

Knowledge Atlas Technology Joint Stock Company Limited

**Terms of Reference of the Remuneration Committee of the
Board of Directors**

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Chapter 1 General Provisions

Article 1 In order to further improve the salary and assessment management system of Knowledge Atlas Technology Joint Stock Company Limited (hereinafter referred to as the “**Company**”) and perfect the corporate governance structure, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”), the Corporate Governance Code contained in Appendix C1 of the Hong Kong Listing Rules, and other relevant laws, regulations, departmental rules, normative documents, and the Articles of Association of Knowledge Atlas Technology Joint Stock Company Limited (hereinafter referred to as the “**Articles of Association**”) applicable after the Company’s overseas public offering of shares and listing, the Company hereby, according to the resolution of the Board, establishes the Remuneration Committee of Board of Directors and, in combination with the Company’s actual situation, formulates these Rules of Procedure for the Remuneration Committee of Board of Directors of Knowledge Atlas Technology Joint Stock Company Limited (hereinafter referred to as the “**Terms of Reference**”).

Article 2 The Remuneration Committee is a special working body established under the Board of Directors of the Company, which is mainly responsible for studying and formulating assessment standards for directors and senior management and conducting assessments in accordance with the standards, and proposing opinions and suggestions; and for studying and formulating or reviewing the remuneration plans or schemes for the Company’s directors and senior management.

Article 3 As used in the Terms of Reference, “directors” refers to the directors of the Company, and “senior management” refers to the Company’s general manager, deputy general managers, board secretary, financial controller, other senior management personnel as stipulated in the Articles of Association, and other personnel who are explicitly appointed as senior management by the Board of Directors.

Chapter 2 Composition of Personnel

Article 4 The Remuneration Committee shall be composed of more than three directors, with independent non-executive directors forming the majority.

Article 5 The members of the Remuneration Committee shall be nominated by the Chairman or the Nomination Committee of the Board of Directors and elected by more than half of the directors. After the proposal to elect a new member is passed, the new member assumes office immediately after the end of the Board meeting.

Article 6 The members of the Remuneration Committee shall be appointed and removed by the Board of Directors. The Remuneration Committee shall report its work to the Board of Directors from time to time.

Article 7 The Remuneration Committee shall have a convener, i.e., the Chairman of the Committee, who shall be an independent non-executive director and appointed by the Board of Directors, responsible for presiding over the work of the Remuneration Committee. When the Chairman of the Remuneration Committee cannot or fails to perform his/her duties, another independent non-executive director shall be jointly elected by more than half of the members to act on his/her behalf.

Article 8 The term of office of the Remuneration Committee is consistent with that of the Board of Directors. Each member of the Committee shall be eligible for re-election upon the expiry of his/her term of office. If a member no longer holds the position of director of the Company, or if a member who should be an independent non-executive director no longer meets the independence requirements stipulated in the Articles of Association and the Hong Kong Listing Rules, such member shall automatically lose his/her membership. The members of the Remuneration Committee may submit a written resignation report to the Board of Directors before the expiration of their term, resigning from their positions as members. The resignation report shall contain necessary explanations for the reasons for resignation and matters that require the attention of the Board of Directors. After a member loses his/her qualification or is granted leave to resign, the Board of Directors shall, in accordance with applicable laws, regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the provisions of Articles 4 to 7 hereof, supplement the number of members. The term of office of the supplementary member shall expire when the member's term as a director or independent non-executive director ends. Unless there is a situation where the member cannot serve as stipulated by the Company Law, the Articles of Association, or the Hong Kong Listing Rules, a member shall not be removed from office without cause before the expiration of his/her term.

Chapter 3 Functions and Powers

Article 9 The main functions and powers of the Remuneration Committee include:

- (1) To formulate the overall remuneration policy and structure for all directors and senior management of the Company, including but not limited to performance evaluation standards, procedures, and main evaluation systems, major reward and punishment schemes and systems, etc., based on the main scope, responsibilities, importance of management positions of the directors and senior management, the remuneration levels of relevant positions in similar enterprises, the time and responsibilities required, and the employment conditions of other positions within the Group, and to propose to the Board of Directors on the establishment of formal and transparent procedures for formulating remuneration policies, and to supervise the implementation of the plan;
- (2) To review and approve the management's remuneration proposals in accordance with the business policies and objectives established by the Board of Directors;

- (3) To review the performance of the Company's directors and senior management in fulfilling their duties and conduct annual performance appraisals, and to draft annual reward plans for submission to the Board of Directors for decision and implementation;
- (4) To be responsible for supervising the implementation of the Company's remuneration system;
- (5) To make recommendations to the Board of Directors on the remuneration of individual executive directors and senior management, including non-monetary benefits, pension rights, and compensation amounts (including compensation for loss or termination of office or appointment), and to make recommendations to the Board of Directors on the remuneration of non-executive directors;
- (6) To consult with the Chairman or the General Manager on the remuneration proposals for other executive directors. If necessary, the Remuneration Committee shall seek independent professional opinions;
- (7) To review and approve the compensation to be paid to executive directors and senior management for loss or termination of office or appointment, to ensure that such compensation is consistent with the terms of the contract; if it is not consistent with the terms of the contract, the compensation must also be fair and reasonable and not excessive;
- (8) To review and approve the compensation arrangements involved in the dismissal or removal of a director due to misconduct, to ensure that such arrangements are consistent with the terms of the contract; if they are not consistent with the terms of the contract, the compensation must be reasonable and appropriate;
- (9) To ensure that no director or any of his/her associates (as defined in the Hong Kong Listing Rules) shall participate in determining his/her own remuneration, and for non-executive directors who also serve on the Remuneration Committee, their remuneration shall be determined by other members of the Remuneration Committee;
- (10) To review remuneration plans and directors' service contracts;
- (11) To review and/or approve matters related to share plans under Chapter 17 of the Hong Kong Listing Rules;
- (12) Other matters authorized by the Board of Directors.

Article 10 The remuneration plans or schemes proposed by the Remuneration Committee shall not harm the interests of shareholders, and the Board of Directors has the right to reject remuneration plans or schemes that harm the interests of shareholders.

Article 11 The remuneration plans or schemes for the directors of the Company proposed by the Remuneration Committee, after being agreed to by the Board of Directors, shall be submitted to the shareholders' meeting for approval before they can be implemented (if applicable); the remuneration plans or schemes for the Company's senior management shall be submitted to the Board of Directors for approval. The Remuneration Committee is responsible to the Board of Directors, and the proposals of the Remuneration Committee shall be submitted to the Board of Directors for deliberation. The relevant departments of the Company have the obligation to cooperate with the Remuneration Committee in carrying out their work and providing relevant materials. The Remuneration Committee shall be provided with sufficient resources to fulfill its duties.

According to the Hong Kong Listing Rules, the directors' service contracts that require shareholders' approval include:

- (1) Contracts with a term of office exceeding three years; or
- (2) Contracts that stipulate that if the Company wishes to terminate the contract, it must give more than one year's prior notice or pay compensation or other amounts equivalent to more than one year's remuneration.

The Remuneration Committee shall express its opinions on the directors' service contracts that require shareholders' approval, inform shareholders whether the terms of the contract are fair and reasonable, whether the contract is in the overall interests of the Company and its shareholders, and make recommendations on how shareholders (other than shareholders who are directors and have significant interests in such service contracts and their associates) should vote.

Article 12 The Remuneration Committee shall publicly disclose its terms of reference on the website of The Stock Exchange of Hong Kong Limited and the Company's website, explaining its role and the powers delegated to it by the Board of Directors.

Chapter 4 Working Procedures

Article 13 The Company's Human Resources Department is the daily executive body of the Remuneration Committee, responsible for providing the Company with relevant human resources information and information on the persons being assessed, and for preparing for the meetings of the Remuneration Committee and implementing the relevant resolutions of the Board of Directors and the Remuneration Committee.

Article 14 The Company's Human Resources Department is responsible for the preliminary preparations for the decisions of the Remuneration Committee and providing data on the Company:

- (1) The Company's main financial indicators and the completion of business objectives;
- (2) The scope of work and main responsibilities fulfilled by the directors and senior management of the Company;

- (3) The completion of indicators involved in the performance evaluation system for directors and senior management positions;
- (4) The business innovation and profit-making capabilities of directors and senior management in terms of business performance;
- (5) The relevant calculation basis for the Company's remuneration plans or schemes based on the Company's performance;
- (6) To maintain daily work contact with the intermediary agencies designated by the Remuneration Committee;
- (7) To provide the Company's various remuneration systems and the implementation of such systems in accordance with the requirements of the Remuneration Committee.

The Remuneration Committee performs its main functions and powers under Article 9 hereof based on the data provided by the Company's Human Resources Department.

The Chairman of the Remuneration Committee or (if he/she is absent) another member of the Remuneration Committee (who must be an independent non-executive director) must attend the Company's annual shareholders' meeting and respond to shareholders' questions regarding the activities and responsibilities of the Remuneration Committee.

Chapter 5 Rules of Procedure

Article 15 The Remuneration Committee shall hold at least one meeting per year. The Chairman of the Remuneration Committee may convene an extraordinary meeting of the Remuneration Committee if he/she deems it necessary, more than half of the members of the Remuneration Committee propose to do so, or the Chairman suggests that it be done.

Article 16 The meetings of the Remuneration Committee shall be convened by the Chairman of the Remuneration Committee and a notice of the meeting signed by the Chairman of the Remuneration Committee and meeting materials shall be sent to all members at least three days (excluding the day of the meeting) before the meeting is held. With the unanimous agreement of all members, the requirement for advance notice may be waived.

Article 17 The meetings of the Remuneration Committee shall be presided over by the Chairman of the Remuneration Committee, and when the Chairman of the Remuneration Committee cannot attend, he/she may entrust another independent non-executive director to preside over the meeting.

Article 18 The meetings of the Remuneration Committee may only be held if more than two-thirds of the members are present, with at least one member being an independent non-executive director; members who cannot attend may entrust other members in writing to attend and vote on their behalf. The power of attorney shall state the name of the proxy, the matters entrusted, the scope of authorization, and the period of validity, signed or sealed by the entruster and submitted to the presiding officer no later than before the vote of the meeting.

Resolutions passed by the meeting must be approved by more than half of the members present, and the relevant resolutions or opinions shall be signed by the members of the Remuneration Committee present at the meeting. Each member has one vote, and the vote is divided into three opinions: “for”, “against”, and “abstain”; when the number of votes for and against is equal, the Chairman of the Remuneration Committee has the right to cast an additional vote.

Article 19 The meetings of the Remuneration Committee may be held by appropriate means such as on-site meetings, telephone conferences, video conferences, circulation of documents, fax, email, etc.

Article 20 The meetings of the Remuneration Committee may invite directors, senior management, and external consultants to attend as non-voting participants if necessary. Participants may explain or clarify the items discussed at the meeting, but non-members do not have the right to vote.

Article 21 The Company shall provide sufficient resources for the Remuneration Committee to fulfill its duties. Senior management and relevant departments of the Company shall adopt a cooperative and supportive attitude towards the Remuneration Committee, provide relevant information, and actively cooperate with the work of the Remuneration Committee; if necessary, the Remuneration Committee may hire independent intermediary agencies to provide professional opinions for its decision-making, and the reasonable expenses incurred thereby shall be borne by the Company.

Article 22 When the Remuneration Committee discusses proposals related to its members, the parties concerned shall recuse themselves.

Article 23 The convening procedures, voting methods of the Remuneration Committee meetings, and the remuneration policies and distribution schemes passed by the meeting must comply with the provisions of applicable laws, regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the Articles of Association, and the Terms of Reference.

Article 24 The meetings of the Remuneration Committee shall be recorded, and the members present at the meeting shall sign the minutes; the minutes of the meeting shall be kept by the Company’s Board Secretary for a period of ten years. If any committee member gives reasonable notice, the relevant minutes shall be made available for inspection by such member at any reasonable time. After the end of the meeting of the Remuneration Committee, the initial draft and final version of the minutes of the meeting shall be sent to all members successively within a reasonable period of time. The initial draft is for members to express their opinions, and the final version is for the record.

Article 25 The proposals passed by the Remuneration Committee meeting and the voting results shall be reported to the Company's Board of Directors in writing for its consideration.

Article 26 The members and non-voting participants present at the meeting shall keep confidential about the matters discussed at the meeting, and shall not disclose relevant information without authorization except as otherwise provided by applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and/or regulatory authorities.

Chapter 6 Supplementary Provisions

Article 27 In the Terms of Reference, "above" includes the figure itself; "over" does not include the figure itself.

Article 28 The Terms of Reference shall be approved by the Board of Directors and shall come into effect and be implemented from the date when the Company's H shares are listed on the Stock Exchange of Hong Kong.

Article 29 The Terms of Reference shall be revised and interpreted by the Board of Directors.

Article 30 Matters not covered by the Terms of Reference shall be governed by the provisions of applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, and the Articles of Association; if the Terms of Reference conflict with the provisions of applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and other relevant regulatory rules of the listing location or the provisions of the Company Articles of Association, the provisions of applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and other relevant regulatory rules of the listing location and the Articles of Association shall prevail, and the Terms of Reference shall be amended accordingly as soon as possible and submitted to the Board of Directors for review and approval.