

DKE Holding Company Limited

Terms of Reference for the Remuneration and Appraisal Committee of the Board

August 2025

Chapter 1 General Provisions

Article 1 In order to further enhance the remuneration management system for directors and senior management of DKE Holding Company Limited (the “**Company**”) and improve the assessment and evaluation system, the Remuneration and Appraisal Committee is established and these terms of reference are formulated in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, the Articles of Association of the Company (the “**Articles of Association**”) and other relevant applicable laws, regulations and regulatory documents.

Article 2 The Remuneration and Appraisal Committee is a special body set up by the Board in accordance with the Articles of Association, and is primarily responsible for researching and formulating the assessment standards of and evaluating the Company’s directors and senior management, conducting assessment and making recommendations, reviewing and assessing the performance of executive directors, studying and formulating the remuneration plan for directors and senior management, making recommendations to the Board and supervising the implementation of the plan.

Chapter 2 Composition

Article 3 The Remuneration and Appraisal Committee shall consist of at least three (inclusive) directors, most of whom shall be independent non-executive directors of the Company.

Article 4 The Remuneration Committee shall have one chairman (convener), who shall be a member of the committee and appointed by the Board, and the chairman shall be an independent non-executive director, who shall be responsible for presiding over the work of the Remuneration and Appraisal Committee.

Article 5 The term of office of the Remuneration and Appraisal Committee shall be the same as that of the Board. Members of the Remuneration and Appraisal Committee may be re-elected upon expiry of their term of office. If any member ceases to be a director of the Company prior to expiry of his/her term of office, he/she shall automatically lose the qualification for acting as a member of the Remuneration and Appraisal Committee and the Board shall fill the consequential vacancy in accordance with Articles 3 to 4 above.

Chapter 3 Duties and Authorities

Article 6 The principal duties and authorities of the Remuneration and Appraisal Committee are as follows:

- (1) to formulate remuneration plan or scheme in accordance with the principal scope, responsibility, and importance of the director and senior management and the remuneration level for the relevant posts of other relevant enterprises; such remuneration plans or schemes mainly include but are not limited to performance appraisal criteria, procedures and key appraisal system, and major incentive and penalty plans and systems;
- (2) to review the performance of duties of directors and senior management of the Company and to conduct annual performance appraisals on them;
- (3) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules, if any;
- (4) to supervise the implementation of the Company's remuneration system; and
- (5) other matters as authorized by the Board.

Article 7 The Remuneration and Appraisal Committee shall perform the following duties with respect to the remuneration of directors and management:

- (1) to make recommendations to the Board regarding the remuneration policies and structure for all directors and senior management, as well as formal and transparent procedures for establishing the remuneration policies;
- (2) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (3) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including 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 the remuneration 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 their own remuneration; and
- (9) to consult with the Company's Chairman and/or general manager about their remuneration proposals for other executive Directors.

Chapter 4 Rules of Procedure

Article 8 The Remuneration and Appraisal Committee shall meet at least once a year. A notice shall be given to all members two days before the date of the meeting. The meeting shall be summoned and presided over by the principal member. If the principal member is unable or fails to perform his/her duties, he/she may appoint another member (who shall be an independent non-executive director) to perform his/her duties on his/her behalf. In urgent situations where a meeting needs to be convened as soon as possible, a notice of the meeting may be given in writing, by telephone, by communication or by other means.

Article 9 Meetings of the Remuneration and Appraisal Committee shall be held only with the presence of at least over 1/2 of the members. Each member shall have one vote, a resolution of the meeting must be approved by the affirmative vote of more than half of all members of the Remuneration and Appraisal Committee.

Article 10 Members of the Remuneration and Appraisal Committee shall express clear opinions on the matters considered at the meeting. If a member is truly unable to attend a committee meeting in person, he/she may authorize another member in writing to vote on his/her behalf in accordance with his/her instructions.

The power of attorney shall specify the name of the proxy, subject matter, authority and validity period, and shall be signed by the principal. When attending a meeting, a proxy shall produce the power of attorney and exercise rights within the scope of the authorization.

Article 11 A member of the committee who fails to attend two consecutive meetings in person or by proxy shall be deemed as unable to perform his/her duties, and the Audit Committee shall propose to the Board to remove him/her.

Article 12 Votes at meetings shall be taken by show of hands or by poll.

Article 13 Directors and senior management member(s) of the Company who are not members of the committee may be invited to be present at meetings of the committee if necessary.

Article 14 The committee shall consult the chairman and/or general manager about the remuneration proposals for other executive directors. Where necessary, the Remuneration and Appraisal Committee may engage intermediaries to provide professional advice regarding its decision-making at the expense of the Company.

Article 15 Where a meeting of the Remuneration and Appraisal Committee discusses matters concerning a committee member, that member shall recuse themselves. Such meeting may be held as long as it is attended by more than half of the non-related members, and resolutions of such meeting shall be subject to approval by more than half of the non-related members. If the number of non-related members attending the meeting is less than 1/2 of the total number of non-related members of the Remuneration and Appraisal Committee, the matter shall be submitted to the Board for consideration.

Article 16 The Remuneration and Appraisal Committee shall keep minutes of the meetings. The minutes shall be prepared by the office of the Board and shall include the following particulars:

- (1) means for convening the meeting, date, venue and name of the meeting chair;
- (2) details of attendance, absence and attendance by proxy;
- (3) names and positions of persons present at the meeting;
- (4) agenda of the meeting;
- (5) key points of speeches delivered by members and relevant persons present at the meeting; and
- (6) name of the person taking the minutes.

Members attending the meeting of the Remuneration and Appraisal Committee shall sign on the minutes. The minutes shall be kept by the secretary of the Board for a minimum of ten years.

Article 17 Resolutions and voting results passed at the meetings of the Remuneration and Appraisal Committee shall be reported to the Board in writing. The Remuneration and Appraisal Committee shall report to the Board its decisions or recommendations, unless it is prevented from doing so due to legal or regulatory restrictions (such as restriction on disclosure due to regulatory requirements).

Article 18 Members of the Audit Committee and persons present at the meetings are obliged to keep matters considered at the meeting confidential and shall not disclose relevant information without authorization.

Chapter 5 Supplementary Provisions

Article 19 These Terms of Reference shall take effect and be implemented on the date of consideration and approval by the Board of the Company, and the provisions in relation to the Company's initial public offering of H shares shall take effect after the Company's initial public offering of H shares. Upon the date of effectiveness of these Terms of Reference, the original terms of reference shall automatically cease to be effective.

Article 20 For any matters not covered in these Terms of Reference, the relevant laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authorities and the relevant provisions of the Articles of Association shall apply. Where the relevant provisions of these Terms of Reference contravene with the laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authorities and the Articles of Association as enacted or amended in the future, such relevant laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the existing or revised Articles of Association shall prevail.

Article 21 The Board shall be responsible for amending and interpreting these Terms of Reference.

DKE Holding Company Limited
31 August 2025