**ZHONGZHENG INTERNATIONAL COMPANY LIMITED**

(the "**Company**")

**REMUNERATION COMMITTEE - TERMS OF REFERENCE**

(As revised on 27 February 2026)

**Constitution**

1. The board of directors of the Company (the "**Board**") has on 1 August 2005 resolved to establish a Committee of the Board to be known as the Remuneration Committee (the "**Committee**").

**Membership**

2. The Remuneration Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors.

3. The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.

**Attendance at meetings**

4. Only members of the Committee shall have the right to attend Committee meetings. However, other individuals of the Company such as the directors or senior management who is in-charge of the Human Resources function of the Company may be invited to attend all or part of the meetings as and when appropriate and to provide support to the Committee to perform its duties.

5. The Company Secretary shall act as the secretary of the Committee (the "**Secretary**").

**Frequency and quorum of meetings**

6. The Committee shall meet at least once every financial year and more frequently if circumstances require.

7. The quorum of the meeting shall be two..

**Notice of meetings**

8. Unless otherwise agreed, the Secretary shall forward the notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed to each member of the Committee, any other person required to attend and all other directors, with reasonable notice, before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time.

**Authority**

9. The Committee is authorised to seek any information it requires from any employee or director of the Company in order to perform its duties.

10. The Committee should consult the chairman and/or chief executive of the Company about their remuneration proposals for other executive directors.

11. In connection with its duties, the Committee should have access to independent professional advice if necessary.

**Duties**

12. The duties of the Committee shall be as follows:

    (a) 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;

    (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. Remuneration packages should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

    (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 group;

(f) 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 determined 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 are otherwise reasonable and appropriate;

(h) to ensure that no director 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

**Reporting procedures**

13. The Committee shall report to the Board the outcome of its meetings including any recommendation arising therefrom.

14. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

15. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

16. Full minutes of meetings should be kept by the Secretary. Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

**Other matters**

17. Where the Board resolves to approve any remuneration or compensation arrangements with which the Committee disagrees, the Board should disclose the reasons for its resolution in its next Corporate Governance Report.

18. The Company should disclose the directors' remuneration policy, details of any remuneration payable to members of senior management by band and other remuneration related matters in the annual reports.

19. The Committee should be provided with sufficient resources to perform its duties.

20. 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 website of the Company and on the website of the Hong Kong Stock Exchange.

21. If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.