3DG HOLDINGS (INTERNATIONAL) LIMITED
金至尊集團(國際)有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 2882)
(the "Company")

REMUNERATION COMMITTEE - TERMS OF REFERENCE

1. Membership

1.1 Members (the "Members") of the Remuneration Committee (the "Committee") shall be appointed by the board of directors of the Company (the "Board"). The Committee shall be made up of at least three (3) Members.

1.2 The Committee shall be chaired by an Independent Non-Executive Director ("INED") and comprises a majority of INEDs.

1.3 In the absence of the Chairman of the Committee and/or an appointed deputy, the remaining Members present shall elect one of themselves to chair the meeting. However, when dealing with matters related to the successor of the Chairman, the Chairman of the Board shall not be the Chairman of the Committee.

2. Secretary

2.1 The Company Secretary of the Company shall be the Secretary of the Committee.

2.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary of the Committee.

3. Quorum

3.1 The quorum shall be two (2) Members, whom of which must be INEDs. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Meetings

4.1 The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.

4.2 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 communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

4.3 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.

4.4 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

5. Notice of Meetings

5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its Members.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member of the Committee, any other person required to attend and all other Non-Executive Directors, no later than three days before the date of the meeting. Supporting papers shall be sent to Committee Members and to other attendees as appropriate, at the same time.

6. Attendance at Meetings

6.1 The Committee may, from time to time, invite the Chairman of the Board, Board members, Managing director, external advisers and/or other persons as may be considered by the Committee to be appropriate to attend all or any part of any meetings. Only Members are entitled to vote at the meetings.

7. Minutes of Meetings

7.1 The Secretary of the Committee shall keep minutes of all Committee meetings and the written resolutions. Draft and final versions of minutes of meetings of the Committee shall be sent to all Members for their comment and record respectively, in both cases within a reasonable time after each meeting. The minutes and written resolutions shall be made available for inspection by any Director.

8. Annual General Meeting

8.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any questions from shareholders on the Committee's activities.

9. Authority

9.1 The Committee should consult the Chairman of the Board and/or the Chief Executive Officer about their remuneration proposals for other Executive Directors and senior management.

9.2 Any Member may seek independent professional advice in appropriate circumstances at the Company's expense to perform his/her duties as a Member.

9.3 The Committee is authorised by the Board to seek any remuneration-related information it requires from senior management of the Company in order to perform its duties.

9.4 The Committee shall be provided with sufficient resources to perform its duties.

10. Duties

The duties of the Committee should include, as a minimum:-

10.1 to make 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. The objective of such policy shall be to ensure that members of the senior management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company.

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

10.3 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.

10.4 to make recommendations to the Board on the remuneration of Non-executive Directors.

10.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.

10.6 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.

10.7 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.

10.8 to ensure that no Director or any of his associates is involved in deciding his own remuneration.

10.9 to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), if any.

10.10 to review the ongoing appropriateness and relevance of the remuneration policy.

10.11 to approve the design of, and determine targets for, any performance related pay schemes operated by the Company and make recommendation to the Board on the total annual payments made under such schemes.

10.12 to review annually the remuneration trends across the company or group.

10.13 to oversee any major changes in employee benefits structures throughout the company or group.

10.14 to agree the policy for authorising claims for expenses from the Chief Executive Officer and Chairman of the Board.

10.15 to ensure that all provisions regarding disclosure of remuneration including pensions, as set out in the Listing Rules are fulfilled.

10.16 to consider and carry out any other matters specifically referred to the Committee by the Board.

11. Reporting Responsibilities

11.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, unless there are legal or regulatory restrictions on its ability to do so.

11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Publication of the Terms of Reference

12.1 These terms of reference are posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference will be made available to any person without charge upon request.

Revised on November 2025