

Remuneration Committee

Terms of Reference

Huajin International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2738)

(the “Company”)

(Revised and adopted by resolutions of the board (the “**Board**”) of directors (each a “**Director**”) of the Company passed on 30 December 2025.)

The Board resolved to establish a remuneration committee (the “**Committee**”) on 23 March 2016.

1. Purpose

To establish and improve the performance appraisal system for the Company’s directors and senior management, and formulate a scientific and effective remuneration management system, the Board has established the Committee in accordance with the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and other applicable laws and regulations.

2. Membership

2.1 The Committee shall be appointed by the Board from amongst the Company’s Directors, with no fewer than three members. A majority shall be Independent Non-executive Directors (“**INEDs**”).

2.2 The Chairman of the Committee shall be appointed by the Board and must be an INED (as required by Main Board Rule 3.25 of the Listing Rules).

2.3 The Board shall consider gender diversity when appointing Committee members, with at least one member of a different gender.

2.4 The Company Secretary shall act as the secretary of the Committee. In the Company Secretary's absence, their authorised representative or another qualified and experienced person appointed by the Committee from time to time may assume the role.

2.5 The Board may revoke members’ appointments. Membership automatically terminates if a

member ceases to be a Company Director.

2.6 Each member shall disclose to the Committee: (i) any personal financial interest (other than as a shareholder) in matters to be decided; (ii) potential conflicts from cross-directorships. Such members shall abstain from voting and discussions, and resign if required by the Board.

2.7 INED members shall comply with: (i) the 9-year tenure limit (Main Board Rule 3.13A); (ii) the restriction of serving on no more than six Hong Kong-listed issuers' boards (Main Board Rule 3.12A).

2.8 The Board shall, when appointing Committee members, have regard to the benefits of diversity on the Committee, including but not limited to gender, age, cultural and educational background, and professional experience.

3. Duties and Powers

The duties and powers of the Committee shall include, but are not limited to the following:

- (a) Obtain adequate information in a timely manner to enable it to make informed decisions. The information supplied by management must be complete and reliable.
- (b) Formulate and review the Company's remuneration policy and structure for all directors and senior management. Establish formal and transparent procedures for developing the policy and make recommendations to the Board.
- (c) The Committee shall have access to sufficient resources and is authorized by the Board to seek any information it requires from any employee of the Company or its subsidiaries in order to perform and discharge its duties and all employees are directed to cooperate with any request made by the Committee.
- (d) Determine or recommend to the Board the remuneration packages of executive directors and senior management, including benefits in kind, pension rights and compensation for loss of office.
- (e) Make recommendations to the Board on the remuneration of non-executive directors.
- (f) Consider factors such as remuneration of comparable companies, time commitment and responsibilities, Group employment conditions, and desirability of performance-based remuneration, and other non-financial key performance indicators, such as climate-related performance indicators.
- (g) Ensure directors' remuneration does not affect their objectivity and independence, especially in reviewing connected transactions.

- (h) Review and approve management's remuneration proposals with reference to the Board's corporate goals.
- (i) Review and approve compensation for executive directors and senior management upon loss of office, ensuring it is fair, compliant with contractual terms and not excessive.
- (j) Review and approve compensation arrangements for dismissing directors for misconduct, ensuring reasonableness and contractual compliance.
- (k) Ensure no director or their associates participate in deciding their own remuneration. Remuneration of Committee members who are non-executive directors shall be determined by other Committee members.
- (l) Make recommendations to shareholders on director service contracts requiring shareholder approval in accordance with the Listing Rules.
- (m) Review the effectiveness of the remuneration policy annually and report results to the Board.
- (n) Review and approve the eligibility, grant conditions, vesting criteria and exercise terms of awards under the Company's share incentive schemes. Formulate the annual plan for the grant of share-based awards and be responsible for the day-to-day administration of the schemes, pursuant to the terms thereof. Ensure compliance with the Listing Rules and shareholder approval requirements and monitor scheme implementation.
- (o) Form a professional view on directors' service contracts subject to shareholder approval, advise shareholders (excluding directors with a material interest in such contracts and their associates) on whether the terms thereof are fair and reasonable and in the overall interests of the Company and its shareholders as a whole, and provide voting guidance in accordance with Rule 13.68 of the Listing Rules.
- (p) Ensure proper disclosure of directors' remuneration, remuneration policy, senior management remuneration bands and other relevant matters in the annual report in accordance with accounting principles and the Listing Rules.
- (q) Taking into account that the Company generally should not grant equity-based remuneration (e.g. share options or grants) with performance-related elements to independent non-executive Directors as this may lead to bias in their decision-making and compromise their objectivity and independence, to consider and approve the grant of share options and share appreciation rights to eligible participants pursuant to the share option scheme and share appreciation rights plan of the Company

and to prepare the annual plan for the grant of share appreciation rights under the share appreciation rights plan of the Company and be responsible for the day to day administration of the share appreciation rights plan pursuant to the terms thereof.

(r) Ensure that share options and/or share awards offered by the Company to its Directors or senior management of the Company (if any) are in accordance with Chapter 17 of the Listing Rules, as applicable.

(s) Review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

4. Working Procedures

4.1 Relevant departments shall provide the following written materials to the Committee:

- (a) Completion of key financial indicators and business objectives;
- (b) Job scope, core responsibilities and performance appraisal indicators of senior management;
- (c) Performance appraisal results of directors and senior management;
- (d) Business innovation, profitability and operating performance of directors and senior management;
- (e) Basic remuneration plans, performance bonus proposals. The Chairman's remuneration plan shall be proposed by other Committee members.

4.2 Oversee the annual performance evaluation process for directors and senior management, which shall include:

- (a) Directors and senior management submit work reports and self-evaluations to the Committee;
- (b) Convene a Committee meeting to conduct performance evaluations in accordance with established standards;
- (c) Propose remuneration amounts and reward methods based on evaluation results, and submit to the Board for approval after voting.

4.3 Management is obligated to provide adequate, timely, accurate and complete information to the Committee. Members have independent access to senior management and Board papers, and may make further enquiries if needed.

4.4 The Committee may seek independent professional advice when necessary, with relevant expenses borne by the Company.

4.5 The Committee shall review the Company's overall remuneration policy at least annually to

ensure it remains aligned with market practice, regulatory requirements, and the Company's strategic and cultural objectives.

5. Rules of Procedure

5.1 The Committee shall hold at least one meeting annually. Additional meetings may be convened as the work of the Committee demands, by the Chairman, any member, or at the request of the Board.

5.2 Meeting notices (with agenda and relevant materials) shall be sent to all members, Chief Executive Officer, Chief Financial Officer, required attendees and all Directors at least five working days in advance. The notice period may be waived with unanimous consent of all members, in urgent cases.

5.3 The quorum for a meeting is two members, one of whom must be an INED. Members may attend in person, by telephone or video conference (ensuring real-time communication).

5.4 Each member has one vote. Resolutions are passed by majority vote. In case of a tie, the meeting Chairman has a casting vote.

5.5 With consent from all members, resolutions may be passed in writing. Written resolutions signed by all members are as valid as those passed at meetings, and may be circulated by post, fax or electronic means.

5.6 When discussing matters involving a member, the interested party shall withdraw.

5.7 Minutes shall be kept for each meeting, recording matters considered, decisions, concerns and dissenting views in detail. Draft and final minutes shall be circulated to members for comment and records promptly. Attending members shall sign the minutes to confirm accuracy.

5.8 If the Board adopts a remuneration arrangement inconsistent with the Committee's recommendations, the Board shall explain the reasons in the next Corporate Governance Report.

5.9 All meeting attendees shall keep discussions confidential and shall not disclose relevant information without authorization.

5.10 The Committee shall report back to the Board on a regular basis on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). The reporting shall be done by the Chairman or any such other person designated by the Committee from time to time. .

5.11 The Chairman of the Board shall have the right to attend and speak at meetings of the Committee (but shall not have a vote, unless he/she is also a member of the Committee). Others may be invited to attend by prior arrangement with the Committee Chairman.

6. Annual General Meeting

6.1 The Committee Chairman (or another member, or their delegate in absence) shall attend the Company's annual general meeting and be available to answer shareholders' questions on the Committee's activities and responsibilities.

7. Reporting and Disclosure

7.1 The Committee shall ensure the following information is disclosed in the annual Corporate Governance Report:

- (a) Alignment between share incentive schemes and remuneration policy;
- (b) Compliance with shareholder approval requirements (if applicable);
- (c) Key terms of share incentive schemes (e.g., vesting conditions linked to financial/non-financial key performance indicators);
- (d) Progress of scheme implementation during the reporting period.

The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's website and the Company's website.

8. Supplementary Provisions

8.1 These Terms of Reference take effect on the date of Board approval. Amendments shall also take effect upon Board approval.

8.2 The Board has the sole right to interpret these Terms of Reference

8.3 In case of any discrepancy between the Chinese and English versions, the English version shall prevail.

8.4 Unless otherwise specified, the Company's Articles of Association governing Director meetings apply mutatis mutandis to the Committee's proceedings.

8.5 The Committee shall, at least annually, review its own performance, constitution and these

Terms of Reference, and recommend any changes it considers necessary to the Board for approval.