

Yuk Wing Group Holdings Limited
煜榮集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(the “**Company**”)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

(Amended and approved by the Board on 30 January 2023)

DEFINITIONS

1. For the purposes of these terms of reference (the “**Terms**”):

Articles means the articles of association of the Company;

Board means the board of directors of the Company;

Company means Yuk Wing Group Holdings Limited 煜榮集團控股有限公司;

Company Secretary means the company secretary of the Company;

Directors means the members of the Board;

Group means the Company and its subsidiaries;

Listing Rules means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);

Remuneration Committee means the remuneration committee established by the resolution of the Board in accordance with these Terms;

Senior Management means the senior executives and officers of the Group determined by the Board from time to time as the senior management of the Group for the purposes of the Remuneration Committee;

Shareholders means the shareholders of the Company from time to time; and

Stock Exchange means The Stock Exchange of Hong Kong Limited.

2. The word “remuneration”, as used in these Terms, includes without limitation any salaries, bonuses, allowances, benefits (in cash or in kind), pension arrangements, reimbursements, compensation payments (including any compensation payable for loss or termination of office or appointment), incentive awards and share options.

CONSTITUTION

3. The Remuneration Committee was established by resolution of the Board on December 15, 2016.

MEMBERSHIP

4. The members of the Remuneration Committee shall be appointed by the Board from among the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. A quorum shall be two members of whom at least one shall be an independent non-executive Director.
5. The chairman of the Remuneration Committee shall be appointed by the Board and shall be an independent non-executive Director.
6. Each member of the Remuneration Committee shall disclose to the Remuneration Committee:
 - (a) any personal financial interest (other than as a Shareholder of the Company) in any matter to be decided by the Remuneration Committee; or
 - (b) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Remuneration Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Remuneration Committee.

FREQUENCY AND CONDUCT OF MEETINGS

7. Meetings of the Remuneration Committee shall be held as and when appropriate, but not less than once a year. The chairman of the Remuneration Committee shall convene a meeting upon request by any member of the Remuneration Committee.
8. An agenda and other relevant documents should be sent in full to all members in a timely manner and at least three days before the intended date of a meeting of the Remuneration Committee (or such other period as may be agreed by its members).
9. Meetings of the Remuneration Committee may be held either in person or through electronic means of communication or in such other manner as the members may agree.
10. Meetings of the Remuneration Committee may follow the same procedures as those for meetings of the Board under the relevant provisions in the Articles, as amended from time to time.
11. The Group's management team is obliged to supply the Remuneration Committee with adequate information in a timely manner in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where any member requires more detailed and complete information from management, that member should make any additional necessary enquiries. The Remuneration Committee and each member shall have separate and independent access to management.

ANNUAL GENERAL MEETINGS

12. The chairman of the Remuneration Committee (or in his absence, his duly appointed delegate) shall attend the Company's annual general meetings and be prepared to respond to Shareholders' questions on the Remuneration Committee's work and its responsibilities.

AUTHORITY

13. The authorities of the Remuneration Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code as contained in Appendix 14 of the Listing Rules (as amended from time to time).
14. The Remuneration Committee is authorised by the Board to perform any activity within these Terms. It is authorised to seek any information it requires from any employee of the Group and all employees are directed to co-operate with any request made by the Remuneration Committee.
15. The Remuneration Committee is authorised by the Board to obtain, at the Company's expense, external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Remuneration Committee shall be provided with sufficient resources to perform its duties. The Remuneration Committee shall be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external party who advises the Remuneration Committee.
16. The Remuneration Committee shall consult the chairman of the Board and/or the chief executive officer of the Company about the remuneration proposals for other executive Directors and Senior Management.

DUTIES

17. The duties of the Remuneration Committee shall include:
 - (a) making recommendations to the Board on the Company's 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) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) making 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) making recommendations to the Board on the remuneration of non-executive Directors;
 - (e) considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
 - (f) reviewing and approving 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;
 - (g) reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct in order to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

- (h) ensuring that no Director or any of his associates is involved in deciding his own remuneration;
- (i) with respect to any service contracts of Directors that require shareholders' approval under Rule 13.68 of the Listing Rules, advising Shareholders of the Company as to whether the terms are fair and reasonable, whether such contracts are in the interests of the Company and its Shareholders as a whole, and as to how to vote;
- (j) reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules (as amended from time to time); and
- (k) considering other topics as defined or directed by the Board.

REPORTING PROCEDURES

18. Full minutes of the Remuneration Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary or a duly appointed representative). The minutes shall be made available for inspection on reasonable notice by any Director. Minutes of meetings of the Remuneration Committee shall record in sufficient detail the matters considered by the Remuneration Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Remuneration Committee for their comment and records within a reasonable time after such meetings.
19. A resolution signed by all Remuneration Committee members shall be as valid and effectual as a resolution passed at a meeting of the Remuneration Committee duly convened and held and may consist of several documents in like form each signed by one or more members.
20. The Remuneration Committee should, at least annually, evaluate its own performance, these Terms, and its membership to ensure it is performing its duties effectively, and recommend to the Board any changes it considers necessary.
21. The chairman of the Remuneration Committee shall report back to the Board on their decisions or recommendations after the meeting, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

TERMS AVAILABLE

22. The Remuneration Committee shall make these Terms available by publishing them on the websites of the Company and the Stock Exchange in order to explain its role and the authority delegated to it by the Board.

If there is any inconsistency between the English and Chinese version of these terms of reference, the English version shall prevail.