

# CHINA HEALTHWISE HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 348)**

## DIRECTORS' REMUNERATION POLICY

### 1. PURPOSE

- 1.1 This policy sets out the overall guiding principles and structure for remuneration of the directors of China Healthwise Holdings Limited (the "**Company**") to attract, motivate, reward and retain the right talent in pursuing and driving the Company's long-term goals and ensuring business sustainability and growth.

### 2. REMUNERATION GUIDING PRINCIPLES

- 2.1 The remuneration of executive directors will be determined by taking into consideration the following criteria:
- (a) scope of duty, responsibilities, skills and experience required;
  - (b) corporate and individual performance;
  - (c) prevailing market practice and market benchmark;
  - (d) general economic situation; and
  - (e) extent of contributions, effort and time spent.
- 2.2 The remuneration of non-executive directors and independent non-executive directors will be determined based on the following criteria:
- (a) number of board committees on which the individual director served;
  - (b) experience and level of responsibilities undertaken;
  - (c) extent of contributions, effort and time spent; and
  - (d) prevailing market practice and market benchmark.

### 3. REMUNERATION STRUCTURE

- 3.1 The remuneration of executive directors is made up of any of/a combination of the following:
- (a) fixed salary;

- (b) directors' fees;
- (c) discretionary bonus;
- (d) share options granted under the Company's share option scheme;
- (e) shares awarded under the Company's share award plan;
- (f) contributions to retirement benefits scheme;
- (g) benefits-in-kind, such as housing allowance and medical coverage; and
- (h) other emoluments, such as reimbursement of expenses incurred, if any, in the course of performing their services.

3.2 The remuneration of non-executive directors is made up of any of/a combination of the following:

- (a) directors' fees;
- (b) share options granted under the Company's share option scheme;
- (c) shares awarded under the Company's share award plan;
- (d) contributions to retirement benefits scheme;
- (e) benefits-in-kind, such as housing allowance and medical coverage; and
- (f) other emoluments, such as reimbursement of expenses incurred, if any, in the course of performing their services.

3.3 The remuneration of independent non-executive directors is made up of the following:

- (a) directors' fees; and
- (b) other emoluments, such as reimbursement of expenses incurred, if any, in the course of performing their services.

#### **4. REVIEW OF POLICY**

4.1 The Board must, at least once in each financial year, review this policy and may take any amendments that it deems necessary or desirable.

#### **5. APPROVED AND ADOPTED**

5.1 This policy was approved and adopted by the Board on 25 April 2022.