

Rules of Procedures of the Remuneration Committee
under the Board of Directors of China BlueChemical Ltd.

1. GENERAL PROVISIONS

- 1.1 To safeguard the legitimate rights and interests of shareholders of China BlueChemical Ltd. (hereinafter referred to as the “**Company**”) and regulate the proceedings of the remuneration committee under the board of directors of the Company (hereinafter referred to as the “**Remuneration Committee**”), establish an effective monitoring and incentive mechanism and enhance the structure of corporate governance, these Rules of Procedures are formulated 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 “**Listing Rules**”) and other relevant laws, regulations and regulatory documents, and the provisions of the Articles of Association of China BlueChemical Ltd. (hereinafter referred to as the “**Articles of Association**”), while taking into consideration the actual circumstances of the Company.
- 1.2 The Remuneration Committee is a special committee established under and accountable to the board of directors.
- 1.3 The Remuneration Committee is responsible for studying and reviewing remuneration policies and plans for directors and senior management of the Company, and exercises and performs other powers and responsibilities stipulated by these Rules of Procedures.

2. MEMBERS AND ORGANIZATIONAL STRUCTURE

- 2.1 The Remuneration Committee shall comprise at least three directors, the majority of whom shall be independent non-executive directors.
- 2.2 Members shall be appointed or removed by the board of directors. The term of office of each member is the same as their term of office as directors of the Company. However, the board of directors may make adjustment or removal to their term of office as members prior to expiry as needed.

A member of the Remuneration Committee may resign prior to expiry of his/her term of office. Upon resignation, he/she shall submit a written resignation report to the Company, and the resignation shall take effect on the date the Company receives the resignation report. However, if the resignation results in the number of Remuneration Committee members being less than the minimum number stipulated by these Rules of Procedures or the personnel composition stipulated by the Listing Rules, the original member shall continue to perform his/her duties in accordance with applicable laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, and these Rules of Procedures before the newly elected Remuneration Committee members take office.

- 2.3 The Remuneration Committee shall have one convener (also known as chairman, hereinafter referred to as the “Chairman”) to be acted by an independent non-executive director from among members. The chairman shall be nominated by the chairman of the Company, subject to the consideration and approval by the board of directors. The Chairman of the Remuneration Committee (or in his/her absence, his/her duly appointed representative) shall attend the Company's annual general meeting and be prepared to answer any questions from shareholders at the meeting regarding the activities of the Remuneration Committee.

3. OPERATIONAL PROCEDURES

- 3.1 Meetings of the Remuneration Committee shall include regular meetings and ad hoc meetings. Regular meetings shall be convened at least once a year whereas ad hoc meetings may be convened upon proposal by more than one-half of the members or the chairman of the Remuneration Committee.
- 3.2 Meetings shall be presided over by the Chairman. If the Chairman is unable to perform his/her duties or fails to perform his/her duties, the meeting shall be presided over by a Remuneration Committee member (who must be an independent non-executive director) nominated by a majority of the Remuneration Committee members.
- 3.3 Meetings shall be held by more than two-thirds of the members attending the meeting. Each member has one voting right on Remuneration Committee resolutions, and voting shall be conducted by a show of hands or by written ballot. Resolutions adopted by the Remuneration Committee shall be passed with the approval of more than one-half of all members. If members are unable to attend the meeting for some reason, they may appoint another member in writing to attend the meeting and exercise the voting right on their behalf.
- 3.4 The Remuneration Committee shall maintain complete minutes and/or resolutions of the meeting where Remuneration Committee members attending the meeting shall sign on the meeting minutes and/or meeting resolutions. The minutes and/or resolutions of the meeting shall be reported to the board of directors.
- 3.5 Meetings may be convened in the form of communications over written resolutions. Written resolutions shall be delivered to all members by methods including email, facsimile, express mail and personal delivery. Members shall, upon voting on the resolutions in writing, return the original signed vote to the Company for filing. Where the majority of all members have given their signatures agreeing to the resolution, such resolution shall be considered to have passed by the Remuneration Committee.

Where the Remuneration Committee convenes a meeting by voting on written proposals by correspondence, the draft meeting minutes and/or meeting resolutions shall be provided to all members of the Remuneration Committee as soon as reasonably possible after the meeting. Members may propose revisions to the draft meeting minutes and/or meeting resolutions. The meeting minutes and/or meeting resolutions amended in accordance with the revisions (if any) proposed by the members and signed by the Remuneration

Committee members shall become final meeting minutes and/or meeting resolutions and shall be provided to all members for their records.

- 3.6 The Remuneration Committee may invite directors and senior management of the Company to sit in on the meeting.
- 3.7 The Remuneration Committee shall consult the chairman of the board of directors and/or the chief executive officer regarding its recommendations on the remuneration of other executive directors. When performing its duties, the Remuneration Committee may seek independent professional advice when necessary, with the costs borne by the Company. For any independent professionals providing advice to the Remuneration Committee, the Remuneration Committee shall be responsible for establishing the selection criteria, selecting and appointing such independent professionals, and determining their scope of authority.
- 3.8 The Remuneration Committee shall be provided with adequate resources to discharge its duties and powers.
- 3.9 The Remuneration Committee shall make disclosure of its terms of reference to explain its functions and responsibilities, as well as other powers delegated by the board of directors on the website of the Stock Exchange of Hong Kong Limited and the Company.

4. POWERS AND RESPONSIBILITIES

The Remuneration Committee shall exercise and perform the relevant powers and responsibilities stipulated by the Company Law and other applicable laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and those delegated by the board of directors.

The terms of reference of the Remuneration Committee authorized by the board of directors shall include (but not limited to) the requirements provided in E.1.2 of Section E.1 of the Corporate Governance Code in Appendix C1 of the Listing Rules (hereinafter referred to as the “**Corporate Governance Code**”) (the actual terms of reference shall be governed by the Listing Rules and its requirements which are subject to revision from time to time). The main contents are set out as below:

- 4.1 The Remuneration Committee shall make recommendations to the board of directors on the formulation of remuneration policies and plans for directors and senior management of the Company and the establishment of formal and transparent procedures for setting remuneration policies, including but not limited to performance appraisal criteria and procedures, main assessment structures as well as major reward and disciplinary programs and systems.
- 4.2 The Remuneration Committee shall review and approve management's pay proposals in accordance with corporate policies and objectives set forth by the board of directors.

- 4.3 The Remuneration Committee is authorized by the board of directors to determine remuneration packages, including non-monetary benefits, pension rights and compensation payments (including compensation for the loss or termination of office or appointment) for all executive directors and senior management of the Company and shall make recommendations to the board of directors on the remuneration of non-executive directors. The Remuneration Committee shall, in determining or making recommendations on pay proposals for directors and senior management, take into consideration factors including remuneration paid by comparable companies, time and duties required and terms of employment of other positions within the group.
- 4.4 The Remuneration Committee shall examine the performance of the Company's directors and senior management in discharging their duties.
- 4.5 The Remuneration Committee shall listen to the report of the Company on the implementation of the pay system.
- 4.6 The Remuneration Committee shall review and approve compensation payable to executive directors and senior management of the Company in relation to the loss or termination of office or appointment to ensure that such compensation is determined in accordance with relevant contractual provisions. If unable to determine such compensation in accordance with relevant contractual provisions, the relevant compensation shall still be fair and reasonable, without creating a heavy burden on the Company.
- 4.7 The Remuneration Committee shall review and approve compensation arrangements involved in the dismissal or removal of directors due to their misconduct to ensure that such arrangements are determined in accordance with relevant contractual provisions. If unable to determine such arrangements in accordance with relevant contractual provisions, the relevant compensation shall still be reasonable and appropriate.
- 4.8 The Remuneration Committee shall ensure that no director or its associates(as defined in the "Listing Rules") shall be involved in determining his/her own remuneration.
- 4.9 The Remuneration Committee shall review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.
- 4.10 Other duties and powers stipulated by applicable laws and regulations, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and those granted by the board of directors.

5. DUTIES AND POWERS OF THE CHAIRMAN OF THE REMUNERATION COMMITTEE

- 5.1 The chairman shall convene and preside over regular and ad hoc meetings of the Remuneration Committee.
- 5.2 The chairman shall supervise and examine the implementation of resolutions adopted by the Remuneration Committee.
- 5.3 The chairman shall execute important documents of the Remuneration Committee.

- 5.4 The chairman shall report the work of the Remuneration Committee to the board of directors on a regular basis or in accordance with the arrangements of the board of directors.
- 5.5 The chairman shall perform other duties and powers stipulated by applicable laws and regulations, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and those granted by the board of directors.

6. MISCELLANEOUS

- 6.1 To the extent that any provision of these Rules of Procedure conflicts with or violates those of applicable laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, the applicable laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall prevail.

For matters not covered by these Rules of Procedure, the applicable laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association (if any) shall prevail.

- 6.2 Unless otherwise specified, the terms "at least" and "more than" in these Rules of Procedure include the number itself, while "over" do not include the number itself.
- 6.3 These Rules of Procedures shall take effect from the date of approval by the board of directors, and the same applies to any amendments made.
- 6.4 The interpretation of these Rules of Procedures shall be vested in the board of directors.

Revised at the third meeting of the Board of Directors on 18 August 2025