Prime Intelligence Solutions Group Limited
懶豬科技集團有限公司

(incorporated in the Cayman Islands with limited liability)
(the "**Company**")

TERMS OF REFERENCE
OF
THE REMUNERATION COMMITTEE
OF THE BOARD OF DIRECTORS
(the "Committee")

Adopted pursuant to a resolution
passed by the board ("Board")
of directors ("Directors") of the Company
on 18 January 2018 and
revised pursuant to the resolutions passed by the Board
on 30 December 2022 and 14 August 2025

1. MEMBERSHIP

1.1 Members of the Committee ("**Members**", each a "**Member**") shall be appointed by the Board from amongst the Directors only and shall consist of not less than three (3) Members.

1.2 The majority of the Members shall be independent non-executive Directors.

1.3 The chairman (the "**Chairman**") of the Committee shall be appointed by the Board or elected among the Members and shall be an independent non-executive Director.

1.4 The Members shall not have personal financial interest (other than being a shareholder of the Company) and conflicts of interest arising from cross-directorships.

1.5 The term of membership will be one year from the date of appointment subject to renewal and shall be governed by the provisions of the articles of association of the Company (the "**Articles**").

1.6 The appointment of the Members and secretary of the Committee (the "**Secretary**") may be revoked, or additional Members may be appointed by separate resolutions passed by the Board and by the Committee. An appointment of the Member shall be automatically revoked if such Member ceases to be a Director.

1.7 The company secretary or his or her nominee shall act as the Secretary.

2. PROCEEDINGS OF THE COMMITTEE

2.1 Notice

(a) Unless otherwise agreed by all the Members, a meeting ("**Meeting**") of the Committee shall be called by at least fourteen (14) days' notice.

(b) A Member may and, on the request of a Member, the Secretary shall, at any time summon a Meeting. Notice shall be given to each Member, at least fourteen (14) days before the date of the meeting orally in person or in writing or by telephone or telex or telegram or facsimile transmission or electronic mail at the telephone number or facsimile number or address or email address from time to time notified to the Secretary by such Member or in such other means as the Members may from time to time determine. Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(c) Notice of Meeting shall state the purpose, time and place of the Meeting. An agenda together with other documents which may be required to be considered by the Members for the purposes of the meeting should generally be delivered to the Members with the Notice of Meeting and in any event not less than three (3) days before the intended date of the Meeting (or such other period as all the Members may agree).

2.2 Quorum

The quorum of the Meeting shall be constituted by two (2) Members, one of which should be an independent non-executive Director.

2.3 Frequency of meetings

(a) Meetings shall be held at least once (1) a year.

(b) Additional Meetings shall be held as the work of the Committee demands or as convened by any Members at his or her discretion.

(c) Proceedings of Meetings of the Committee shall be governed by the Articles.

2.4 Voting

Resolutions of the Committee at any Meeting shall be passed by a majority of votes of the Members present. A Member shall abstain from voting in respect of the resolution regarding the remuneration payable to him/her.

2.5 Others

Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

3. WRITTEN RESOLUTIONS

A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a Meeting and may consist of several documents in like form each signed by one or more of the Members. Such resolution may be signed and circulated by fax or other electric communications. This provision is without prejudice to any requirement under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") for a Board or Committee meeting to be held.

4. ALTERNATE MEMBERS

No alternate Member can be appointed.

5. AUTHORITY

5.1 No Director should be involved in deciding his own remuneration. The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive Directors. The Committee should have access to independent professional advice if necessary.

5.2 The Committee is authorised by the Board:

(a) to review any proposed service contract with any Director or senior management before such contract is entered into and to make recommendation to the Company's human resources department for any changes to the proposed terms of such contract;

(b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive Directors and the senior management;

(c) to request the Board to convene a shareholders' meeting (if necessary) for purposes of removing any Director and to dismiss any employees if there is evidence showing that the relevant Director and/or employee has failed to discharge his duties properly;

(d) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary;

(e) to obtain sufficient resources from the Company to perform its duties;

(f) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and

(g) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged.

6. DUTIES

The duties of the Committee shall include, without limitation:

(a) to make recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management of the members of the Company (the "**Group**") 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) 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 determine the policy and make recommendations to the Board on remuneration of non-executive Directors;

(e) to assess the performance of executive Directors;

(f) to approve the terms of executive directors' service contracts;

(g) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

(h) to review and approve 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;

(i) 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;

(j) to ensure that no Director or any of his associates is involved in deciding his own remuneration;

(k) to form a view in respect of service contracts to be granted by the Group under Rule 17.90 of the GEM Listing Rules that require shareholders' approval and advise shareholders (other than shareholders who are Directors with a material interests in the service contracts and their associates) as to whether the terms are fair and reasonable, advise whether such contracts are in the interests of the Company and its shareholders as a whole and advise shareholders how to vote. An independent non-executive Director who has a material interest in any such contracts shall not sit on the Committee;

(l) to consider the granting of share options to Directors pursuant to any share option scheme adopted by the Company;

(m) to ensure due compliance with any relevant disclosure requirements in respect of the remuneration of Directors under the GEM Listing Rules, the Companies Ordinance and any other statutory requirements;

(n) to consult the Chairman of the Board and/or chief executive of the Company about their remuneration proposals for other executive Directors;

(o) to do any such things to enable to the Committee to discharge its powers and functions conferred on it by the Board;

(p) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Memorandum of Association and the Articles or imposed by legislation and the GEM Listing Rules;

(q) to review and/or approve matters relating to share schemes under Chapter 23 of the GEM Listing Rules; and

(r) to consider other topics, as defined by the Board.

Note: "Senior management" refers to such persons disclosed in the Company's annual reports from time to time as senior management, which shall be determined by the Directors and may include directors of subsidiaries of the Company, heads of divisions, departments or other operating units within the Group.

7. REPORTING PROCEDURE

7.1 The Committee shall report to the Board on a regular basis. In particular, the Committee shall report to the Board such findings and recommendations which will be supported, wherever relevant, with indications of historical remuneration arrangements in respect of the individuals concerned.

7.2 Full minutes of the Meetings should be kept by the Secretary. Draft and final versions of minutes of Meetings shall be circulated to all Members for their comment and records within a reasonable period of time after each Meeting. The Secretary shall circulate draft and final versions of the minutes of Meetings and all written resolutions of the Committee to all members of the Board, keeping the Board informed of the Committee's activities, decisions and recommendations on regular basis. The Secretary shall keep record of all Meetings held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meeting held during that financial year.

7.3 Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

8. ANNUAL GENERAL MEETING

The Chairman or another Member shall attend the Company's annual general meeting and be prepared to respond to questions raised by shareholders on the Committee's activities and responsibilities.

9. CONTINUING APPLICATIONS OF THE ARTICLES

The Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions herein shall apply, *mutatis mutandis*, to regulate the Meetings and proceedings of the Committee.

10. AVAILABILITY AND UPDATE OF THE TERMS OF REFERENCE

10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the GEM Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.

10.2 The Board may, subject to compliance with the Articles and the GEM Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the GEM Listing Rules or, if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act or resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

The Chinese version is for reference only, and the English version shall prevail in case of any inconsistency between the English version and the Chinese translation thereof.