China Vered Financial Holding Corporation Limited

中薇金融控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 245)

TERMS OF REFERENCE
OF
REMUNERATION COMMITTEE
(amended and effective on 19 December 2025)

A. Composition of Remuneration Committee

The Remuneration Committee of China Vered Financial Holding Corporation Limited (the "**Company**", together with its subsidiaries, the "**Group**") shall be appointed by the board of directors of the Company (the "**Board**"). The Remuneration Committee shall consist of not less than three members, and a majority of whom shall be independent non-executive directors. The chairman of the Remuneration Committee (the "**Chairman**") must be an independent non-executive director of the Company.

The company secretary of the Company or his or her delegate or such other person appointed by the Chairman shall be the secretary of the Remuneration Committee.

B. Objective

The objective of the Remuneration Committee is to ensure the remuneration of the directors of the Board and the senior management officers of the Company is fair, performance-based, and aligned with the Company's strategic goals and shareholders' interests.

C. Meeting

The Remuneration Committee shall meet at least once a year.

The Remuneration Committee may, from time to time, invite any Board member or officer or any other person to attend any of its meeting so as to ensure that the Remuneration Committee better performs its duties and obligations.

A meeting (the "**Meeting**") of the Remuneration Committee shall be chaired by the Chairman. In the absence of the Chairman at the Meeting, the members present may elect one member among themselves to chair the Meeting. The quorum for each Meeting shall be two (2) members.

Meetings may be held with members attending in person, by telephone or by video conference. Members can attend the Meeting via telephonic or any similar communication device.

The secretary of the Remuneration Committee shall be in attendance at each Meeting and shall record the proceedings of the Meeting. The secretary of Remuneration Committee shall circulate the draft and final versions of the minutes of Meetings and relevant papers (if any) to all members for comment (if any) and records within a reasonable time after each Meeting. All minutes shall record in sufficient detail the matters considered, decisions reached, recommendations made by the Remuneration Committee and any other concerns including dissenting views of the Remuneration Committee. Full minutes of Meetings should be kept by the secretary of the Remuneration Committee.

Decisions of the Remuneration Committee shall be determined by simple majority of the members present, with each member entitled to one vote, and in the event of a tie, the chairman of the Meeting shall be entitled to a second or casting vote.

A resolution in writing signed by all the members of the Remuneration Committee shall be as valid as if it has been passed at a Meeting duly convened and held.

D. Duties and Authority

The following are the main duties and responsibilities of the Remuneration Committee. These are not exhaustive and can be augmented with the approval of the Board if necessary:

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;

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

3. to determine, with delegated responsibility from the Board, 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;

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

5. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

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;

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;

8. to ensure that no director or any of their associates is involved in deciding his/her own remuneration;

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;

10. to review the service contracts of any director or proposed director of the Company or its subsidiary that require shareholders' approval and advise the shareholders (other than shareholders who are directors with a material interest in the service contracts and their associates) as to whether the terms are fair and reasonable, advise whether such contracts are in the interests of the Company and its shareholders as a whole and advise shareholders on how to vote;

11. to integrate environmental, social and governance factors, climate objectives, and related performance targets into the evaluation and determination of remuneration policy for the Company's senior management and directors; and

12. to perform other duties and powers as assigned by the Board to the Remuneration Committee.

E. Resources

The Remuneration Committee should be provided with sufficient resources to perform its duties. The Remuneration Committee should have access to outside legal or other independent professional advice in connection with its duties at the Company's expense if necessary.

F. Reporting

The Remuneration Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

Should there be any inconsistency between the English and Chinese versions of the above terms of reference, the English version shall prevail. These terms of reference shall take effect upon approval by the Board, and shall be updated and revised as and when appropriate in light of changes in circumstances and regulatory requirements (including but not limited to the Listing Rules).