

**HAICHANG OCEAN PARK HOLDINGS LTD.**

海昌海洋公園控股有限公司

(Incorporated in the Cayman Islands)

(Stock code: 2255)

(the “Company”)

**REMUNERATION COMMITTEE – TERMS OF REFERENCE**

(Approved by the Board of Directors of the Company on 23, 2014)

(Last amended on 30<sup>th</sup> Nov 2023)

**CONSTITUTION**

1. The Remuneration Committee shall consist of three (3) members, including at least two (2) independent non-executive directors and one (1) director who is a member of the Board of Directors of the Company.

**MEMBERSHIP**

2. The members of the Remuneration Committee shall be appointed by the Board of Directors of the Company.
3. The members of the Remuneration Committee shall hold office until the next annual general meeting of the Company.

**NUMBER OF MEETINGS**

4. The Remuneration Committee shall meet at least once a year.

**DUTIES**

5. The duties of the Remuneration Committee shall be to:
  - (a) recommend to the Board of Directors of the Company the remuneration policy and structure for the Company's executive directors and senior management;
  - (b) recommend to the Board of Directors of the Company the remuneration of the Company's executive directors and senior management, including the remuneration of the Chairman of the Board of Directors of the Company, and to review and monitor the implementation of the remuneration policy and structure;
  - (c) review and monitor the remuneration of the Company's independent non-executive directors and other non-executive directors, and to recommend to the Board of Directors of the Company the remuneration of the Company's independent non-executive directors and other non-executive directors;

