

# **VOYAH Automotive Technology Co., Ltd.**

## **Rules of Procedure for the Remuneration and Evaluation Committee**

### **CHAPTER I GENERAL PROVISIONS**

**Article 1** In order to ensure the quality of remuneration evaluation and incentives, enhance the scientificity of decision-making and prevent decision-making risks of VOYAH Automotive Technology Co., Ltd. (the “Company”), the Board of the Company sets up a remuneration and evaluation committee (the “Committee”) and hereby formulates these Rules of Procedure in accordance with the relevant provisions of the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Articles of Association of VOYAH Automotive Technology Co., Ltd. (the “Articles of Association”), the Rules of Procedures for Board Meetings of VOYAH Automotive Technology Co., Ltd. (the “Rules of Procedures for Board Meetings”) and other relevant regulations.

### **CHAPTER II COMPOSITION OF THE COMMITTEE**

**Article 2** The Committee consists of three members, with the majority being independent non-executive directors. The Committee shall have one chairman (convener) of the Committee, who shall be an independent non-executive director.

**Article 3** The term of office of the Committee shall be the same as that of the Board. Members of the Committee may be re-elected and serve another term upon the expiry of their term.

**Article 4** Any member of the Committee may resign before the expiry of his/her term of office by submitting a written resignation to the Board, stating reasons for resignation and necessary explanations for matters to be brought to the attention of the Board.

**Article 5** If a member of the Committee ceases to serve as a director of the Company during his/her term of office, his/her membership in the Committee shall be automatically forfeited.

**Article 6** If the number of members of the Committee falls below the number provided in Article 2 due to circumstances described in Articles 4 and 5, the shortage of members shall be made up for in accordance with the provisions of the Articles of Association.

**Article 7**

The Committee shall set up an office thereunder as a daily working body for the Committee to fulfill its duties. The office shall be located in the relevant department of the Company responsible for human resource management, and shall be responsible for organizing and coordinating the daily work liaison of the Committee, organizing meetings, keeping records of meetings, organizing and archiving documents and other work.

**CHAPTER III DUTIES AND AUTHORITIES OF THE COMMITTEE****Article 8**

The Committee shall mainly exercise the following duties and authorities:

- (1) to develop remuneration plans or schemes based on the main responsibilities, scope, importance and involvement time of the positions of directors and senior management and other necessary factors such as salary levels for social related positions; remuneration plans or schemes mainly include but are not limited to performance evaluation standards, procedures and main evaluation systems, medium and long-term incentive plans, and main schemes and systems for rewards and punishments, and shall include non-monetary benefits, pension rights and compensation amounts (including any compensation for loss or termination of position or appointment);
- (2) to review and approve management's compensation proposals regarding the corporate policies and objectives formulated by the Board;
- (3) to recommend to the Board the remuneration and benefits for individual executive directors and senior management;
- (4) to provide recommendations to the Board regarding the remuneration of non-executive directors;
- (5) to consider the requirements of relevant laws and regulations, the remuneration paid by similar companies, the time and responsibilities required and the employment conditions of other positions within the Company and whether remuneration should be based on performance;
- (6) to research the assessment standards for directors and senior management and make recommendations to the Board, and to review the performance of duties by directors (non-executive directors) and senior management of the Company, and to conduct annual performance evaluations thereof;

- (7) to review and approve any compensation to be paid to executive directors and senior management for the loss or termination of their positions or appointments to ensure that such compensation is consistent with the contract terms; if such compensation is not consistent with the contract terms, such compensation shall also be fair and reasonable rather than being excessive;
- (8) to review and approve compensation arrangements related to the dismissal or removal of directors due to their misconduct to ensure that such arrangements are consistent with the contract terms; if such arrangements are not consistent with the contract terms, the relevant compensation shall also be reasonable and appropriate;
- (9) to ensure that any directors or any of their associates (as defined in the Hong Kong Listing Rules) shall not participate in determining their own remuneration;
- (10) to be responsible for supervising the implementation of the detailed remuneration rules of the Company and for regularly reviewing relevant remuneration policies;
- (11) to research and discuss duty consumption and social security, welfare and other systems for directors and senior management, and to submit them to the Board for approval;
- (12) to organize the implementation of relevant resolutions and daily management work of the Board on the remuneration management of senior management;
- (13) to research annual labor cost budget plans and settlement plans of the Company;
- (14) to research and discuss annual and term business performance plans submitted by the Company to the group headquarters, and to submit them to the Board for approval;
- (15) to research and discuss employee stock ownership, co-investment, excess profit sharing and other medium and long-term incentive plans, and to make recommendations to the Board;
- (16) to review and/or approve matters related to share schemes as set out in Chapter 17 of the Hong Kong Listing Rules;
- (17) any matters required by applicable laws, regulations, the Hong Kong Listing Rules and the Articles of Association and other functions and powers granted by the Board of the Company.

## CHAPTER IV MEETINGS OF THE COMMITTEE

**Article 9** Meetings of the Committee include regular meetings and extraordinary meetings. The timing of regular meetings shall be determined by the Board in the annual work plan.

In any of the following circumstances, an extraordinary meeting shall be convened within seven days.

- (1) the Board or the Board chairman deems it necessary;
- (2) the chairman of the Committee deems it necessary;
- (3) it is proposed by more than two (including two) members of the Committee.

**Article 10** When a regular meeting of the Committee is convened, all members shall be notified seven days prior to the meeting. When an extraordinary meeting of the Committee is convened, all members shall be notified three days prior to the meeting.

**Article 11** Meeting agendas of meetings of the Committee shall be determined by the chairman of the Committee based on the requirements of the Board, proposals from more than two (including two) members of the Committee or suggestions from the general manager. Any proposals shall be in writing and submitted to the Board secretary for summary and filing.

**Article 12** Any notification and affairs work of meetings of the Committee shall be organized and arranged by the Board secretary, with assistance and support services provided by the Committee office. A meeting notice shall include the time, venue, session, agenda, resolutions and date of the notice, and a copy of the meeting notice shall be sent to the Audit and Risk (Supervision) Committee at the same time.

**Article 13** A meeting of the Committee shall be convened by way of physical meeting as far as practicable. It may also be convened by way of video conferencing or telecommunication if so agreed by the chairman of the Committee. For meetings convened by way of telecommunication, the opinions, recommendations and resolutions of the Committee members shall be facsimiled to the office of the secretary to the Board on the same day of the meetings for records and the originals shall be sent to the office of the secretary to the Board.

**Article 14** A meeting of the Committee shall be held only when more than two-thirds (including two-thirds) of the members attend the meeting. Members shall attend the meeting in person. Where a member is unable to attend the meeting in person in the event of special circumstances, such member may submit a power of attorney signed by such member to appoint another member of the Committee to attend the meeting and exercise relevant powers on his/her behalf. The power of attorney shall specify the name of the appointing member, the name of the appointed person, the scope of authorization, the authority, the authorization period and other matters. Members who attend the meeting through video conferencing or telecommunication methods shall be deemed as attending the meeting in person.

**Article 15** If a member of the Committee who fails to attend three consecutive meetings of the Committee in person without justifiable reasons, such member shall be deemed to be unable to perform his/her duties as a member of the Committee, and the Board may adjust the members of the Committee.

## **CHAPTER V PROCEDURES FOR DISCUSSION**

**Article 16** A meeting of the Committee shall be convened and presided over by the chairman of the Committee. When the chairman of the Committee is unable to attend the meeting, he/she may appoint another member to preside over the meeting.

**Article 17** Any matters for discussion at the meeting shall be considered and discussed at the meeting of the Committee, and consideration and discussion results (minutes, conclusions or recommendations) shall be documented.

**Article 18** Members of the Committee shall express their opinions definitely and independently based on their own judgment, and shall strive to form a majority opinion as much as possible. When it is difficult for them to form a majority opinion, they shall submit different opinions to the Board and provide explanations.

## **CHAPTER VI MEETING DOCUMENTS**

**Article 19** After a meeting of the Committee is convened, minutes and/or review proposal reports and other documents of the meeting shall be formed. If there are any disagreements at the meeting of the Committee, they shall be truthfully recorded in the meeting documents. The meeting documents shall be true, accurate and complete and submitted to the Board after being signed by the members present at the meeting. The meeting documents shall be assigned with serial numbers according to the year, session and number of meetings and shall be filed by the Board secretary.

- Article 20** For a meeting of the Committee, the Committee office shall be responsible for organizing the records of the meeting and drafting documents such as meeting minutes and review proposal reports of the Committee.
- Article 21** The minutes of a meeting of the Committee shall include the following:
- (1) date and venue of the meeting and name of the person presiding over the meeting;
  - (2) names of attending members and members appointing others to attend the meeting, and names and positions of entities and individuals (if any) present at the meeting as nonvoting delegates;
  - (3) resolutions and agenda of the meeting;
  - (4) summary of statements and discussions of the members;
  - (5) other relevant contents of the meeting;
  - (6) names of the persons taking and drafting minutes of the meeting;
  - (7) signatures of members of the Committee present at the meeting.
- Article 22** The review proposal reports of the Committee shall include the following:
- (1) subject (content) of matters of the review;
  - (2) the form, procedure and process of the review. The names of attending members and members appointing others to attend the meeting, voting situation, and names and positions of entities and individuals present at the meeting as nonvoting delegates (if any) if necessary;
  - (3) suggestions for consideration;
  - (4) other matters that need to be explained and paid attention to (if any), such as risk analysis, special report opinions and suggestions issued by intermediary agencies and actions to be taken;
  - (5) signatures of members of the Committee present at the meeting.
- Article 23** Any records, minutes, review proposal reports, powers of attorney from appointing members and other materials of a meeting of the Committee shall be filed with the Committee office and the Board secretary simultaneously.

## **CHAPTER VII SUPPLEMENTARY PROVISIONS**

- Article 24** Any matters not covered in these Rules of Procedure shall be subject to relevant national laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed, the Articles of Association, the Rules of Procedures for Board Meetings and other regulations.
- Article 25** These Rules of Procedure shall come into effect from the date when the Company is listed on the main board of The Stock Exchange of Hong Kong Limited after being considered and approved by the Board.
- Article 26** These Rules of Procedure shall be formulated and amended by the Board and interpreted by the Board.