

Gold Peak Technology Group Limited

Terms of Reference for Remuneration Committee

Constitution

1. The Board has resolved to establish a committee of the Board to be known as the Remuneration Committee.

Membership

2. A majority of the members of the Committee shall be Independent Non-Executive Directors.
3. The Chairman of the Committee shall be appointed by the Board and shall be an Independent Non-Executive Director.

Meetings

4. Meeting shall be held not less than once a year.
5. A quorum shall be two members, one of whom must be an Independent Non-Executive Director.
6. Meeting can be attended in person or any communication equipment or electronic means which allows all persons participating in the meeting to speak to and hear each other.
7. Resolutions of the Committee shall be passed by a majority of votes and in case of an equality of votes the Chairman of the Committee shall have a second or casting vote.
8. The resolution passed and signed by all members of Committee is valid, and the validity is the same as any resolution passed in the meeting held.

Authority

9. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
10. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

11. The duties of the Committee shall include:

- (a) 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;
- (b) to review and approve the management's remuneration proposal with reference to the Board's corporate goals and objectives;
- (c) either: (i) to determine, with delegated responsibility the remuneration packages of individual Executive Directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual Executive Directors 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.
- (d) to make recommendations to the Board on the remuneration of Non-Executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (f) 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;
- (g) 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;
- (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
- (i) 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.

Secretary

12. The Committee shall appoint a secretary who shall attend all meetings and minute the proceedings.

Reporting

13. The Committee shall report to the Board.

Note: If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

1 July 2025