

ASCENTAGE PHARMA GROUP INTERNATIONAL

REMUNERATION COMMITTEE CHARTER

(Adopted on January 16, 2025; effective upon the effectiveness of the registration statement relating to the Company's initial public offering in the United States)

The Remuneration Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Ascentage Pharma Group International (the "**Company**", and together with its subsidiaries, the "**Group**") shall be appointed by the Board to perform the duties and responsibilities set forth in this charter.

A. PURPOSE

The purposes of the Committee shall be to:

1. oversee the Company's compensation policies, plans, benefits programs, and overall compensation philosophy;
2. assist the Board in administering the Company's incentive compensation plans, equity compensation plans and share option schemes, and such other plans as designated from time to time by the Board; and
3. assist the Board in discharging its responsibilities relating to (a) overseeing compensation of the Company's directors, Chief Executive Officer ("**CEO**"), other executive officers and senior management of the Company (all such officers, the "**Executive Officers**"), and (b) evaluating and recommending the director and Executive Officer compensation plans, policies and programs of the Company.

The Committee shall seek to structure the Company's compensation plans, policies and programs in order to attract and retain the best available personnel for positions of substantial responsibility with the Company, provide incentives for such persons to perform to the best of their abilities for the Company, maintain appropriate levels of risk and reward and promote the success of the Company's business.

B. COMPOSITION

1. Membership. The Committee shall consist of at least three members of the Board. The members of the Committee shall be appointed by the Board upon the recommendation of the Nomination Committee of the Board (the "**Nomination Committee**") and shall serve until the earlier of their resignation or removal by the Board in its discretion. A majority of the members of the Remuneration Committee shall be independent non-executive directors.

2. Qualifications. The members of the Committee must satisfy the following qualifications; provided, however, that the Company may avail itself of any applicable phase-in rules and exemptions:

- a. each member of the Committee shall meet the independence standards established by the securities exchange on which the Company's securities are listed and the SEC, as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the securities exchange on which the Company's securities are listed and the Securities and Exchange Commission; and

- b. any other criteria required by applicable law or the rules and regulations of the SEC, the securities exchange on which the Company's securities are listed and such other qualifications as may be established by the Board from time to time.

3. Chairperson. The Board may designate a chairperson of the Committee (the "**Chairperson**") who shall be an independent non-executive director. The Chairperson of the Committee (or, in the Chairperson's absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee's activities. In the absence of that designation, the Committee may designate a Chairperson by majority vote of the Committee members, provided that the Board may replace any Chairperson designated by the Committee at any time.

C. RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform other functions that are consistent with its purpose and applicable law, rules and regulations and as the Board or Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

In reviewing and approving the Company's remuneration packages, the Committee should consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group.

1. Executive Compensation. The Committee shall have direct responsibility to:
 - a. make recommendations to the Board on the Company's policy and structure for all Executive Officers' remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - b. review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO;
 - c. with reference to the Board's corporate goals and objectives, review at least annually and approve or recommend for approval to the Board members other than the CEO, the CEO's (i) base salary, (ii) incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement, transition or consulting agreement, retirement agreement or change of control protections and (v) any other benefits, compensation or similar arrangements, if any (including, without limitation, perquisites, pension rights, any benefits in kind, any compensation payments such as compensation payable for loss or termination of office or appointment, and any other form of compensation such as a signing bonus or payment of relocation costs), including any amendments to or terminations of any of the foregoing;
 - d. in consultation with the CEO and with reference to the Board's corporate goals and objectives, review at least annually and approve or recommend for approval to the Board members other than the CEO items (i) through (v) for the other Executive

Officers, including any prospective or former Executive Officers, including any amendments to or terminations of any of the foregoing;

- e. review and approve compensation payable to the Executive Officers 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; and
- f. review and approve, as well as approve amendments to or terminations of, any compensatory contracts or similar transactions or arrangements with such other employees as the Committee determines, including employment agreements, severance arrangements, transition or consulting agreements, retirement agreements and change-in-control agreements or provisions.

2. Review and Approve Employee Compensation Plans. The Committee shall review and approve the Company's employee benefit and equity incentive plans and share schemes under Chapter 17 of the Listing Rules of The Stock Exchange of Hong Kong Limited.

3. Oversee Compensation Plans and Programs. The Committee shall establish, and periodically review, the Company's employee compensation plans. The Committee shall oversee the development and implementation of the Company's compensation plans, to ensure that these plans are consistent with this general compensation strategy. In connection with this responsibility, the Committee shall:

- a. with reference to the Board's corporate goals and objectives, periodically review and approve new executive compensation programs and total compensation levels;
- b. periodically review the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
- c. establish and periodically review policies for the administration of executive compensation programs; and
- d. periodically review the impact of tax and accounting rules changes.

4. Evaluate Compensation Risk. The Committee shall, at least annually, review and discuss the Company's compensation policies and practices with management to:

- a. determine whether the policies and practices encourage excessive risk-taking;
- b. review the relationship between risk management policies and compensation; and
- c. evaluate compensation policies and practices that could mitigate any such risk.

In addition, the Committee shall periodically discuss with the Board and/or the Nomination Committee corporate succession plans for Executive Officers and other key employees of the Company.

5. Stock Ownership Guidelines. If the Board or Committee establishes stock ownership guidelines for the Executive Officers and non-employee members of the Board, the Committee shall monitor compliance with those guidelines and periodically review such guidelines and recommend any proposed changes to the Board.

6. Clawback and Recoupment. If and as the Committee determines to be necessary or appropriate, or as required by applicable law, the Committee shall review, approve (or recommend to the Board for approval) and administer, including the adoption, amendment, or termination of, any clawback policy allowing the Company to recoup compensation paid to employees.

7. Board Compensation. The Committee shall at least annually, with reference to the Board's corporate goals and objectives, review and recommend to the Board the form and amount of compensation to be paid for service on the Board (including both the executive and non-executive directors) and Board committees and for service as a chairperson of a Board committee (including any benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment). The Committee shall also: (a) make recommendations to the Board on the Company's policy and structure for all directors' remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (b) review and approve compensation payable to executive directors 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; (c) 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; and (d) ensure that no director or any of their associates is involved in deciding that director's own remuneration.

8. Compliance. In consultation with management, the Committee shall oversee regulatory compliance with respect to compensation matters affecting the Company, including disclosure of the directors' remuneration policy, details of any remuneration payable to members of senior management by band and other remuneration related matters in the annual reports published in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and disclosure of executive compensation information in the Company's annual reports on Form 20-F.

9. Advisors. The Committee is authorized, in its sole discretion, to retain or obtain the advice of compensation consultants, independent legal counsel and other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other advisor retained by the Committee. Such responsibility includes the sole authority to retain or terminate, and to determine the terms of engagement and the extent of funding necessary for payment of reasonable compensation to, compensation consultants, independent legal counsel and other advisors retained by the Committee. The Company shall provide appropriate funding for the payment of compensation to its compensation consultants, outside legal counsel and other advisors retained by the Committee.

Prior to selecting and receiving advice from compensation consultants, outside legal counsel and other advisors (other than the Company's in-house legal counsel), the Committee shall take into consideration the independence factors set forth in the applicable rules of the SEC and the listing standards of the securities exchange on which the Company's securities are listed.

The Committee may retain, or receive advice from, any compensation advisor it prefers, including advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

10. Report to Board. Without prejudice to the generality of the duties of the Committee set out above, the Committee shall report to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

11. Committee Evaluation. The Committee shall conduct and present to the Board an annual self-performance evaluation of the Committee.

12. Charter. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval. The Company shall make copies of this charter publicly available on the website of the Company and the website of The Stock Exchange of Hong Kong Limited.

D. GENERAL

1. The Committee shall meet at such times as the Committee shall determine and at least once a year. The Committee may meet in person or by telephone or video conference. Each member of the Committee shall disclose to the Committee any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee.

2. Minutes are kept of each meeting of the Committee, and by a duly appointed secretary of the meeting (who should normally be the Company secretary). Minutes of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by the members or dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records, within a reasonable time after the meeting. The Committee must regularly provide reports of its actions to the Board.

3. The Committee may delegate its authority when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or the securities exchange on which the Company's securities are listed or SEC requirements.

4. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's articles of association that are applicable to the Committee. The Committee may establish its own meeting schedules, which it shall provide to the Board.

5. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. No Executive Officer may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined.

6. Members of the Committee can receive such fees, if any, for their service as Committee members as may be determined by the Board or a duly authorized Board committee, as applicable.