



Alibaba Pictures Group Limited 阿里巴巴影业集团有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 1060)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

Membership

1. The remuneration committee (the “Committee”) should be established by the board (the “Board”) of directors (the “Director(s)”) of Alibaba Pictures Group Limited (the “Company”, together with its subsidiaries, the “Group”) and should comprise a majority of independent non-executive Directors who meet the independence requirements as set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
2. The Committee must be chaired by an independent non-executive Director within the Committee and appointed by the Board.
3. The company secretary of the Company or his/her representative (in his/her absence) should act as the secretary of the Committee.
4. The Directors agree to serve as a member of the Committee only if they believe they can devote sufficient time and make contributions to the Company that are commensurate with their role and responsibilities.

Proceedings of Committee Meetings

5. The Committee meetings should be held at least once a year. Any member or the secretary of the Committee may call for a meeting anytime when it is necessary.
6. A quorum of a meeting of the Committee should be two members of the Committee, one of whom must be an independent non-executive Director.
7. The Committee may invite (a) senior management of the Company and/or any other Directors to attend the Committee meetings and/or (b) any other persons, including external third parties, whose attendance may be of assistance to the performance of the duties of the Committee, provided that they are subject to confidentiality obligations.

8. Resolutions of the Committee should be passed, in the case of a meeting, by more than half of the members of the Committee attending such meeting.
9. Unless otherwise waived or agreed by all the members of the Committee, notice should be given for a meeting of the Committee not less than five days before the meeting. Notwithstanding the notification period, the attendance of the members of the Committee at the meeting would be deemed as the waiver by those members of the required notification requirement.
10. The agenda and accompanying supporting papers (if any) should be sent to all members of the Committee and to other attendees (as appropriate) at least three days before the date of the Committee meeting (or such other period as the members may agree).
11. The meetings and proceedings of the Committee are governed by the provisions of the Bye-Laws of the Company (as amended from time to time) for regulating the meetings and proceedings of the Board, so far as the same are applicable.
12. Draft and final versions of the minutes of the Committee meetings should be sent to all members of the Committee for their comments and records within a reasonable time after the Committee meeting. Full minutes shall be kept by the company secretary of the Company and shall be open for inspection at any reasonable time on reasonable notice by any Director.

Responsibilities and Duties

13. Duties of the Committee should include the following:
 - (a) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and other remuneration related matters and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) either: (i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment);
 - (d) to make recommendations to the Board on the remuneration of the non-executive Directors;
 - (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

- (f) to review and approve the compensation payable to executive Directors and senior management 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;
- (g) 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;
- (h) to ensure that no Director or any of his/her associates is involved in deciding that Director's own remuneration;
- (i) to consult the chairperson and/or the chief executive officer about their remuneration proposals for other executive Directors;
- (j) to review, provide its view on and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules (including but not limited to any change to the terms of options or awards granted to the Directors and senior management of the Company);
- (k) to exercise other powers and discretions authorized by the Board from time to time to perform its duties with regard to remuneration of executive Directors and senior management according to the Listing Rules; and
- (l) to consider other topics, as defined by the Board.

Reporting Procedures

14. The Committee should report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

General Meetings

15. The chairperson, or the other member (in his/her absence), of the Committee (who must be an independent non-executive Director) should attend the general meetings of the Company, and be ready to respond to the questions and enquiries in relation to the work of the Committee raised by the shareholders of the Company at the general meetings.

Authority

16. The Committee is authorised to seek any information related to the remuneration package from the management of the Company for the performance of its duties.
17. The Committee should consult the chairman and/or chief executive officer about their remuneration proposals for other executive Directors.
18. The Committee should have access to independent professional advice at the expense of the Company if necessary to perform the responsibilities of the Committee. Arrangement to seek independent professional advice can be made through the company secretary of the Company.
19. The Committee may arrange for relevant documents of the Company to include an explanation of the Committee's view (where the arrangements relate to grants of options or awards to the Directors and senior management of the Company) as to why, among other things, (a) a shorter vesting period (as set out in Rule 17.03F of the Listing Rules) is appropriate and (b) performance target(s) and/or clawback mechanism(s) are not necessary and how the grants align with the purpose of share schemes under Chapter 17 of the Listing Rules (including how the grants align the grantees' interests with those of the Company and its shareholders).
20. The Committee should be provided with sufficient resources for the performance of its duties.

Publication of the Terms of Reference

21. The Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board, by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

Note: This document is in English and Chinese. In case of any inconsistency, the English version shall prevail.

7 December 2022