

E. BON HOLDINGS LIMITED

怡邦行控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Remuneration Committee

薪酬委員會

Terms of Reference

職權範圍

STATUS 組織架構

The remuneration committee (the “**Committee**”) is a sub-committee of the board (the “**Board**”) of directors (the “**Director(s)**”) of E. Bon Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to which the Board has delegated consideration of matters set out below.

薪酬委員會(「**委員會**」)為怡邦行控股有限公司(「**本公司**」，連同其附屬公司，統稱「**本集團**」)董事(「**董事**」)會(「**董事會**」)轄下的小組委員會，由董事會授權代其審議下文所載事宜。

ADMINISTRATIVE STRUCTURE 行政架構

Membership 成員

(A) The Committee shall be appointed by the Board from amongst the Directors and shall consist of a minimum of three members, a majority of whom must be independent non-executive Directors. A quorum shall be two members.

委員會應由董事會從董事中任命，並至少由三名成員組成，其中過半數成員須為獨立非執行董事。委員會的會議法定人數為兩名成員。

(B) The Chairman of the Committee shall be appointed by the Board and must be an independent non-executive Director.

委員會主席須由董事會委任，並且應為獨立非執行董事。

Attendance at meetings 出席會議

Only members of the Committee have a right to attend Committee meetings; however other members of the Board or management may be invited to attend, as appropriate.

只有委員會成員有權出席委員會會議，但委員會可於適當時可邀請其他董事會成員或管理層成員出席其會議。

The Committee members may attend the meetings in person, by telephone or by video conference.

委員會成員可以親自、通過電話或視像會議參加會議。

Frequency and procedure of meetings 會議次數及程序

- (A) Meetings shall be held not less than once a year.
會議次數應不少於每年一次。
- (B) An agenda and other relevant documents should be sent, in full, to all members of the Committee in a timely manner and at least three (3) days before the intended date of a meeting of the Committee (or such other period as may be agreed by its members).
議程和其他相關文件應及時完整地發送給委員會所有成員，並且至少在委員會預定會議召開日期三(3)天前(或委員會成員同意的其他期限)發送。
- (C) Management is obliged to provide the Committee with adequate and timely information which is accurate, clear, complete and reliable, to enable the Committee to make informed decisions. Each Committee member has separate and independent access to the Company's senior management ^{Note (i)} and has free access to Board papers and related materials. To fulfil their duties properly, the Committee members may not, in all circumstances, be able to rely purely on information provided voluntarily by the management and they may need to make further enquiries. Where any Committee member requires more information than is volunteered by the management, that Committee member should make further enquiries where necessary.
管理層有義務向委員會提供充分、及時、準確、清晰、完整和可靠的資訊，以使委員會能夠做出明智的決定。各委員會成員均可自行個別接觸本公司高級管理人員^{註(i)}，及有權查閱董事會之檔及有關材料。為了妥善履行職責，委員會成員在任何情況下都可能無法完全依賴管理層自願提供的資訊，他們可能需要進行進一步調查。如果任何委員會成員需要的資訊超出管理層自願提供的範圍，該委員會成員應在必要時進行進一步調查。
- (D) The Company secretary shall be the secretary of the Committee.
委員會秘書為本公司秘書。

Authority 權力

- (A) 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 of the Group and all employees of the Group are directed to co-operate with any request made by the Committee.

委員會經董事會授權，可調查其職權範圍內的任何活動。委員會有權向本集團任何員工索取其所需的任何資訊，本集團所有員工均須配合委員會提出的任何要求。

- (B) The Committee is authorised by the Board, upon reasonable request, to seek/obtain external legal or other independent professional advice in appropriate circumstances at the Company's expense and to ensure the attendance of such independent professional adviser(s) with relevant experience and expertise if it considers this necessary. The Committee should be provided with sufficient resources to perform its duties. The Committee should have access to independent professional advice if necessary.

委員會經董事會授權，可應合理要求，在適當情況下尋求外部法律或其他獨立專業意見，費用由本公司承擔，並在其認為必要時，確保該等具有相關經驗和專業知識的獨立專業顧問出席。委員會應獲提供充足資源以履行其職責。如有必要，委員會應能夠尋求獨立的專業意見。

DUTIES 職務

The duties of the Committee shall include:

委員會的職務包括：

1. To consult the chairman and/or the chief executive about their remuneration proposals for executive Directors. To make recommendations to the Board on the Company's policy and structure for all Directors and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
就執行董事的薪酬建議諮詢主席及／或行政總裁。就本公司全體董事及高級管理人員的薪酬政策及架構，以及就制定薪酬政策的正式及透明程式，向董事會提出建議；
2. To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
參照董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；

3. 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;
向董事會建議個別執行董事及高級管理人員的薪酬待遇。此應包括非金錢利益、退休金權益及賠償金額(包括因喪失或終止職務或委任應付的賠償)；
4. To make recommendations to the Board on the remuneration for non-executive Directors;
就非執行董事的薪酬向董事會提出建議；
5. To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件；
6. To review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure it is consistent with contractual terms and is otherwise fair and not excessive;
檢討及批准向執行董事及高級管理人員就其因喪失或終止職務或委任而應付的賠償，以確保該等賠償符合合約條款；若未能與合約條款一致，賠償亦須公平合理，不致過多；
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;
檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；
8. To assess performance of executive Directors and to review and approve the terms of service contracts of executive Directors;
評估執行董事的績效以及檢討及批准執行董事服務合約的條款；
9. To ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;
確保任何董事或其任何聯繫人不得參與釐定他本身的薪酬；

10. To review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);
審閱及／或批准《香港聯合交易所有限公司(「聯交所」)證券上市規則(「《上市規則》)」)第十七章所述有關股份計劃的事宜；
11. To review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements in respect of remuneration matters; and
檢討及監察本公司在遵守有關薪酬的法律及監管規定方面的政策及常規；
及
12. To consider other topics as defined by the Board from time to time.
研究其他由董事會不時界定的課題。

REPORTING PROCEDURES 匯報程序

Without prejudice to the generality of the foregoing, the Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements). The reporting shall be done by the Chairman of the Committee or any such other person designated by the Committee from time to time.

在不損害上述的一般性原則下，委員會須向董事會匯報其決定或建議，除非委員會受法律或監管限制所限而不能作出匯報(例如因監管規定限制披露)。匯報由委員會主席或任何其他由委員會不時指派的人士負責。

MINUTES 會議記錄

Minutes of Committee meetings and the record of individual attendance at such meetings shall be prepared by the Company secretary (or his/her delegate(s)). Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any Director(s).

委員會會議記錄及個人出席記錄應由本公司秘書(或其代表)編製。委員會會議的完整記錄應由正式指定的會議秘書保存，並應在任何合理時間，經任何董事發出合理通知後，可供查閱。

Minutes of Committee meetings should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Committee members or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Committee for their comment and records, respectively, as soon as practicable within a reasonable time after the conclusion of any meeting of the Committee.

委員會會議記錄應詳細記錄所審議的事項和所達成的決定，包括委員會成員提出的任何關注或表達的反對意見。會議記錄的草稿及最終定稿應在委員會任何會議結束後的合理時間內儘快送交委員會所有成員，供其評論及記錄。

ANNUAL GENERAL MEETINGS 股東周年大會

The chairman of the Committee should attend annual general meetings of the Company. In his absence, the chairman of the Committee should invite another member of the Committee, or failing this their duly appointed delegate, to attend. Such person(s) attending should be available to answer questions at the annual general meetings of the Company.

委員會主席應出席本公司股東周年大會。如委員會主席缺席，應邀請委員會其他成員或其正式委任的代表出席。出席者應在本公司股東周年大會上解答疑問。

GENERAL 一般資訊

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.

本職權範圍應根據情況變化以及監管規定的變動(包括《上市規則》的規定)，並於必要時更新及修訂。

The Committee should make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board by including them on the HKEx News website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.ebon.com.hk).

委員會應將本職權範圍刊載於聯交所披露易網站(www.hkexnews.hk)及本公司網站(www.ebon.com.hk)，以供公眾查閱，及解釋其角色及董事會轉授予其的權力。

Note: 註：

- (i) For the purpose of this terms of reference, “senior management” should refer to the same category of persons as referred to in the Company’s annual report.
就本職權範圍而言，「高級管理人員」指本公司年報內提及的同一類別的人士。
- (ii) If there is any inconsistency in this document between the English and Chinese versions, the English version shall prevail.
如本文件的英文版本與中文版本有任何不一致，以英文版本為準。

June 2025

二零二五年六月