Ligent Technologies, Inc.
納真科技公司

(Incorporated in the British Virgin Islands and
registered by way of continuation in the Cayman Islands with limited liability)

(Stock code: 9856)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

(Adopted on August 11, 2025 by the Board)

1. Constitution

The Remuneration Committee (the "**Committee**") was established with its terms of reference approved and adopted pursuant to a resolution passed by the board of directors (the "**Board**") of Ligent Technologies, Inc. (the "**Company**" and together with its subsidiaries, the **"Group**") on August 11, 2025. The powers, responsibilities and specific duties of the Committee are summarized below.

2. Responsibility

2.1 The Committee is to review the remuneration policy and make recommendations to the Board on the remuneration packages of directors and senior management. Senior management shall be defined by the Board including but not limited to the category of persons, the relevant particulars of whom are required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

3. Membership

3.1 The Committee shall consist of at least three (3) directors appointed by the Board from time to time, the majority of whom shall be independent non-executive directors.

3.2 The Board shall appoint the chairperson of the Committee (the "**Chairperson**") who shall be an independent non-executive director.

3.3 Appointments to the Committee shall be co-terminus with the directorship of the relevant members (whether by retirement, rotation or otherwise).

3.4 Members of the Committee may resign during their term of office. A member's resignation should be submitted to the Board in writing, with necessary explanations regarding the reasons for resignation and matters that require the Board's attention.

3.5 When the number of members of the Committee falls below the minimum number specified herein, the number of members of the Committee shall be replenished in accordance with the provisions herein.

4. Secretary

The company secretary of the Company or his/her nominee shall be the secretary of the Committee.

5. Frequency and proceedings of meetings

5.1 The Committee shall meet at least once every year or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time. Additional meetings shall be held as the work of the Committee demands.

5.2 The Chairperson may convene additional meetings at his/her discretion.

5.3 The quorum of a meeting shall be two (2) members of the Committee, one (1) of which shall be an independent non-executive director of the Company. As necessary or desirable, the Committee may request that members of management and/or other members of the Board be present at meetings of the Committee.

5.4 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

5.5 Proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company (as amended from time to time, the "**Articles**").

5.6 As no director or his/her associate shall be involved in setting his/her own remuneration, relevant members of the Committee shall abstain from voting in relation to his/her own remuneration or that of his/her associates and, in addition, such member shall not be counted for the purpose of constituting a quorum in relation to any resolutions.

5.7 The agenda and related documents of a regular meeting shall be delivered to all members of the Committee in a timely manner and at least three (3) days before the date of the meeting (or such other time as the members may agree), and the above arrangement shall be adopted for all other meetings to the extent practicable. Notice of Committee meetings shall be deemed to be duly given to a member if it is given to him/her personally, by word of mouth, in writing sent to his/her last known address or any other address given by him/her to the Company, or by electronic means by transmitting it to any email address supplied by such member to the Company for this purpose.

5.8 The meeting notice shall specify the date, time and venue of the meeting, and attach the agenda documents to be reviewed by the Committee.

5.9 Meetings of the Committee convened in accordance with the standard procedures set out in these terms of reference and having a quorum present at the meeting is sufficient to exercise all or any of the mandate, powers and discretion granted to or exercisable by the Committee. Members of the Committee must attend the meetings in person or by electronic means of communication, including but not limited to, by telephone or video conference. Members may participate in a meeting using communication devices through which all persons attending the meeting are able to hear from and communicate to each other.

5.10 Only members of the Committee are entitled to vote at the meetings.

5.11 Resolutions of the Committee shall be passed by a majority of votes of the members present.

5.12 A resolution in writing signed by all members of the Committee shall be as valid and effective as if the same had been passed at a meeting of the Committee duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.

6. Annual general meetings

6.1 The Chairperson shall attend the Company's annual general meetings and be available to answer questions at such annual general meetings.

6.2 If the Chairperson is unable to attend an annual general meeting of the Company, he/she shall arrange for another member of the Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such person shall be available to answer questions at such annual general meetings.

7. Authority

7.1 The Committee is authorized by the Board to act within its terms of reference. Each member of the Committee should have separate and independent access to the Company's senior management. It is authorized to seek any information it requires from any employee of the Company and all employees shall be directed to co-operate with any request made by the Committee. Management has an obligation to supply the Committee with adequate information, in a timely manner, to enable the Committee to make informed decisions. The information supplied must be complete and reliable.

7.2 The Committee is authorized by the Board to obtain external legal or other independent professional advice as it considers necessary at the Company's expense but subject to prior discussion with the Board on the relevant costs, and to secure the attendance of external parties with relevant experience and expertise if it considers this necessary.

7.3 The Committee shall consult the chairperson of the Board and/or chief executive officer of the Company about their remuneration proposals for other executive directors. The Committee shall have access to independent professional advice if considered necessary.

7.4 The Committee shall be provided with sufficient resources to perform its duties.

8. Duties

8.1 The duties of the Committee include the following:

(a) make recommendations to the Board on the Company's policy and structure for all directors' (including non-executive directors and independent non-executive directors) and senior management's remuneration and on the establishment of a formal and transparent procedure for developing the remuneration policy;

(b) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

(c) 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 the loss or termination of their office or appointment;

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

(e) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

(f) review and approve the 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;

(g) review and approve compensation arrangements relating to the dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

(h) ensure that no director or any of their associates (as defined in the Listing Rules) is involved in deciding that director's own remuneration;

(i) form a view in respect of service contracts that require shareholders' approval under the Listing Rules and advise the shareholders as to whether the terms are fair and reasonable and whether such contracts are in the interests of the Company and the shareholders as a whole, and advise shareholders on how to vote;

(j) (if applicable) approve any change to the terms (other than alterations which take effect automatically under the existing terms of any scheme maintained by the Company) of options or awards granted to a participant that is subject to any scheme regulated by Chapter 17 of the Listing Rules if the initial grant of options or awards was approved by the Committee;

(k) (if applicable) review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules, including giving views on matters relating to any share options and awards granted (including but not limited to in respect of vesting period, performance targets and clawback mechanism, etc.);

(l) (if applicable) review and approve the summary of material matters relating to share schemes to be disclosed in the corporate governance report or remuneration report in the Company's annual report. The Committee must explain why it was appropriate to approve matters relating to any grants of options or awards to the Company's directors and senior management in compliance with the requirements under Chapter 17 of the Listing Rules and the factors that the Committee took into account and how the grants align with the purpose of the share scheme(s), including how the grants align the grantees' interests with those of the Company and the shareholders;

(m) review the basis of and, if the Committee so decides, approve any significant discretionary payment to an employee who is neither a director nor a member of senior management but who is related to any director or any member of senior management;

(n) make recommendations to the Board regarding the content of the Board's annual report to shareholders on directors' and senior management's remuneration (including the Company's policy on such persons' remuneration, details of individual remuneration and other terms and conditions); and

(o) consider other matters that are related to remuneration paid or payable by the Group, as defined or assigned by the Board or imposed by the Listing Rules or applicable laws from time to time.

8.2 In carrying out its duties under these terms of reference, the Committee should:

(a) provide reasonable and sufficient remuneration packages to run the Company successfully;

(b) be sensitive to the wider scene, including pay and employment conditions elsewhere, especially when determining annual salary increases;

(c) ensure that the performance-related elements of remuneration form a major part of the total remuneration package of the Company's executive directors and that the executive directors' interests are aligned with those of shareholders, and to provide these directors with incentives to perform to the highest standards;

(d) ensure that executive directors' share options or other equity-based remuneration (if any) are offered in accordance with the Listing Rules; and

(e) ensure that a significant proportion of executive directors' remuneration should link rewards to corporate and individual performance.

9. Reporting procedures

9.1 The Committee shall report to the Board on their decisions or recommendations on a regular basis, and the Chairperson shall report the findings and recommendations to the Board at the next meeting of the Board following each meeting of the Committee, unless there are legal or regulatory restrictions on its ability to do so.

9.2 Where the Board resolves to approve any remuneration or compensation arrangements with which the Committee disagrees with, or does not adopt any recommendations of the Committee (whether in part or in full), the Board should record the recommendations of the Committee in its resolutions and disclose the reasons for its resolution in its next corporate governance report and/or as appropriate.

9.3 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, or even on an individual and named basis as a best practice, in its annual reports with the endorsement of the Committee.

10. Minutes

10.1 Committee meeting documents include meeting notices, meeting agendas, meeting minutes and/or meeting resolutions. Meeting documents shall be numbered by year and sequence.

10.2 Minutes of Committee meetings should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable notice by any director.

10.3 Minutes of Committee meetings shall record in sufficient detail the matters considered by the Committee members and decisions reached, including any concerns raised by the Committee members and dissenting views expressed. Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records respectively, within a reasonable period of time after the Committee meeting is held. If members have any comments or objections to the Minutes of Committee meetings, they should communicate their written comments to the meeting secretary within 7 days of receiving the Minutes of Committee meetings.

11. General

11.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and regulatory requirements, including those under the Listing Rules.

11.2 Matters not covered in these terms of reference shall be implemented in accordance with relevant laws and regulations, the Listing Rules, other provisions of the Hong Kong securities regulatory authority and the relevant provisions of the Articles. If the relevant provisions of these terms of reference conflict with the relevant laws and regulations promulgated or amended in the future, the Listing Rules, other provisions of the Hong Kong securities regulatory authority and the Articles, the relevant laws and regulations, the Listing Rules, other provisions of the Hong Kong securities regulatory authority and the Articles shall prevail.

11.3 These terms of reference shall take effect on the date of approval by the Board. Any amendments to these terms of reference shall only take effect upon approval by the Board.

11.4 The Committee should make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the Hong Kong Exchanges and Clearing Limited news website (www.hkexnews.hk) and the Company's website.

－End－

(In case of any discrepancy between the English and Chinese versions of these Terms of Reference, the English version shall prevail.)