant to the Board resolution passed on 1 February 2007,

with the latest amendments effective on 12 May 2023)

1. MEMBERSHIP

- 1.1 The Remuneration Committee shall be appointed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company.
- 1.2 The majority of the members (“**Members**”) of the Remuneration Committee shall be independent non-executive directors (“**INEDs**”).
- 1.3 The Chairman of the Remuneration Committee shall be appointed by the Board and shall be an INED.

2. SECRETARY

- 2.1 The company secretary of the Company (the “**Company Secretary**”), failing whom such other person as the Chairman of the Remuneration Committee shall appoint from time to time, shall be the secretary of the Remuneration Committee.
- 2.2 The Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Remuneration Committee.

* for identification purposes only

3. MEETINGS

- 3.1 The Remuneration Committee shall meet at least once a year.
- 3.2 Seven days' notice or such shorter notice as may be agreed by Members will be given by the secretary of the Remuneration Committee specifying the place, date, time and agenda of the meeting and/or related board papers should be sent in full to all Members in a timely manner and at least 3 days before the intended date of the Remuneration Committee meeting.
- 3.3 The quorum of the Remuneration Committee shall be any two Members.
- 3.4 Meetings could be held in person, by telephone or by video conference.
- 3.5 Resolutions of the Remuneration Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held.
- 3.7 Minutes of the meetings shall be kept by the secretary of the Remuneration Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

4. ATTENDANCE AT MEETINGS

- 4.1 At the invitation of the Remuneration Committee, the Chairman of the Board and/or managing director of the Company, external advisers and other persons may be invited to attend all or part of any meetings.
- 4.2 Only Members are entitled to vote at the meetings.

5. RESPONSIBILITY, POWERS AND DISCRETION

5.1 The Remuneration Committee shall have the following responsibilities, powers and discretion:

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (b) to have the delegated responsibility to determine the specific remuneration packages of all executive Directors and senior management and make recommendations to the Board of the remuneration packages of non-executive Directors. Such remuneration packages include benefits in kind, pension rights and compensation payments, including any compensation payable for loss of termination of their office or appointment. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Company together with its subsidiaries and desirability of performance-based remuneration;
- (c) to review and approve the management's remuneration proposals with reference to corporate goals and objectives resolved by the Board from time to time;
- (d) 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;
- (e) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- (f) to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
- (g) to review and/or approve matters relating to share schemes under Chapter 23 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**").

6. REPORTING RESPONSIBILITIES

6.1 The Remuneration Committee shall report to the Board after each meeting.

7. AUTHORITY

- 7.1 The Remuneration Committee shall consult the Chairman of the Board and/or chief executive officer of the Company about their proposals relating to the remuneration of other executive Directors.
- 7.2 The Remuneration Committee is authorised by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties.
- 7.3 The Remuneration Committee is authorised by the Board where necessary to have access to professional advice. Arrangement to seek professional advice could be made through Company Secretary.
- 7.4 The Remuneration Committee shall be provided with sufficient resources to discharge its duties.

8. NO EQUITY-BASED REMUNERATION WITH PERFORMANCE-RELATED ELEMENTS TO INEDS

- 8.1 Generally, the Company should not grant equity-based remuneration (e.g. share options or grants) with performance-related elements to INEDs as this may lead to bias in their decision-making and compromise their objectivity and independence.

9. ANNUAL GENERAL MEETING

- 9.1 The chairman of the Remuneration Committee or in his/her absence, another member of the Remuneration Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company (the “**Annual General Meeting**”) and be prepared to respond to questions at the Annual General Meeting on the Remuneration Committee’s work and responsibilities.

10. AVAILABILITY AND UPDATE OF THE TERMS OF REFERENCE

- 10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the GEM Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the Company’s website and the website of The Stock Exchange of Hong Kong Limited.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.