



Shinsun Holdings (Group) Co., Ltd.
祥生控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability) 1. **Members**

1.1 *The remuneration committee of the Company (the “**Remuneration Committee**”) should be established by the board of directors of the Company (“Board at the appointment date.*

2. Secretary

2.1 *Any joint company secretary of the Company should be appointed by the Remuneration Committee. 3.2 Notice of at least 14 days should be given in writing to the Remuneration Committee by any member of the Remuneration Committee.*

- 3.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the Remuneration Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 3.5 Resolutions of the Remuneration Committee shall be passed, in the case of a meeting, by more than half of the members of the Remuneration Committee attending such meeting.
- 3.6 A resolution passed and signed by all members of the Remuneration Committee is valid, and the validity is the same as any resolution passed in the meeting held.
- 3.7 Full minutes of Remuneration Committee meeting should be kept by a duly appointed secretary of the Remuneration Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all members of the Remuneration Committee for their comment and records, within a reasonable time after the meeting.

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- 6.3 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;
- 6.4 to make recommendations to the Board on the remuneration of non-executive directors;
- 6.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- 6.6 to review and approve the compensation payable to executive directors and senior