VESON HOLDINGS LIMITED
鋭 信 控 股 有 限 公 司

(*Incorporated in the Cayman Islands with limited liability*)
(**Stock Code: 01399**)

Terms of Reference for Remuneration Committee

Purpose

1. The purpose of the Remuneration Committee is to assist the board of directors (the "**Board**") of Veson Holdings Limited (the "**Company**") in determining the policy and structure for the remuneration of executive directors, evaluating the performance of executive directors, reviewing and/or approving matters relating to incentive schemes (including matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and directors' service contracts and fixing the remuneration packages for all directors and senior management.

Composition

2. The Remuneration Committee shall be appointed by the Board from time to time and shall consist of such number of directors of the Company as the Board may determine, provided that a majority of the Remuneration Committee shall comprise independent non-executive directors who shall meet and maintain the independence requirements from time to time as stipulated in the Listing Rules.

3. The Board shall appoint one member of the Remuneration Committee who is an independent non-executive director as the chairman of the Remuneration Committee (the "**Committee Chairman**"). In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

Meetings

4. The Remuneration Committee shall meet at least once annually, or more frequently if circumstances require and may act by unanimous written consent. The Board and any Remuneration Committee member may request a meeting if they consider that one is necessary.

5. The Committee Chairman (or in his or her absence, a member designated by the Committee Chairman) shall preside at all meetings of the Remuneration Committee. The Chairman shall be responsible for leading the Remuneration Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

6. The company secretary of the Company (the "**Company Secretary**") or his/her nominee shall be the secretary of the Remuneration Committee.

7. A quorum necessary for decision of the Remuneration Committee shall be two members. A duly convened meeting of the Remuneration 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 Remuneration Committee.

Access

8. The Remuneration Committee shall have full access to management and may invite members of management or others to attend its meetings. The Remuneration Committee will consult the chairman and/or chief executive officer of the Company about their remuneration proposals for other executive directors.

Reporting Procedures

9. The Remuneration Committee shall regularly evaluate and assess the effectiveness of the Remuneration Committee and the adequacy of this Remuneration Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.

Minutes

10. Minutes of meetings of the Remuneration Committee and the record of individual attendance at such meetings shall be prepared by the secretary of the Company which shall be sent to all members of the Remuneration Committee within a reasonable time after the conclusion of any meeting of the Remuneration Committee.

Authority

11. The Remuneration Committee is authorised by the Board to determine the remuneration payable to executive directors and members of senior management, the emolument policies and the basis for determining such emoluments. It shall ensure that no director should be involved in deciding his own remuneration.

12. The Remuneration Committee should be provided with sufficient resources to perform its duties. The Remuneration Committee is authorised by the Board to obtain independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

Responsibilities and Duties

13. The Remuneration Committee shall perform the following duties: -

    (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 such remuneration policies;

    (b) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management. Remuneration packages include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

(c) to make recommendations to the Board on the remuneration of non-executive directors;

(d) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;

(e) to ensure that the remuneration levels should be sufficient to attract and retain directors to run the Company successfully without paying more than necessary;

(f) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives resolved by the Board from time to time;

(g) 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;

(h) 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;

(i) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;

(j) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules; and

(k) to advise shareholders of the Company on how to vote in respect of any service contract of directors that requires shareholders' approval in accordance with the Listing Rules.

Adopted by the Board on 26 March 2012 and revised on 2 June 2026.