

# Roiserv Lifestyle Services Co., Ltd.

榮萬家生活服務股份有限公司

(A Special Purpose Vehicle incorporated in the People's Republic of China)

(Stock Code: 2146)

(the "Company")

## Remuneration Committee – Terms of Reference

### 1. Members

- 1.1 The Remuneration Committee shall be composed of three members, including two independent non-executive directors (the "Independent Non-Executive Directors") and one executive director (the "Executive Director") appointed by the Board. The Executive Director shall be the Chairman of the Remuneration Committee.
- 1.2 The Remuneration Committee shall be responsible for reviewing and recommending to the Board the remuneration policy and structure for the Company's executive directors and senior management.
- 1.3 The Remuneration Committee shall also be responsible for reviewing and recommending to the Board the remuneration of independent non-executive directors.

### 2. Secretary

- 2.1 The Remuneration Committee shall be assisted by the Joint Company Secretaries.
- 2.2 The Joint Company Secretaries shall be responsible for providing the Remuneration Committee with the necessary information and documents for its consideration.

### 3. Meeting

- 3.1 The Remuneration Committee shall meet at least once a year, or more frequently if necessary. The Chairman of the Remuneration Committee shall convene and chair the meetings.
- 3.2 The Remuneration Committee shall meet at least 14 days before the annual general meeting of the Company to discuss and recommend the remuneration of the executive directors and senior management for the following financial year. The Remuneration Committee shall also meet at least 14 days before the annual general meeting of the Company to discuss and recommend the remuneration of the independent non-executive directors for the following financial year.
- 3.3 The Remuneration Committee shall also be responsible for reviewing and recommending to the Board the remuneration of the executive directors and senior management who are not members of the Remuneration Committee.

3.4 The Board shall have the authority to call and adjourn special meetings of the shareholders of the Corporation (including the right to call special meetings of the shareholders of the Corporation).

3.5 The Board shall have the authority to declare dividends on the shares of the Corporation.

3.6 The Board shall have the authority to purchase, redeem, or otherwise acquire shares of the Corporation.

3.7 The Board shall have the authority to enter into any contract, agreement, or arrangement that it deems to be in the best interests of the Corporation.

#### 4. Meeting attendance

4.1 The Board shall have the authority to determine the rules and procedures for the conduct of its meetings, including the right to determine the quorum for the conduct of its meetings (including the right to determine the quorum for the conduct of its meetings).

4.2 The Board shall have the authority to determine the rules and procedures for the conduct of its meetings, including the right to determine the quorum for the conduct of its meetings.

#### 5. Annual General Meeting

5.1 The Board shall have the authority to call and adjourn the Annual General Meeting of the Corporation (including the right to call and adjourn the Annual General Meeting of the Corporation).

#### 6. Duties and Powers

The Board shall have the following duties and powers:

6.1 The Board shall have the authority to manage the business and affairs of the Corporation, subject to the authority reserved to the shareholders of the Corporation.

6.2 The Board shall have the authority to exercise all powers and perform all duties that are not prohibited by law or the Charter of the Corporation.

6.3 (a) The Board shall have the authority to exercise all powers and perform all duties that are not prohibited by law or the Charter of the Corporation; (ii) The Board shall have the authority to exercise all powers and perform all duties that are not prohibited by law or the Charter of the Corporation.

- 6.4  $\int_{-\infty}^{\infty} \delta(x) dx = 1$  B/  $\int_{-\infty}^{\infty} \delta(x) dx = 1$
- 6.5  $\int_{-\infty}^{\infty} \delta(x) dx = 1$  B/  $\int_{-\infty}^{\infty} \delta(x) dx = 1$
- 6.6  $\int_{-\infty}^{\infty} \delta(x) dx = 1$  B/  $\int_{-\infty}^{\infty} \delta(x) dx = 1$
- 6.7  $\int_{-\infty}^{\infty} \delta(x) dx = 1$  B/  $\int_{-\infty}^{\infty} \delta(x) dx = 1$
- 6.8  $\int_{-\infty}^{\infty} \delta(x) dx = 1$  B/  $\int_{-\infty}^{\infty} \delta(x) dx = 1$
- 6.9  $\int_{-\infty}^{\infty} \delta(x) dx = 1$  B/  $\int_{-\infty}^{\infty} \delta(x) dx = 1$

**7. Reporting**

- 7.1  $\int_{-\infty}^{\infty} \delta(x) dx = 1$  B/  $\int_{-\infty}^{\infty} \delta(x) dx = 1$

**8. Authority**

- 8.1  $\int_{-\infty}^{\infty} \delta(x) dx = 1$  B/  $\int_{-\infty}^{\infty} \delta(x) dx = 1$