

**Wealthink AI-Innovation Capital Limited**

**("Company")**

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**Terms of Reference of the Remuneration Committee ("Committee")**

**(Adopted pursuant to a resolution passed on 12 January 2012)**

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**1. Constitution**

1.1 The first Committee was established pursuant to a resolution passed by the board ("**Board**") of directors of the Company ("**Directors**") at its meeting held on 28 April 2005.

**2. Membership**

2.1 The Committee shall consist of not less than three members appointed by the Board from time to time.

2.2 The Committee shall be chaired by an independent non-executive Director ("**INED**") and comprising a majority of INEDs.

2.3 The company secretary of the Company or such other person appointed by the Board from time to time shall act as the secretary of the Committee.

**3. Frequency and proceedings of meetings**

3.1 The Committee shall meet at least once every year.

3.2 The quorum of a meeting shall be two members of the Committee and majority present shall be INEDs.

3.3 Proceedings of meetings of the Committee shall be governed by the provisions of Article 140(a) of the articles of association of the Company ("**Articles**").

**4. Duties and authorities**

4.1 The Committee shall:

- (a) make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the

establishment of a formal and transparent procedure for developing remuneration policy;

- (b) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) 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;

- (d) make recommendations to the Board on the remuneration of non-executive Directors;
- (e) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
- (f) 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;
- (g) 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) ensure that no Director or any of his associates is involved in deciding his own remuneration;
- (i) consult the chairman of the Board and/or the chief executive officer of the Company about their remuneration proposals for other executive Directors;
- (j) have access to independent professional advice if necessary;
- (k) be provided with sufficient resources to perform its duties;

- (l) do any such things to enable it to perform its duties conferred on it by the Board; and
- (m) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Articles or imposed by legislation.

**5. Reporting Procedures**

- 5.1 The Committee shall report back to the Board on their decisions or recommendations after the meeting, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

**6. Miscellaneous**

- 6.1 This revised terms of reference of the Committee was adopted by passing of the relevant resolutions by the Board on 12 January 2012 and shall have immediate effect.