



Plus Group Holdings Inc.
普樂師集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(the “Company”)

THE REMUNERATION COMMITTEE
TERMS OF REFERENCE

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).

Composition

1. The Committee is established by the board (the “**Board**”) of directors of the Company (the “**Directors**”) according to the articles of association of the Company (the “**Articles of Association**”) and the establishment would be effective on 4 April 2023.

Members

2. The Committee members must be appointed by the Board and shall consist of not less than three members. The majority of the members must be independent non-executive Directors (the “**INEDs**”).
3. Chairman of the Committee shall be appointed by the Board and must be an INED.

Secretary

4. The Committee may appoint the Secretary (as defined in the Articles of Association) of the Company or any other person with appropriate qualification and experience as the secretary of the Committee.

Frequency and proceedings of meetings

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, one of whom must be an INED.
7. The Committee members could attend the meetings in person, by telephone or by video conference.

8. Resolutions of the Committee shall be passed by more than half of the members of the Committee.
9. 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.
10. 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

11. 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.
12. The Committee shall be provided with sufficient resources to perform its duties and may seek independent professional advice upon reasonable request at the Company's expenses to perform its duties.

Duties

13. 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) either (i) to have the delegated responsibility to determine the remuneration packages of individual executive Directors and senior management; or (ii) 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 (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) to consider 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 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) 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 otherwise reasonable and appropriate;
- (h) to ensure that no Directors or any of his associates is involved in deciding his own remuneration; and
- (i) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

Reporting Procedures

14. 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.
15. Full minutes and written resolutions should be kept by the secretary of the Committee. Minutes of meetings of the Committee should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by the Directors, members or dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all Committee members respectively 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.
16. 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

17. 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. Listing Rules) in Hong Kong. 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.
18. Any changes to the terms of reference shall be effective after they have been approved by the Board.