卫龙美味全球控股有限公司

WEILONG Delicious Global Holdings Ltd

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 9985)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

Set out below are the terms of reference (the "**Terms of Reference**") of the remuneration committee (the "**Committee**") of WEILONG Delicious Global Holdings Ltd (the "**Company**").

1. PURPOSE

1.1 The purpose of the Committee is to make recommendations to the board (the "**Board**") of directors of the Company (the "**Directors**") in determining the policy and structure for the remuneration of Directors and senior management of the Company including remuneration packages, bonuses and other compensation, to establish a formal and transparent procedure for developing remuneration policy, to evaluate the performance of Directors and senior management of the Company, 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 of the Company.

2. COMPOSITION

2.1 The Committee shall be appointed by the Board from time to time and shall consist of a majority of independent non-executive Directors 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 (the "**Listing Rules**") (as amended from time to time).

2.2 The Board shall appoint one member of the Committee as the chairperson (the "**Chairperson**"), who must be an independent non-executive Director.

3. MEETINGS

3.1 Unless otherwise specified hereunder, the provisions contained in the Company's articles of association (the "**Articles**") (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Committee.

3.2 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

3.3 The Committee shall meet at least once annually, or more frequently if circumstances require.

3.4 Members of the Committee may be represented at a meeting of the Committee by an alternate appointed by him.

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attendance by the relevant member of the Committee himself or herself. The minutes of meetings shall record details of the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed.

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

5. REPORTING PROCEDURES

5.1 The Committee shall evaluate and assess its effectiveness and the adequacy of these Terms of Reference from time to time and recommend any proposed changes to the Board.

5.2 The Committee shall consult the chairman of the Board and/or chief executive officer of the Company about the remuneration proposals of executive Directors, and also seek independent professional advice if considered necessary.

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).

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 (the "**CG Code**") as contained in Appendix 14 to the Listing Rules (as amended from time to time).

7. RESPONSIBILITIES AND DUTIES

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8. ANNUAL GENERAL MEETING

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