

Legion Consortium Limited

(the “Company”)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2129)

THE REMUNERATION COMMITTEE TERMS OF REFERENCE

ADOPTED BY THE BOARD ON 18 DECEMBER 2020

AND

AMENDED BY THE BOARD ON 22 DECEMBER 2022

These terms of reference of the remuneration committee of the Company (the “**Committee**”) have been prepared based on the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**” and the “**Exchange**” respectively).

Members

1. The Committee members must be appointed by the board of directors of the Company (the “**Director(s)**” or “**Board**”) and shall consist of not less than three members. The majority of the members must be independent non-executive Directors (the “**INED(s)**”).
2. Chairman of the Committee shall be appointed by the Board and must be an INED.
3. Subject to Rules 1 and 2 above, the Board may, from time to time, at their discretion, change the composition of the members of the Committee.

Secretary

4. The Committee may appoint the company secretary of the Company or any other person with appropriate qualification and experience as the secretary of the Committee. Full minutes of the meetings should be kept by the secretary.

Frequency and proceedings of meeting

5. The Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Committee demands.

6. The quorum of a meeting shall be two members of the Committee.
7. A member of the Committee must abstain from voting and must not be counted in the quorum of a meeting in respect of the resolution regarding the remuneration payable to that member.
8. The Committee members could attend the meetings in person, by telephone or by video conference.
9. Resolutions of the Committee shall be passed by more than half of the members of the Committee.
10. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
11. Unless otherwise stated herein, proceedings of meeting of the Committee shall be governed by the relevant provisions of the Articles of Association (as amended from time to time).

Authority

12. All members of the Committee can have access to the advice and services of the secretary who is responsible to the Committee for ensuring that procedures of the Committee, and all applicable rules and regulations, are followed.
13. The Committee shall be provided with sufficient resources to perform its duties and may seek independent professional advice in appropriate circumstances at the Company's expenses to perform its duties.
14. The Committee is authorised by the Board to investigate any activity within its terms of reference and seek any necessary information which is within its scope of duties from the employees of the Company and its subsidiaries (including members of the Board).

Duties

15. Main duties of the Committee should include:–

- (a) to make recommendations to the Board on the policy and structure for all Directors' and senior management remuneration 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 compensation payable for loss or termination of their office or appointment. The Committee should consult the Chairman and/or Chief Executive Officer (if any) of the Company about their proposals relating to the remuneration of other executive Directors;
- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) in determining and recommending remuneration, to consider factors such as salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
- (f) to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that it is consistent with contractual terms and that such compensation 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 such arrangements are consistent with contractual terms and otherwise reasonable and appropriate;

- (h) to ensure that no Directors or any of his associates is involved in deciding his own remuneration;
 - (i) to advise shareholders of the Company (the “**Shareholders**”) with respect to any service contracts of Directors that require Shareholders’ approval under the Listing Rules; and
 - (j) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.
16. Without prejudice to the generality of these Terms for the Remuneration Committee set out above, the Remuneration Committee shall:
- (a) operate, review or approve the Company’s share option scheme, share award scheme or other incentives schemes as they apply to, and recommend to the general meeting of Shareholders, grants of options or share awards to be made to the Company’s employees, Directors, or other eligible persons. It shall recommend to the Board the total aggregate amount of any grants to employees, Directors, or other eligible persons (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment); and
 - (b) liaise with the trustee of any share option scheme, share award scheme or other incentives schemes which is created by the Company for the benefit of employees, Directors, or other eligible persons.

Reporting Procedures

17. The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.
18. Full minutes and written resolutions should be kept by the secretary of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any director. The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records, within a reasonable time after the meeting. Written resolutions should be promptly sent to all Committee members for their records after the written resolutions are passed.

19. At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the Board on the works and recommendations of the Committee since the last Board meeting (if any). At least once annually, the Committee should present a report in writing to the Board which addresses the work of the Committee during the year.

Others

20. The Company should disclose details of any remuneration payable to members of senior management by band in its annual reports and the Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website.
21. Any changes to the terms of reference shall be effective after they have been approved by the Board.

–End–

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.