These Terms of Reference are prepared in English. In the event that there is any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.

MEDICSKIN HOLDINGS LIMITED
密迪斯肌控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8307)

REMUNERATION COMMITTEE
TERMS OF REFERENCE
(Effective on 22 June 2026)

1. Establishment

1.1 The Remuneration Committee (the "**Committee**") is established by Medicskin Holdings Limited (the "**Company**").

1.2 Subject to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**GEM Listing Rules**") and the articles of association of the Company, the procedures of the Committee shall be regulated by the provision of this set of terms of Reference (the "**Terms of Reference**").

2. Membership

2.1 The Committee shall be appointed by the board of directors of the Company (the "**Board**") from amongst the directors of the Company and shall consist of not less than three members.

2.2 The majority of the Committee members should be independent non-executive directors of the Company.

2.3 The chairman of the Committee should be an independent non-executive director.

2.4 The quorum of the Committee meeting shall be two members.

2.5 A member who wishes to retire or resign from the Committee should provide notice to the Company so that a replacement may be appointed before he leaves.

3. Casting vote

3.1 In the case of an equality of votes, the chairman of the Committee shall have the casting vote.

4. Authority:-

The authorities of the Committee are: -

4.1 to investigate any activity within the Terms of Reference and to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee and shall be provided with sufficient resources to discharge its duties; and

4.2 to obtain outside legal or other independent professional advice and to secure the attendance of professional persons with relevant experience and expertise if it considers this necessary.

5. Duties, Powers and Discretion

The duties, powers and discretion of the Committee are:-

5.1 to make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration, of which a significant portion of executive director's remuneration should link rewards to corporate and individual performance, and on the establishment of a formal and transparent procedure for developing remuneration policy;

5.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

5.3 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;

5.4 to make recommendations to the Board on the remuneration of non-executive directors;

5.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;

5.6 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;

5.7 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;

5.8 to ensure that no director or any of his associates is involved in deciding his own remuneration;

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

5.10 to ensure the Company complies with the disclosure of details of any remuneration payable to members of senior management by band in its annual reports in accordance with the Corporate Governance Code contained in Appendix C1 to the GEM Listing Rules;

5.11 to advise the shareholders of the Company with respect to any service contracts of directors that require shareholders' approval under the GEM Listing Rules; and

5.12 to consider other topics as defined by the Board.

6. Powers of the Board

6.1 The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules, amend, supplement and revoke these Terms of Reference and/or any resolution passed by the Committee provided that no amendments to or revocation of these Terms of Reference and/or any resolution passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if these Terms of Reference or resolution had not been amended or revoked.

7. Administration

7.1 The Committee shall hold at least one meeting each financial year. The meeting may be held by means of a conference telephone or other communication facility.

7.2 The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating the meetings and proceedings of directors.

7.3 Reasonable notice of each meeting confirming the venue, time, and date shall be given to each member of the Committee. An agenda and accompanying papers shall be sent in full to all members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as agreed by its members).

7.4 The company secretary of the Company shall be the secretary of the Committee.

8. Reporting

8.1 The Committee shall report to the Board on its decisions or recommendations on a regular basis.

8.2 The company secretary of the Company shall keep full minutes of all meetings. Draft and final versions of minutes shall be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting is held.

8.3 The Committee shall consult the chairman and/or the chief executive about their remuneration proposals for other executive directors. The Committee should have access to independent professional advice if necessary.

8.4 The chairman of the Committee should attend the annual general meeting. In his absence, he should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

9. Disclosure

9.1 The Committee shall make available on the website of the Stock Exchange and the Company's website the Terms of Reference and explain the role of the Committee and the authority delegated to it by the Board.