

IMS Group Holdings Limited

英馬斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

(Stock Code: 8136)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

(Revised and with effect from 5 January 2023)

1. Constitution

The Remuneration Committee of the Company (the “**Committee**”) is established pursuant to a resolution passed by the board of directors of the Company (the “**Board**” and each director of the Board, a “**Director**”) on 22 December 2017.

The terms of reference of the Committee may be amended from time to time by the Board pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

2. Membership

2.1 Members of the Committee (the “**Member(s)**”) shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. No Member may appoint any alternate.

2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive Director.

3. Secretary

The Company Secretary shall be the Secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary of the Committee.

4. Authority of the Committee

4.1 The Committee shall consult the Chairman of the Board and/or chief executive officer of the Company about their remuneration proposals for other executive Directors.

- 4.2 The Committee is authorized to seek independent professional advice at the expense 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, if it considers this necessary. Such arrangement should be made through the Company Secretary.
- 4.3 The Committee should be provided with sufficient resources to discharge its duties.
- 4.4 The Committee is authorized by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties.

5. Duties

The duties of the Committee shall be:

- 5.1 to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 5.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 5.3 to determine with delegated responsibility, the remuneration packages of individual executive Directors and senior management;
- 5.4 to make recommendations to the Board on the remuneration of non-executive Directors;
- 5.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- 5.6 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 for the Company;
- 5.7 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 is otherwise fair and not excessive;
- 5.8 to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration package; and
- 5.9 to review and/or approve matters relating to share schemes under Chapter 23 of the GEM Listing Rules.

6. Committee Meeting

6.1 Notice:

- (a) Unless otherwise agreed or waived by all the Members, a meeting shall be called by at least seven days' notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than fourteen days.
- (b) Notice of meeting shall state the purpose, time and place of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 6.3 below, and so far as practicable in all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the Members in a timely manner and at least three days before the intended date of the meeting of the Committee (or such other period as all the Members may agree).

6.2 Quorum:

The quorum of the Committee meeting shall be two Members.

6.3 Frequency:

- (a) The Committee shall meet as and when necessary and at least once a year.
- (b) A Member may at any time and, on the request of a Member, the Secretary of the Committee shall, summon a Committee meeting.

6.4 Attendance:

- (a) Meetings may be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- (b) At the invitation of the Committee, the Chairman of the Board and/or Managing Director, external advisors and other persons may attend all or part of any meetings.

6.5 ***Voting:***

- (a) Only Members are entitled to vote at the meetings.
- (b) Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present but no Member may vote on any resolution of the Committee regarding his/her own remuneration package.

6.6 ***Minutes and records:***

- (a) Full minutes of the meetings of the Committee and all written resolutions of the Committee shall be kept by the Secretary of the Committee.
- (b) The Secretary of the Committee shall circulate the draft and final version of minutes of each meeting of the Committee to all Members for their comments and records respectively within a reasonable time after the meeting.
- (c) If the Company Secretary may not participate in the meeting, the Company Secretary may appoint his/her representative or the Committee may appoint any other person with appropriate professional qualification and experience as the secretary of the Committee.

6.7 ***Written resolution:***

A resolution in writing signed by all Members shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held.

7. Reporting

The Committee shall report to the Board after each meeting.

8. Annual General Meeting

The Chairman of the Committee or in his/her absence, another Member, shall attend the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the Committee's activities and responsibilities.

9. Publication of these Terms of Reference

These terms of reference will be posted on the respective websites of the Company and The Stock Exchange of Hong Kong Limited.

(If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.)