Easyhold Group Holdings Limited

誼和股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1703)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

These Terms of Reference have been issued in the English language with a separate Chinese language translation. If there is any conflict in the Terms of Reference between the meaning of Chinese words or terms in the Chinese language version and English words in the English language version, the meaning of the English words shall prevail.

Latest Version: 30 June 2026

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REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

1.1 The Remuneration Committee (the "**Remuneration Committee**") of Easyhold Group Holdings Limited (the "**Company**") was established pursuant to a resolution passed by the Board of Directors (the "**Board**") of the Company.

1.2 These Terms of Reference of the Remuneration Committee were adopted by the Board on 30 June 2026.

1.3 This revised version shall supersede any terms of reference previously adopted by the Board.

2. FUNCTIONS AND OBJECTIVES

2.1 The Remuneration Committee is responsible for reviewing and formulating remuneration policies for Directors and senior management of the Company. It shall ensure that such policies are aligned with the Company's long-term business performance and ESG objectives, establish a formal and transparent remuneration formulation procedure, and make recommendations to the Board on all remuneration packages of Directors and senior management.

3. MEMBERSHIP

3.1 The members of the Remuneration Committee (the "**Member(s)**") shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members.

3.2 The majority of the Members shall be independent non-executive Directors. The chairman of the Remuneration Committee (the "**Chairman**") must be an independent non-executive Director and shall be appointed by the Board.

3.3 The Board may, by resolution, revoke the appointment of existing Members or appoint additional Members to the Remuneration Committee.

3.4 All Members shall declare any personal interests or conflicts of interest in relation to matters under discussion at the meeting. Any Member with a conflict of interest shall abstain from participating in the discussion and voting on the relevant matters.

4. MEETINGS

4.1 The company secretary of the Company or such other person appointed by the Remuneration Committee shall be the secretary of the Remuneration Committee.

4.2 A quorum of the Remuneration Committee shall be any two Members.

4.3 Notice of any meetings shall be given at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice given, a Member attending the meeting shall be deemed to have waived the required notice period. Notice of any adjourned meetings is not required if the adjournment is for less than 7 days.

4.4 Meetings may be held in person, by telephone or video conference. 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 hearing each other.

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

4.6 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.

4.7 Minutes of meetings of the Remuneration Committee shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed.

4.8 Full minutes of Remuneration Committee meetings shall be kept by the secretary of the Remuneration Committee. Draft and final versions of minutes shall be sent to all Members for their comment and records respectively within a reasonable time after the meeting. Such minutes shall be available for inspection by any Director on reasonable notice at any reasonable time.

4.9 At the invitation of the Remuneration Committee, the chairman of the Board and/or managing Director, external advisers and other persons may attend the meetings.

4.10 Only Members are entitled to vote at the meetings.

4.11 The Chairman, in consultation with the secretary, shall decide the frequency and timing of meetings. Meetings shall be held as frequently as required for the performance of the Remuneration Committee's duties and responsibilities.

4.12 The Remuneration Committee shall meet at least once a year.

5. AUTHORITY

5.1 The Remuneration Committee shall consult the chairman of the Board and/or managing Director in respect of their proposals relating to the remuneration of other executive Directors and senior management.

5.2 The Remuneration Committee shall have the right to require the Company's management to furnish any remuneration-related information required for the performance of its duties.

5.3 A Member may, through the company secretary, seek independent professional advice at the Company's expense in appropriate circumstances for the purpose of performing duties under these Terms of Reference.

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

6. DUTIES & RESPONSIBILITIES

The Remuneration Committee shall have the following duties and responsibilities:

6.1 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 remuneration policy.

6.2 For the purpose of paragraphs 6.1, 6.4, 6.5, 6.6 and 6.9 hereof, the Board shall determine who shall constitute senior management. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the Company and its subsidiaries (collectively the "**Group**") as the Board considers appropriate.

6.3 To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.

6.4 To ensure that the remuneration structure for Directors and senior management is linked to the Company's short-term and long-term business performance and ESG performance targets.

6.5 To take into account the time commitment, duties, responsibilities and individual performance of Directors and senior management when reviewing their remuneration arrangements.

6.6 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 office or appointment.

6.7 To make recommendations to the Board on the remuneration of non-executive Directors.

6.8 To consider remuneration levels of comparable companies, time commitment, responsibilities and general employment conditions across the Group.

6.9 To review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment, to ensure that such compensation is consistent with contractual terms, fair and not excessive to the Company.

6.10 To review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct, to ensure that such arrangements are consistent with contractual terms and reasonable and appropriate.

6.11 To ensure that no Director or any of his associates (as defined under the Listing Rules) is involved in deciding his own remuneration.

6.12 To review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

7. REPORTING PROCEDURES

7.1 The minutes of meetings and written resolutions of the Remuneration Committee shall be circulated to all Members and the Board.

7.2 The Remuneration Committee shall report to the Board after each meeting.

7.3 If material disagreements between the Remuneration Committee and the Board cannot be resolved, the Remuneration Committee shall be entitled to state its independent views in the annual Corporate Governance Report.

8. PUBLICATION OF THE TERMS OF REFERENCE

8.1 These Terms of Reference shall be posted on the websites of The Stock Exchange of Hong Kong Limited and the Company. It is also available at the Company's principal place of business in Hong Kong for inspection by shareholders during normal business hours.

9. ANNUAL REVIEW OF TERMS OF REFERENCE

9.1 The Remuneration Committee shall conduct an annual review of these Terms of Reference and its own performance and effectiveness. Any proposed amendments shall be submitted to the Board for approval in a timely manner to ensure continuous compliance with the Listing Rules and the Corporate Governance Code as amended from time to time.