

**Mabwell (Shanghai) Bioscience Co., Ltd.**  
**Terms of Reference of the Remuneration and Appraisal Committee of**  
**the Board of Directors**  
**(Applicable upon the offering and listing of H shares)**

**Chapter 1 General Provisions**

**Article 1** In order to further establish and enhance the remuneration and appraisal management system for the directors and senior management personnel of Mabwell (Shanghai) Bioscience Co., Ltd. (hereinafter referred to as the “Company”), establish a scientific and standardized incentive and restraint mechanism and improve its corporate governance structure, the Company has established a remuneration and appraisal committee (hereinafter referred to as the “Remuneration and Appraisal Committee”) of the board of directors (hereinafter referred to as the “Board”) and formulated these Terms of Reference pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Code of Corporate Governance for Listed Companies, 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 Articles of Association of Mabwell (Shanghai) Bioscience Co., Ltd. (hereinafter referred to as the “Articles of Association”) and other relevant provisions.

**Article 2** The Remuneration and Appraisal Committee of the Board is a dedicated working body set up by the Board in accordance with the Articles of Association, which is primarily responsible for considering, formulating and reviewing the remuneration policies and proposals for directors and senior management personnel, as well as considering the appraisal standards for directors and senior management personnel and evaluating the same. The Remuneration and Appraisal Committee shall be elected by the Board and is accountable to the Board.

**Article 3** Directors mentioned in these Terms of Reference refer to the chairperson of the Board and directors of the Company; and senior management personnel refer to the general manager, deputy general managers, the Board secretary, the chief financial officer appointed by the Board and other senior management personnel as determined under the Articles of Association.

**Chapter 2 Composition**

**Article 4** Members of the Remuneration and Appraisal Committee shall consist of three directors, the majority of whom shall be independent non-executive directors.

**Article 5** Members of the Remuneration and Appraisal Committee shall be elected by the Board. The Remuneration and Appraisal Committee shall have one chairperson (convener), who shall be an independent non-executive director. The chairperson is responsible for convening and presiding over the meetings of the Remuneration and Appraisal Committee; the chairperson shall be elected among the members of the Remuneration and Appraisal Committee and the appointment thereof shall be submitted to the Board for approval.

**Article 6** The term of office of the members of the Remuneration and Appraisal Committee shall be the same as that of the directors of the Board of the same session. Each member shall be eligible for re-election upon the expiry of his/her term of office. During his/her term of office, if any member ceases to be a director of the Company, he/she shall automatically lose his/her qualification as a member of the Remuneration and Appraisal Committee, and the vacancy in the Remuneration and Appraisal Committee shall be filled by the Board in accordance with the abovementioned provisions.

**Article 7** Where the number of the members of the Remuneration and Appraisal Committee falls below two-thirds of the required number due to the resignation or removal of members or other reasons, the Board of the Company shall arrange for replacements to fill the vacancies as soon as possible. The Remuneration and Appraisal Committee shall suspend any exercise of its duties and powers under these Terms of Reference until the number of the members of the Remuneration and Appraisal Committee reaches two-thirds of the required number.

**Article 8** The provisions on the obligations of directors as stipulated in the Company Law, the Articles of Association and the Hong Kong Listing Rules shall apply to the members of the Remuneration and Appraisal Committee.

### **Chapter 3 Duties and Authorities**

**Article 9** The main duties and authorities of the Remuneration and Appraisal Committee are as follows:

- (I) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management personnel's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (II) to develop the remuneration plans or proposals based on the primary scope of work, time commitment and duties, importance of the managerial positions of the directors and senior management personnel and the remuneration levels of relevant positions in other relevant enterprises or comparable companies, as well as the employment conditions elsewhere in the group; the remuneration plans or proposals mainly include but are not limited to performance appraisal standards and procedures, primary appraisal system and primary proposals and systems for rewards and punishments, etc.;
- (III) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (IV) to review the performance of duties by the directors and senior management personnel and conduct annual performance appraisal on them; to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management personnel, or to make recommendations to the Board on the remuneration packages of individual executive directors and senior management personnel, which include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (V) to make recommendations to the Board on the remuneration of non-executive directors;
- (VI) to review and approve compensation payable to executive directors and senior management personnel for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (VII) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (VIII) to ensure that no director or any of their associates is involved in deciding that director's own remuneration;

- (IX) to supervise the execution of the Company's remuneration and appraisal system;
- (X) to review and/or approve matters relating to share schemes under Chapter 17 of the Hong Kong Listing Rules, as amended and supplemented from time to time;
- (XI) to deal with other matters as stipulated in the laws, regulations, rules, normative documents, the Articles of Association and these Terms of Reference, or as required by the securities regulatory rules of the place where the Company's shares are listed and that are authorized by the Board.

**Article 10** The chairperson (convener) of the Remuneration and Appraisal Committee shall perform the following duties:

- (I) to convene and preside over the meetings of the Remuneration and Appraisal Committee;
- (II) to review and sign the reports of the Remuneration and Appraisal Committee;
- (III) to examine the execution of the resolutions and recommendations of the Remuneration and Appraisal Committee;
- (IV) to report work to the Board on behalf of the Remuneration and Appraisal Committee;
- (V) other duties which should be performed by the convener.

**Article 11** The remuneration plans for the directors of the Company proposed by the Remuneration and Appraisal Committee shall be approved by the Board, and then shall be considered and approved at a general meeting before being implemented. The remuneration distribution plans for the Company's senior management personnel shall be submitted to the Board for approval, explained to the general meeting, and fully disclosed. When the Board or the Remuneration and Appraisal Committee assesses an individual director or discusses his/her remuneration, such director shall recuse himself/herself. Equity incentive plans shall be considered and approved by the general meetings.

**Article 12** The Remuneration and Appraisal Committee shall make recommendations to the Board on the following matters:

- (I) the policy and structure for all directors' and senior management personnel's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (II) the remuneration of non-executive directors;
- (III) the formulation of or making amendments to equity incentive plans or employee shareholding schemes, and the conditions to be achieved for participants to be granted with interests or to exercise interests;
- (IV) the arrangement of shareholding schemes for directors and senior management personnel in respect of the proposed spin-off of subsidiaries;

- (V) other matters as stipulated in the relevant provisions of the laws, regulations, China Securities Regulatory Commission, the Hong Kong Listing Rules and the Shanghai Stock Exchange as well as the Articles of Association.

If the Board has not adopted or has not fully adopted the recommendations of the Remuneration and Appraisal Committee, it shall record the opinions of the Remuneration and Appraisal Committee and the specific reasons for not adopting the same in a Board resolution, and make relevant disclosure.

**Article 13** The Board shall fully respect the recommendations of the Remuneration and Appraisal Committee on the remuneration distribution plans of senior management personnel of the Company, and shall adopt such remuneration distribution plans proposed by the Remuneration and Appraisal Committee unless there are sufficient reasons or reliable evidences that demonstrate the recommendations of the Remuneration and Appraisal Committee are improper.

If the Remuneration and Appraisal Committee has made recommendations to the Board on the remuneration packages of individual executive directors and senior management personnel, but disagrees on any remuneration or compensation arrangement which the Board has resolved to approve, the Board should disclose the reasons for approving such resolution in its next Corporate Governance Report.

**Article 14** When the Remuneration and Appraisal Committee performs its duties, the relevant departments of the Company shall cooperate with it and provide sufficient resources. The daily operation expenses of the Remuneration and Appraisal Committee shall be borne by the Company. Where necessary, the Remuneration and Appraisal Committee may engage intermediary agencies to provide professional advice for its decision-making at the Company's expense.

#### **Chapter 4 Convening, Holding and Notice of Meetings**

**Article 15** The chairperson (convener) of the Remuneration and Appraisal Committee shall be responsible for convening and presiding over the meetings of the Remuneration and Appraisal Committee. If the chairperson (convener) of the Remuneration and Appraisal Committee is unable to or fails to perform his/her duties, he/she shall appoint another member (being an independent non-executive director) to exercise the functions and powers on his/her behalf. If the chairperson (convener) of the Remuneration and Appraisal Committee neither performs his/her duties nor appoints another member to perform his/her duties on his/her behalf, any of the members may report such circumstances to the Board of the Company, and the Board of the Company shall appoint one member (being an independent non-executive director) to perform the duties of the chairperson (convener) of the Remuneration and Appraisal Committee.

**Article 16** The Remuneration and Appraisal Committee may convene meetings on an irregular basis based on its work arrangement and needs, and shall inform all members three days prior to the meeting to be convened, and in case of emergency, such time limit may not be applicable.

**Article 17** Votes may be made by a show of hands or by poll at a meeting of the Remuneration and Appraisal Committee. The extraordinary meetings may be convened in the form of vote by correspondence.

**Article 18** The members of the Remuneration and Appraisal Committee shall be obliged to maintain the confidentiality of any information they have learnt about the Company until such information is made public.

## **Chapter 5 Voting Procedures**

**Article 19** Meetings of the Remuneration and Appraisal Committee shall only be held when not less than two-thirds of the members are present.

**Article 20** A member of the Remuneration and Appraisal Committee may attend a meeting in person, or appoint in writing another member to attend the meeting on his/her behalf.

**Article 21** Where a member of the Remuneration and Appraisal Committee appoints another member to attend and vote at the meeting on his/her behalf, he/she shall submit a power of attorney to the chairperson of the meeting. The power of attorney shall be submitted to the chairperson of the meeting no later than the time of voting at the meeting.

**Article 22** A member of the Remuneration and Appraisal Committee who neither attends a meeting in person nor appoints another member to attend the meeting on his/her behalf shall be deemed absent from the meeting. A member of the Remuneration and Appraisal Committee who fails to attend two consecutive meetings shall be deemed incapable of properly performing his/her duties, and the Board may revoke his/her membership.

**Article 23** A resolution of the Remuneration and Appraisal Committee shall be valid only if it has been approved by the majority of all members. Each member of the Remuneration and Appraisal Committee shall have one vote.

**Article 24** The Remuneration and Appraisal Committee shall set up a working group as its day-to-day working body, which shall be responsible for routine work liaison, organization of meetings, etc. Members of the working group may attend the meetings of the Remuneration and Appraisal Committee. Where the Remuneration and Appraisal Committee deems necessary, it may invite the directors and senior management personnel of the Company to attend the meetings of the Remuneration and Appraisal Committee, at which those persons can brief the situations or express opinions, but the persons who are not members of the Remuneration and Appraisal Committee have no voting rights.

Where necessary, the Remuneration and Appraisal Committee may engage intermediary agencies to provide professional advice for its decision-making at the Company's expense.

**Article 25** In the event that the discussion at a meeting of the Remuneration and Appraisal Committee is related to a member, he/she shall abstain from such relevant matters.

**Article 26** Votes may be made by a show of hands or by poll at a meeting of the Remuneration and Appraisal Committee.

**Article 27** The resolutions adopted at the meetings of the Remuneration and Appraisal Committee and the voting results thereof shall be submitted to the Board of the Company in writing.

**Article 28** In the annual work report, the Board of the Company shall disclose the work of the Remuneration and Appraisal Committee in the past year, including the convening of meetings and resolutions, as well as the name and remuneration of each member of senior management.

**Article 29** The Remuneration and Appraisal Committee shall keep written minutes of its meetings, which shall record in sufficient detail the matters considered and resolutions reached at the meetings, including any concerns raised or dissenting views expressed by the directors. Members present at the meeting and the person taking the minutes shall sign the minutes. Members present at the meeting have the right to request explanatory remarks on their speeches at the meeting to be recorded in the minutes.

The minutes of meetings of the Remuneration and Appraisal Committee shall be kept by the Board secretary as archives of the Company for ten years during the existence of the Company.

## **Chapter 6 Supplementary Provisions**

**Article 30** Any matters not covered by these Terms of Reference shall be dealt with in accordance with the provisions of the relevant national laws and regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. In case of any inconsistency between these Terms of Reference and the relevant national laws and regulations promulgated in the future, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association as amended by legal procedures, the latter shall prevail.

**Article 31** These Terms of Reference shall be formulated, amended and interpreted by the Board of the Company.

**Article 32** These Terms of Reference shall be considered and approved by the Board of the Company, and become effective and be implemented from the date on which H shares issued by the Company are filed with China Securities Regulatory Commission and listed and traded on the Hong Kong Stock Exchange.

Board of Directors of  
Mabwell (Shanghai) Bioscience Co., Ltd.  
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