

Shenzhen Mindray Bio-Medical Electronics Co., Ltd.
Remuneration Management System for Directors, Supervisors, and
Senior Management Members

Chapter I General Provisions

- Article 1** To further improve the management of remuneration for the directors, supervisors, and senior management members of Shenzhen Mindray Bio-Medical Electronics Co., Ltd. (hereinafter referred to as "the Company"), establish and enhance the incentive and restraint mechanisms for business operators, maintain the stability of the core management team, effectively motivate the directors, supervisors, and senior management members, improve the Company's operational and managerial capabilities, and foster the healthy, sustainable and stable development of the Company, this System is hereby developed, taking into account the specific circumstances of the Company and in accordance with applicable laws and regulations, including the *Company Law of the People's Republic of China*, the *Rules Governing the Listing of Shares on the ChiNext Market of the Shenzhen Stock Exchange*, the *Self-regulatory Guidelines for the Companies Listed on the Shenzhen Stock Exchange No. 2 – Standardized Operation of the Companies Listed on the ChiNext Market*, the *Code of Corporate Governance for Listed Companies*, the *Articles of Association*, and the *Working Rules of the Remuneration and Assessment Committee*.
- Article 2** This System applies to the directors, supervisors, and senior management members of the Company. Senior management members consist of the general manager, deputy general manager, board secretary, and CFO of the Company.
- Article 3** The remuneration system of the Company is guided by the following principles:
- (I) The principle of determining remuneration based on positions: the remuneration for different positions within the Company shall correspond to the value each position brings to the Company and embody the unity of "responsibility, power, and benefits";

- (II) The principle of aligning with performance evaluation criteria, procedures, and the main evaluation system;
- (III) The principle of integrating individual remuneration with the long-term interests of the Company;
- (IV) The principle of placing equal emphasis on incentives and restraints, and ensuring equal rewards and punishments.

Chapter II Remuneration Management Bodies

Article 4 The Board of Directors of the Company is responsible for deliberating the remuneration of the Company's senior management members. The shareholders' meeting of the Company is responsible for deliberating the remuneration of the directors and supervisors.

Independent directors shall express independent opinions on the remuneration of the directors and senior management members of the Company.

Article 5 The Remuneration and Assessment Committee, established under the Board of Directors of the Company, is authorized by the Board to perform several responsibilities, including developing remuneration standards and schemes for the directors and senior management members of the Company, reviewing the performance of duties and conducting annual assessments of the directors and senior management members of the Company, evaluating the need for initiating performance-based compensation malus and clawback procedures for specific directors and senior management members, and overseeing the implementation of the Company's remuneration system.

Article 6 The Human Resources Department and Finance Department of the Company support the Remuneration and Assessment Committee under the Board of Directors in executing the specific implementation of remuneration schemes for the senior management members of the Company.

Chapter III Remuneration Standards

Article 7 Remuneration for the board members:

(I) Non-independent directors

1. Directors appointed by external investors who hold shares in the Company shall not receive remuneration from the Company.

2. The remuneration for the chairperson of the Board of Directors of the Company and non-independent directors who are also senior management members shall be subject to Article 9.

3. The remuneration for non-independent directors of the Company who also hold non-senior management positions, as well as other non-independent directors, shall be determined based on their duties of specific positions within the Company and their contributions to the development of the Company.

(II) Independent directors

The remuneration for the independent directors shall follow the independent director allowance system, with an allowance standard of RMB 400,000 per year (before tax), which is subject to deliberation and determination by the Company's shareholders' meeting. Reasonable expenses incurred by the independent directors of the Company in the performance of their duties shall be borne by the Company.

Article 8 Remuneration for the Supervisory Committee members:

(I) The remuneration for supervisors who are not employee representatives and hold positions within the Company shall be determined according to their respective positions.

(II) The remuneration for the supervisors who are employee representatives and elected through the Company's assembly of employee representatives shall be determined according to their respective positions.

Article 9 The remuneration for the senior management members of the Company consists of a base salary and performance-based compensation. Remuneration calculation: Annual remuneration = Base salary + Performance-based compensation.

(I) Base salary: The annual base salary for senior management members shall be determined based on scopes, responsibilities and importance of

their positions, and the remuneration standards in similar roles within similar enterprises;

(II) Performance-based compensation: Aligned with the Company's performance evaluation criteria, procedures, main evaluation system, the principles of rewards and punishments, and the annual target performance bonus, this performance-based compensation shall be directly linked to the Company's annual operating performance and is paid at the end of the year based on the assessment results conducted by the Remuneration and Assessment Committee under the Company's Board of Directors.

Chapter IV Remuneration Payments

Article 10 Payments for the remuneration of the directors, supervisors, and senior management members who receive compensation from the Company shall be subject to the Company's internal remuneration payment systems. The allowance for independent directors shall be paid monthly, starting from the month following the date when the resolution for their appointment or remuneration is passed at the shareholders' meeting.

Article 11 The Company shall withhold and pay the individual income tax on the remuneration of the directors, supervisors, and senior management members of the Company in accordance with applicable laws and regulations.

Chapter V Remuneration Malus and Clawback

Article 12 The Remuneration and Assessment Committee, authorized by the Board of Directors of the Company, shall evaluate the need for initiating performance-based compensation malus and clawback procedures for specific directors and senior management members.

Article 13 If any of the following circumstances occur during any assessment year within the term of the Company's directors and senior management members, the Remuneration and Assessment Committee under the Board of Directors shall evaluate whether to reduce the performance-based compensation for specific directors and senior management members for

that year, withhold their performance-based compensation for the year, or recover, partially or fully, the performance-based compensation that have been paid out:

- (I) Publicly condemned or declared by the stock exchange as an inappropriate candidate;
- (II) Imposed administrative punishments by the China Securities Regulatory Commission due to major violations of laws and regulations;
- (III) Leaving the job without permission due to personal reasons, voluntarily resigning, or being terminated by the Company;
- (IV) Other circumstances that are deemed serious violations of the relevant regulations of the Company by the Board of Directors or the Remuneration and Assessment Committee of the Company.

Article 14 During its regular review of the directors' and senior management members' performance of duties or assessment of their performance, the Remuneration and Assessment Committee under the Board of Directors shall evaluate whether the relevant directors and senior management members have triggered the conditions for carrying out malus and clawback as specified in Article 13 hereof.

Article 15 In the event that any of the circumstances specified in Article 13 occur, the Remuneration and Assessment Committee under the Board of Directors shall conduct a comprehensive evaluation, considering factors such as the Company's economic losses, the severity of significant adverse effects, the directors' and senior management members' proactive efforts in taking remedial measures, and the effectiveness of such measures. Based on this evaluation, the committee shall determine whether to initiate performance-based compensation malus and clawback procedures and specify the amount and percentage of the malus and clawback, if applicable.

Article 16 If the Remuneration and Assessment Committee under the Board of Directors of the Company decides to initiate performance-based compensation malus and clawback procedures, the Company's Human Resources Department and Finance Department shall be responsible for leading the implementation of the malus and clawback, with support from other relevant departments. The Company's Human Resources Department

and Finance Department shall promptly cease the payment of any outstanding performance-based compensation, and recover the compensation that have been paid out upon timely communication with the relevant directors and senior management members. If necessary, a formal letter shall be issued for the clawback, providing details on the basis, amount, repayment procedure, and deadline for the clawback. Upon receipt of the clawback letter, the relevant directors and senior management members shall repay the compensation in a timely manner. If they encounter difficulties in making the repayment, they may request a maximum of a 2-year extension for the repayment.

Article 17 Directors (including independent directors) and supervisors of the Company may also propose the initiation of performance-based compensation malus and clawback procedures for specific directors and senior management members to the Remuneration and Assessment Committee under the Board of Directors. The committee shall review and evaluate the proposal, and if deemed necessary, initiate the performance-based compensation malus and clawback procedures for the relevant individuals in accordance with the provisions outlined in Article 16 hereof.

Article 18 In the event that the directors, senior management members, relevant internal departments, or responsible personnel of the Company breach the provisions hereof and fail to carry out or cooperate in carrying out performance-based compensation malus and clawback procedures, or if their implementation of performance-based compensation malus and clawback procedures violates regulations, the Company shall take into consideration the severity of the circumstances and impose corresponding sanctions on those who are responsible for the fault. Relevant responsible personnel who cause losses to the Company shall also be liable for compensation.

Article 19 The implementation of unspecified matters of performance-based compensation malus and clawback within this System shall be subject to the relevant provisions outlined in the *Labor Contract* or the employment contract signed by and between the Company and the relevant directors and senior management members. If any conflicts arise between the

provisions outlined in the *Labor Contract* or the employment contract and this System, the provisions hereof shall prevail to the extent permitted by law.

Article 20 The Remuneration and Assessment Committee under the Board of Directors has the authority to initiate malus and clawback procedures on variable compensation other than performance-based compensation (including but not limited to equity, options, Employee Stock Ownership Plan, and other special bonuses, incentives or rewards issued by the Company based on the actual circumstances). The specific implementation shall be subject to performance-based compensation malus and clawback procedures.

Chapter VI Remuneration Adjustments

Article 21 The remuneration system shall serve the Company's business strategy, and in order to align with the Company's further development requirements, it shall be adjusted accordingly to adapt to the ongoing changes in the Company's operating conditions.

Article 22 The adjustment of remuneration for the Company's directors, supervisors, and senior management members shall be based on the following:

(I) The level of remuneration increases in the same industry: Market remuneration reports or publicly available remuneration data from the same industry shall be collected, compiled, and analyzed every year, to provide a basis for reference for the Company's remuneration adjustments.

(II) Inflation level: The inflation level serves as a basis for reference for the Company's remuneration adjustments to ensure that the actual purchasing power of remuneration does not decrease.

(III) The profitability of the Company.

(IV) Organizational restructuring.

(V) Individual adjustments shall be made in cases where there are changes in positions.

Article 23 Upon review and approval by the Remuneration and Assessment Committee under the Board of Directors of the Company, temporary special rewards or punishments may be established for special purposes,

serving as a supplement to the remuneration of the directors, supervisors, and senior management members holding positions within the Company.

Chapter VII Supplementary Provisions

- Article 24** Any matters that are not addressed by this System shall be implemented in accordance with applicable laws, regulations, normative documents, and the Articles of Association of the Company.
- Article 25** In the event that any dispute or controversy arises relating to this System between the Company and its directors, supervisors, and senior management members, their initial approach shall be to seek resolution through negotiation and consultation. If the parties involved fail to resolve such dispute or controversy through negotiation and consultation within fifteen (15) days from the date of occurrence, each party shall proceed to settle it through litigation or arbitration, in accordance with the terms specified in the executed *Labor Contract* or employment contract.
- Article 26** This System shall take effect from the date it is adopted through deliberation by the shareholders' meeting of the Company, and the same shall apply in case of any amendments.
- Article 27** This System shall be interpreted by the Remuneration and Assessment Committee under the Board of Directors of the Company.
- Article 28** This system is made in Chinese, which shall prevail in case of any discrepancy between the English translation and the Chinese original.