BRIGHT SMART SECURITIES & COMMODITIES GROUP LIMITED
耀才證券金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(the **"Company"**, **Stock Code: 1428**)

Remuneration Committee
Terms of Reference

1. Constitution

The Remuneration Committee was established pursuant to a resolution passed by the board ("**Board**") of directors (the "**Director(s)**") of the Company at its meeting held on 4 August 2010.

2. Membership

2.1 Members of the Remuneration Committee ("**Members**", each a "**Member**") shall be appointed by the Board from amongst the members of the Board.

2.2 The Remuneration Committee shall consist of not less than three Members and a majority of the Members shall be independent non-executive Directors ("**INEDs**", each an "**INED**") of the Company.

2.3 The appointment of the Members may be revoked, or additional members may be appointed to the Remuneration Committee by separate resolutions passed by the Board and by the Remuneration Committee. If a Member ceases to be a director, then his/her office as a Member shall ipso facto cease.

3. Chairperson

The Chairperson of the Remuneration Committee shall be appointed by the Board and shall be an INED.

4. Secretary

4.1 The company secretary of the Company shall be the secretary of the Remuneration Committee.

4.2 The Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Remuneration Committee.

5. Meetings

5.1 The Remuneration Committee shall meet at least once a year. The chairperson of the Remuneration Committee shall convene a meeting upon request by any member of the Remuneration Committee.

5.2 Notice of any meetings has to be given at least 3 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.

5.3 The quorum required for a meeting of the Remuneration Committee shall be any two Members.

5.4 Meetings could be held in person or via electronic means including but not limited to telephone or video conferencing. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of communicating with each other.

5.5 Resolutions of the Remuneration Committee at any meetings shall be passed by a majority of votes of the Members present.

5.6 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held.

5.7 Full minutes shall be kept by the secretary of the Remuneration Committee. The minutes shall be made available for inspection on reasonable notice by any Director. Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

6. Attendance at Meetings

6.1 Head of Human Resources Department or in his/her absence, a representative from Human Resources Department shall attend the meetings.

6.2 At the invitation of the Remuneration Committee, the Chairperson of the Board and/or Chief Executive Officer(s), external advisers and other persons may be invited to attend all or part of a Committee meeting.

6.3 Only Members of the Remuneration Committee are entitled to vote at the meetings.

7. Annual General Meeting

The Chairperson of the Remuneration Committee or in his/her absence, another Member or failing this, his/her duly appointed delegate, shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Remuneration Committee's activities and their responsibilities.

8. Responsibility

Without prejudice to any requirements under the Corporate Governance Code (the "**CG Code**") as contained in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the "**Listing Rules**"), the Remuneration Committee shall have the following responsibilities:

8.1 to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

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

8.3 to make recommendations to the Board on the remuneration packages of individual executive Director and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

8.4 to make recommendations to the Board on the remuneration of non-executive Directors;

8.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;

8.6 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;

8.7 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;

8.8 to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;

8.9 to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules (as amended from time to time);

8.10 to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

9. Reporting Responsibilities

The Remuneration Committee shall report to the Board when appropriate.

10. Authority

10.1 The authorities and responsibilities of the Committee shall include such authorities and responsibilities set out in the relevant code provisions of the CG Code (as amended from time to time).

10.2 The Remuneration Committee shall consult the Chairperson of the Board and/or Chief Executive Officer(s) about their remuneration proposals for other executive Directors and senior management.

10.3 The Remuneration Committee is authorised by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties.

10.4 The Remuneration Committee shall be provided with sufficient resources to discharge its duties. Where necessary, the Remuneration Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Note: Arrangement to seek independent professional advice could be made through Company Secretary.

11. Effective date and Amendments

11.1 These terms of reference shall come into effect on the date when they are approved by the Board.

11.2 Any amendments to these terms of reference shall be recommended by the Remuneration Committee and come into effect on the date when they are approved by the Board.

Remark: "senior management" refers to the same persons as those identified in the Company's annual report as required to be disclosed under Appendix D2 to the Listing Rules (as amended from time to time).

(Amended as of 17 November 2026)