

# Neuedu

Neusoft Education Technology Co. Limited

東軟教育科技有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 9616)

## TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

The remuneration committee (“**Committee**”) of **Neusoft Education Technology Co. Limited** (“**Company**”) was established pursuant to a resolution passed by the board of directors of the Company (“**Board**”) on 11 September 2020. The terms of reference (“**Terms of Reference**”) of the Committee are set out below. The Terms of Reference are available for viewing in English and Chinese, and in the event of any inconsistency between the language versions, the English version shall prevail. <sup>A14 B1.3</sup>

### 1. PURPOSE

- 1.1 The purpose of the Committee is to make recommendations to the Board in determining the policy and structure for the remuneration of directors and senior management, including remuneration packages, bonuses and other compensation, to establish a formal and transparent procedure for developing policy, to evaluate the performance of directors and senior management, to review and approve the terms of incentive schemes and directors’ service contracts, and to recommend the remuneration packages for all directors and senior management.

### 2. COMPOSITION

- 2.1 Committee members shall be appointed by the Board from time to time and shall consist of a majority of independent non-executive directors of the Company who shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) (as amended from time to time). <sup>LR 3.25</sup>
- 2.2 The Board shall appoint one Committee member as the chairperson (“**Chairperson**”) who shall be an independent non-executive director of the Company. <sup>LR 3.25</sup>

### 3. MEETINGS

- 3.1 Unless otherwise specified hereunder, the provisions contained in the Company's articles of association ("**Articles**") (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the Committee's meetings and proceedings.
- 3.2 Committee members may attend Committee meetings in person or through other electronic means of communication or in such other manner as the Committee members may agree.
- 3.3 The Committee shall meet at least once annually, or more frequently if circumstances require.
- 3.4 A Committee member may be represented at a Committee meeting by an alternative appointed by that Committee member.
- 3.5 The Chairperson shall be responsible for leading the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
- 3.6 A Committee meeting may be convened by any of its members.
- 3.7 A quorum shall be two Committee members.
- 3.8 Unless otherwise agreed by all of the Committee members, notice of at least seven days shall be given for a regular meeting of the Committee. For all other Committee meetings, reasonable notice shall be given. The Chairperson shall determine whether or not a Committee meeting is a regular meeting.
- 3.9 The agenda and accompanying supporting papers shall be sent to all Committee members and to other attendees as appropriate at least three days before the meeting date (or such other period as the Committee members may agree).<sup>A14 A.7.1</sup>
- 3.10 Each Committee member shall have one voting right. Subject to the Articles, questions arising at any Committee meeting shall be decided by a majority of the votes, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 3.11 Committee members shall appoint a Committee secretary ("**Secretary**") to take minutes. In the absence of the Secretary, his/her delegate(s) or any person elected by the Committee members present at the Committee meeting, shall attend the Committee meeting and take minutes. Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairperson or the Secretary of the Committee meeting or succeeding meeting.

3.12 Full minutes of the Committee meeting shall be kept by the Secretary or the company secretary or any one of the joint company secretaries of the Company (as applicable from time to time). They shall be open for inspection at any reasonable time on reasonable notice by any director of the Company.<sup>A14 A.1.4</sup>

3.13 Minutes of Committee meetings and the record of individual attendance at such meetings shall be prepared by the Secretary that shall be sent to all Board members within a reasonable time after the conclusion of any Committee meeting for their comment and records. For the purposes of recording attendance only, the attendance of an alternate of Committee members will not be counted as attendance by the relevant Committee member himself/herself. The Committee meeting minutes shall record details of matters considered and decisions reached, including any concerns raised by the directors of the Company or dissenting views expressed.<sup>A14 A.1.5</sup>

3.14 Without prejudice to any requirement under the Listing Rules, a resolution in writing signed by all of the Committee members (or their respective alternate) shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held.

## **4. ACCESS**

4.1 The Committee shall have full access to management and may invite members of management or others to attend its meetings.

4.2 The Company should provide the Committee with sufficient resources to discharge its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.<sup>A14 B.1.4</sup>

## **5. REPORTING PROCEDURES**

5.1 The Committee shall evaluate and assess its effectiveness and the adequacy of these Terms of Reference on an annual basis and recommend any proposed changes to the Board.

5.2 The Committee shall consult the chairperson of the Board and/or chief executive officer of the Company about the remuneration proposals of executive directors of the Company, and also seek independent professional advice if considered necessary.<sup>A14 B.1.1</sup>

5.3 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).<sup>A14 D.2.2</sup>

## 6. AUTHORITY

- 6.1 The authorities and responsibilities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (“CG Code”) as contained in Appendix 14 to the Listing Rules (as amended from time to time).

## 7. RESPONSIBILITIES AND DUTIES

- 7.1 Without prejudice to any requirement under the CG Code, the Committee shall perform the following:

- (a) to make recommendations to the Board on the Company’s policy and structure for<sup>A14</sup> the remuneration of all of the directors and senior management of the Company<sup>B.1.2(a)</sup> and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the Company’s remuneration proposals with reference to the<sup>A14</sup> corporate goals and objectives resolved by the Board from time to time;<sup>B.1.2(b)</sup>
- (c) to make recommendations to the Board on the remuneration packages of executive<sup>A14</sup> directors and senior management of the Company, including benefits in kind,<sup>B.1.2(c)</sup> pension rights and compensation payments, including any compensation payable for<sup>(i)(ii)</sup> loss or termination of their office or appointment;
- (d) to make recommendations to the Board on the remuneration of non-executive<sup>A14</sup> directors of the Company;<sup>B.1.2(d)</sup>
- (e) to consider factors such as the level of remuneration paid by comparable companies,<sup>A14</sup> the time commitment and responsibilities of such directors and senior management<sup>B.1.2(e)</sup> of the Company, and the employment conditions of the Company and its subsidiaries and consolidated affiliated entities;
- (f) to consider the level of remuneration required to attract and retain directors to<sup>A14 B.1</sup> manage the Company successfully;
- (g) to ensure that no director of the Company (or any of his/her associates) is involved in deciding that director’s own remuneration. For the avoidance of doubt,<sup>A14</sup> Committee members must not be involved in deciding his/her own remuneration;<sup>B.1.2(h)</sup>
- (h) to review and approve compensation payments and arrangements to directors<sup>A14</sup> and senior management of the Company for loss or termination of their office or<sup>B.1.2</sup> appointment, or dismissal or removal for misconduct and to assess whether the<sup>(f)(g)</sup> proposed payments or arrangements are fair, not excessive, reasonable, consistent with the relevant contractual terms, or otherwise appropriate; and

- (i) to advise the Company's shareholders on how to vote in respect of any service contracts or appointment letters of directors that require shareholders' approval in accordance with the Listing Rules.

## **8. ANNUAL GENERAL MEETING**

- 8.1 The Chairperson or in his/her absence, another Committee member or failing this, his/her <sup>A14 E.1.2</sup> duly appointed delegate, shall attend the Company's annual general meeting ("AGM") and be prepared to respond to questions at the AGM on the Committee's work and responsibilities.