



PC PARTNER GROUP LIMITED

栢能集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1263)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

1. CONSTITUTION

The Remuneration Committee (“**RC**”) was established by the Board of Directors (the “**Board**”) of PC Partner Group Limited (the “**Company**”).

2. OBJECTIVE

The main objective of the RC is to establish a formal and transparent procedure for developing policies on director and executive remuneration and attract, motivate and retain a pool of talented directors and executives through attractive and competitive remuneration packages.

3. ROLES AND FUNCTIONS

- 3.1. To review and recommend to the Board, in consultation with the Chairman of the Board, for endorsement, a comprehensive remuneration policy framework and guidelines for remuneration of our directors of the Company (“**Directors**”) and other persons having authority and responsibility for planning, directing and controlling the activities of the Company (“**Key Management Personnel**”);
- 3.2. To review and recommend to the Board, for endorsement, the specific remuneration packages for each of the Directors and Key Management Personnel;
- 3.3. To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
- 3.4. To review and approve the design of all share option plans, performance share plans and/or other equity based plans;

- 3.5. In the case of service contracts, to review the Company's obligations arising in the event of termination of the executive Directors' or Key Management Personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous, with a view to being fair and avoiding the reward of poor performances;
- 3.6. To review and approve compensation payable to executive Directors and members of Key Management personnel for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and otherwise fair and not excessive;
- 3.7. 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;
- 3.8. To approve performance targets for assessing the performance of each of the Key Management Personnel and recommend such targets as well as employee specific remuneration packages for each of such Key Management Personnel, for endorsement by the Board;
- 3.9. To ensure that no Director or any of their associates is involved in deciding his own remuneration; and
- 3.10. To undertake generally such other functions and duties as may be required by law, the Listing Manual of the Singapore Exchange Securities Trading Limited, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the case may be) and/or any other applicable laws and regulations, and by amendments made thereto from time to time.

4. COMPOSITION

- 4.1. The RC shall be appointed by the Board from amongst its members. The RC shall comprise not fewer than three (3) members, of whom all shall be non-executive directors of the Company and a majority of whom shall be independent. At least one member of the RC should have broad business experience and knowledge in the field of executive compensation, failing which the RC would have access to expert professional advice internally or externally.
- 4.2. The Chairman shall be elected by members of the RC and shall be an independent director. The members may determine the period for which the Chairman is to hold office.

- 4.3. Where, by virtue of any vacancy in the membership of the RC for any reason, the number of members of the RC is reduced to less than three (3) or there ceases to be a majority of independent directors, the Board shall, within three (3) months thereafter, appoint such number of new members of the RC as may be required to make up the minimum number of three (3) directors (all of whom shall be non-executive directors) or majority of independent directors of the RC or to comply with applicable regulatory requirements, as the case may be.
- 4.4. A member of the RC who wishes to retire or resign from the RC shall notify the Board in writing, giving at least one (1) month's notice.
- 4.5. The office of a member shall become vacant upon the member's resignation, retirement, removal, death or disqualification as a director of the Company.

5. ADMINISTRATION

5.1. Meetings

- (i) The meetings of the RC may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting provided that the minutes of the meeting are prepared in accordance with paragraph (v).
- (ii) Meetings of the RC shall be held at least once a year. Special meetings may be called, when necessary, by any member of the RC.
- (iii) The RC shall have full discretion with regard to the calling of the meetings and the proceedings thereat and may invite any director or the Company's management to their meetings.
- (iv) The Chairman of RC shall preside at all meetings. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting, the members present may choose one of the other independent members to be Chairman of the meeting.
- (v) The Company Secretary, failing whom his representative, shall be the Secretary for all meetings. The minutes shall be confirmed by the Chairman of the meeting and circulated to all members of the RC. The minutes are to be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting.

5.2. Notice

Notice of each meeting of the RC, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the RC not fewer than three (3) working days prior to the date of the meeting. The members of the RC may, however, consent to shorter notice whereupon the requisite period shall be waived.

5.3. Quorum

The quorum for a RC meeting shall be two (2) members, including at least one (1) independent director.

5.4. Voting

Each member present shall have one (1) vote. All resolutions passed in the meeting shall be by majority votes and in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. No member of the RC shall participate in any deliberation or decision if he/she is directly or indirectly interested in the matter to be resolved by the RC.

5.5. Written resolutions

A resolution in writing signed or approved by a majority of the members of the RC shall be as valid and effectual as if it had been passed at a meeting of the RC duly convened and held. Any such resolution may consist of several documents each signed by one or more members. The expressions “in writing” and signed include approvals by electronic signature.

5.6. Reporting

The Chairman of the RC shall report on the proceedings of the RC to the Board by way of submission of minutes of the RC meetings or by such other mode as the Chairman shall in his discretion deem fit.

6. REMUNERATION

Having regard to the functions performed by members of the RC in addition to their functions as directors and pursuant to the specific power conferred upon the Board by the Constitution of the Company, members of the RC may be paid such special remuneration in respect of their appointment as shall be fixed by the Board.

7. GENERAL

- 7.1. The RC, in carrying out its tasks under its terms of reference, may with the approval of the Board obtain such external independent professional advice as it considers necessary.
- 7.2. These terms of reference may from time to time be amended as required, subject to the approval of the Board.

Adopted by the RC on 12 November 2024

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