Terms of Reference of the Remuneration and Nomination Committee of the Board of Directors of CSC Financial Co., Ltd.

Chapter 1 General Provisions

Article 1 In order to standardize the meeting and decision-making procedures of the remuneration and nomination committee of the board of directors (the Remuneration and Nomination Committee) of CSC Financial Co., Ltd. (the Company), improve the work efficiency and decision-making capabilities of the Remuneration and Nomination Committee, and ensure smooth progress on various works of the Remuneration and Nomination Committee, these terms of reference are formulated in accordance with the requirements of the relevant national laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchanges where the shares of the Company are listed (collectively as the Relevant Rules), and the Articles of Association of CSC Financial Co., Ltd. (the Articles of Association) with reference to the actual situation of the Company.

Article 2 The Remuneration and Nomination Committee shall convene its regular meeting once a year. Pursuant to the provisions of the Relevant Rules, the Articles of Association and these terms of reference, extraordinary meetings may also be convened by the Remuneration and Nomination Committee.

Chapter 2 Composition of the Remuneration and Nomination Committee

Article 3 The Remuneration and Nomination Committee shall be composed of no less than three directors with at least one member of a different gender, among which more than half of the members shall be independent directors.

The chairman of the Remuneration and Nomination Committee shall be the convener and shall be an independent director.

Article 4 The composition of the Remuneration and Nomination Committee and the chairman shall be decided by the board of directors.

Article 5 The term of office of the Remuneration and Nomination Committee shall be the same as that of the board of directors. A member may offer himself/herself for re-election upon the expiration of his/her term of office. Any member who ceases to be a director of the Company or who acts as an independent director but ceases to be independent as required by the Relevant Rules and the Articles of Association during the term shall be automatically disqualified as a member of the Committee. The board of directors shall fill the vacancy in accordance with the requirements if the number of members of the Remuneration and Nomination Committee fails to meet the requirements of the Relevant Rules, the Articles of Association or these terms of reference.

Chapter 3 Duties of the Remuneration and Nomination Committee

Article 6 In accordance with relevant requirements of the Relevant Rules and the Articles of Association, the Remuneration and Nomination Committee is mainly responsible for formulating the appraisal standards of the Company's directors and the senior management, as well as conducting appraisal; formulating and examining the remuneration policy and package for the Company's directors and the senior management (including but not limited to performance evaluation standards, procedures and major evaluation systems, major programs and systems of incentives and penalties); formulating standards and procedures for the selection of directors and senior management, and selecting and reviewing the candidates for directors and senior management and their qualifications, and making recommendations on the following matters to the board of directors:

(1) the remuneration of directors and senior management;
(2) the formulation or change of share incentive schemes, employee stock ownership plans, granting of entitlements to participants, and fulfilment of exercise conditions;
(3) the arrangement of stock ownership plans at subsidiaries to be spun off for directors and senior management;
(4) nomination or appointment and removal of directors;
(5) appointment or dismissal of senior management;
(6) other duties determined by the Relevant Rules, the Articles of Association and the board of directors.

Article 7 In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the Hong Kong Listing Rules) and other requirements, the Remuneration and Nomination Committee may also exercise the following specific powers:

(1) making recommendations to the board of directors on the Company's policy and structure for the appraisal system, remuneration policy and structure of all directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
(2) reviewing and approving the management's remuneration proposals with reference to the corporate goals and objectives set by the board of directors;
(3) considering factors such as characteristics of the financial and securities industries, salaries paid by comparable companies, time commitment and responsibilities of the directors and senior management, individual performance, employment conditions elsewhere in the group; and making recommendations to the board of directors on the remuneration of directors and senior management;

(4) reviewing and approving 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 reasonable;
(5) reviewing and approving 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;
(6) ensuring that no director or any of his associates is involved in deciding his own remuneration. The Committee shall, in accordance with the Hong Kong Listing Rules, form a view in respect of service contracts that require shareholders' approval and advise shareholders as to whether the terms are fair and reasonable, and whether such contracts are in the interests of the Company and its shareholders as a whole and advise shareholders on how to vote;
(7) reviewing the structure, size and composition (including gender, age, culture and educational background, professional experience, skills, knowledge and other aspects) of the Board at least annually, assisting the Board in maintaining a board skills matrix and make recommendations on any proposed changes to the board of directors to complement the Company's corporate strategy; overseeing the implementation of the diversity policy of the board of directors; reviewing the board diversity policy (not less than once a year) as and when appropriate to ensure its effectiveness. The Remuneration and Nomination Committee will discuss any amendments that may be required and propose amendments to the board of directors;
(8) assessing the independence of independent directors;
(9) making recommendations to the board of directors on the appointment or re-appointment of directors and succession plans for directors (in particular the chairman and the chief executive officer);
(10) conducting an assessment of each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively;
(11) supporting the issuer's regular evaluation of the board's performance;
(12) reviewing or approving the relevant matters in relation to the share schemes under Chapter 17 of the Hong Kong Listing Rules and making recommendations to the board of directors.

Article 8 The Remuneration and Nomination Committee may engage external professionals to provide services, and the reasonable expenses incurred shall be borne by the Company.

Article 9 The remuneration policy of the directors of the Company proposed by the Remuneration and Nomination Committee shall be implemented after the approval of the board of directors and the shareholders at the general meeting; and the remuneration policy of members of senior management of the Company is within the range of the remuneration policy to be approved by the board of directors, and shall be implemented by the Remuneration and Nomination Committee.

Article 10 The Remuneration and Nomination Committee shall propose to the board of directors and/or the general meeting for voting in a timely manner after determining relevant candidates. The Remuneration and Nomination Committee shall review the qualifications of the nominees and form clear review opinions.

When the Remuneration and Nomination Committee reviews the eligibility of a director or management level member of senior management who is currently a member of the Remuneration and Nomination Committee, such director or management level member of senior manager shall be absent.

Article 11 In order to achieve sustainable and balanced development, diversity at the board level is regarded as an essential element in supporting the Company to achieve its business objectives and sustainable development. The board diversity policy includes:

(1) All board appointments of the Company will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the board of directors.

(2) The Company is committed to selecting the best candidates to serve as members of the board of directors. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on the candidates' expertise and contribution to the board of directors. The composition of the board of directors (including gender, age and length of service) will be disclosed in the corporate governance report on an annual basis.

(3) The Company is committed to ensuring gender diversity when hiring mid-level and senior-level employees, so that female senior management and potential successors will be able to join the board of directors in a timely manner to ensure gender diversity of the board of directors. The Company will continue to attach importance to the training of female talents and provide long-term development opportunities for female employees.

A summary of the policy and any measurable targets set for the implementation of the policy and the progress towards achieving the targets will be disclosed in the corporate governance report on an annual basis.

Article 12 The Chairman of the Remuneration and Nomination Committee is primarily responsible for performing the following duties:

(1) convening and presiding over the regular meetings of the Remuneration and Nomination Committee;
(2) convening extraordinary meetings of the Remuneration and Nomination Committee;
(3) supervising and monitoring the implementation of resolutions of the Remuneration and Nomination Committee;
(4) other duties authorized by the board of directors and the Remuneration and Nomination Committee.

Chapter 4 Convening and Notices Procedures of Meetings of the Remuneration and Nomination Committee

Article 13 The meetings of the Remuneration and Nomination Committee shall be held on-site. On the premise of ensuring that all participating directors can fully communicate and express their opinions, the meetings may be held by video, telephone or other means in accordance with the procedures when necessary.

Article 14 In principle, a written notice shall be given and relevant data and information shall be provided to all members not later than three days before the meeting of the Remuneration and Nomination Committee; however, under special circumstances, such notice period may be reduced to less than three days upon consents of two-thirds or more of the members of the Remuneration and Nomination Committee, or by way of other means to inform all members.

Article 15 Notice of meeting of the Remuneration and Nomination Committee shall include the following:

(1) date and venue of the meeting;
(2) duration of the meeting;
(3) reasons for and proposals of the meeting;
(4) date of dispatch of the notice.

The proposals and notice of the meeting shall be determined by the Chairman of the Remuneration and Nomination Committee, and delivered to each member of the Committee through the staff of the board of directors of the Company.

Chapter 5 Rules of Procedures and Voting Procedures of the Remuneration and Nomination Committee

Article 16 The meeting of the Remuneration and Nomination Committee shall be held with two-thirds or more of members present. Each member shall have one vote. An effective resolution shall be approved by over half of all members of the Remuneration and Nomination Committee.

Article 17 The meetings of the Remuneration and Nomination Committee shall be attended by members in person, and shall not be represented.

Article 18 The meetings of the Remuneration and Nomination Committee shall be presided over by the Chairman of the Remuneration and Nomination Committee. Where the Chairman of the Remuneration and Nomination Committee is unable to preside over the meeting for any reason, other members as designated by the Chairman shall preside over the meeting.

Article 19 Based on the agenda and needs of the meetings, the Remuneration and Nomination Committee can invite other persons relating to the topics of the meeting to brief relevant situations or listen to relevant opinions, and such persons shall not be absent from the meeting without proper reasons. Such persons shall not be involved in the discussion, or affect the progresses, voting or resolution of the meeting.

Article 20 When the nomination of members of the Remuneration and Nomination Committee is discussed at the relevant meeting, the person concerned shall be absent from such discussion.

Chapter 6 Resolutions and Minutes for the Meeting of the Remuneration and Nomination Committee

Article 21 After voting at the meeting of the Remuneration and Nomination Committee, the resolutions shall be formulated and minutes shall be prepared, and opinions of independent directors shall be set forth in the minutes of the meeting. Each member of the Remuneration and Nomination Committee attending the meeting shall sign the resolutions and minutes of the meeting. The written documents and minutes of the resolutions shall be kept by the Company as corporate archives and shall be kept for a period of not less than ten years during the existence of the Company.

Article 22 The resolutions of the Remuneration and Nomination Committee meeting shall include the following:

(1) the date, venue and the convener of the meeting;
(2) the number of Committee members who should attend the meeting and the actual number of attendees;
(3) explanations on the procedures of the meeting and the validity of the resolutions of the meeting;
(4) explanations on the contents of the resolutions as considered and voted at the meeting and the voting result;
(5) other matters to be described and included in the resolutions.

Article 23 The proposed remuneration policy of the Company as adjusted in accordance with the changing market environment shall be submitted to the board of directors for review with the approval of the Remuneration and Nomination Committee.

Chapter 7 Supplementary Provisions

Article 24 Unless otherwise specified, terms used in these terms of reference shall have the same meanings as those defined in the Articles of Association.

Article 25 Matters not provided for under these terms of reference or resulting in conflict with these terms of reference and provisions of the Relevant Rules and the Articles of Association shall be implemented in accordance with provisions of the Relevant Rules or the Articles of Association.

Article 26 These terms of reference shall be interpreted and amended by the board of directors.

Article 27 Upon consideration and approval by the board of directors, these terms of reference shall become effective from November 21, 2025.