VESON HOLDINGS LIMITED
銳信控股有限公司

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

Terms of Reference for Corporate Governance Committee

Purpose

1. The purpose of the Corporate Governance Committee is to assist the board of directors (the "**Board**") of Veson Holdings Limited (the "**Company**") in considering how the Board should apply risk management and internal control principles, performing the corporate governance duties and ensuring the Company's compliance with the Corporate Governance Code (the "**Code**") as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), as amended from time to time.

Membership

2. The Corporate Governance Committee and the chairman of the Corporate Governance Committee (the "**Committee Chairman**") shall be appointed by the Board.

Meetings

3. The Corporate Governance Committee shall meet at least twice annually or more frequently if circumstances require to review the corporate governance policies and practices of the Company and may act by unanimous written consent. The Board and any Corporate Governance Committee member may request a meeting if they consider that one is necessary.

4. The Committee Chairman shall (or in the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to) chair the meetings of the Corporate Governance Committee. The Committee Chairman shall be responsible for leading the Corporate Governance Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

5. Only members of the Corporate Governance Committee shall have the right to attend Corporate Governance Committee meetings. However, other individuals of the Group such as members of the Group's internal risk management department and the ESG task force may be invited to attend all or part of any meeting as and when appropriate. Other Board members shall also have the right of attendance.

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

Minutes

7. Full minutes of the Corporate Governance Committee meetings should be kept by the Company Secretary. Draft and final versions of the minutes of the meetings should be sent to all members of the Corporate Governance Committee for their comment and records as soon as practicable after the conclusion of any meeting of the Corporate Governance Committee.

Authority

8. The Corporate Governance Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the Group and all employees will be directed to co-operate with any request made by the Corporate Governance Committee.

9. The Corporate Governance Committee is authorised by the Board to seek legal or other professional advice and assistance on any matter within its terms of reference at the expense of the Company to perform its duties and responsibilities and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Corporate Governance Committee if it considers this necessary.

Duties

10. The corporate governance duties of the Corporate Governance Committee shall include the following:-

    (a) to develop, review and monitor the Company's policies and practices on corporate governance and make recommendations to the Board;

    (b) to review and monitor the training and continuous professional development of directors and senior management of the Company;

    (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

    (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and

    (e) to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

11. The Corporate Governance Committee shall oversee the Company's risk management and internal control systems on an ongoing basis, evaluate and determine the nature and extent of the risks the Company is willing to take in achieving the Company's strategic objectives, and ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Corporate Governance Committee shall oversee management in the design, implementation and monitoring of the risk management and internal control systems, and the Group's senior management should provide a confirmation to the Corporate Governance Committee on the effectiveness of these systems.

12. The duties of the Corporate Governance Committee to have oversight of the Company's

risk management and internal control systems shall include the following:-

(a) to review the Company's risk management and internal control systems, which includes assessing the effectiveness of the Company's internal control system;

(b) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;

(c) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings; and

(d) to report to the Board on the matters set out in the Code.

13. The Corporate Governance Committee shall conduct an annual review of the effectiveness of the risk management and internal control systems, covering all material controls including:

(a) financial, operational and compliance controls (including the delegation of management and administrative functions of the Board to management, and related controls for reporting to and obtaining prior approval of the Board); and

(b) adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions.

The Corporate Governance Committee's annual review shall, in particular, consider the following:

(a) the changes, since the last annual review, in the nature and extent of significant risks (including ESG risks), and the Company's ability to respond to changes in its business and the external environment;

(b) the scope and quality of management's ongoing monitoring of risks (including ESG risks) and of the internal control systems, and where applicable, the work of its internal audit function and other assurance providers;

(c) the extent and frequency of communication of monitoring results to the Corporate Governance Committee which enables it to assess the adequacy and the effectiveness of the Company's risk management and internal control systems;

(d) significant control failings or weaknesses that have been identified during the review of the risk management and internal control systems, and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company's financial performance or condition, and any remedial measures taken to address such control failings or weaknesses;

(e) the effectiveness of the Company's processes for financial reporting and Listing Rule compliance; and

(f) the adequacy of resources (internal and external) for designing, implementing and monitoring the risk management and internal control systems, including staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit, and financial reporting functions, as well as those relating to the Company's ESG performance and reporting.

Adopted by the Board on 16 October 2018 and revised on 2 June 2026.