



EVA Precision Industrial Holdings Limited

億和精密工業控股有限公司

(the “Company”)

(Incorporated with limited liability in the Cayman Islands)

(Stock Code: 838)

Terms of Reference for the Remuneration Committee (the “Committee”) of the Company

Constitution

1. The Committee was established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”, each member of the Board a “**Director**”) at the Board’s meeting held on 22 June 2005. These terms of reference of the Committee were revised and adopted by written resolutions passed by the Board dated 2 March 2012 and 30 March 2026.

Membership

2. The members of the Committee (each a “**Member**”) shall be appointed by the Board from amongst the Directors from time to time. The majority of Members must be independent non-executive Directors.
3. The chairman of the Committee shall be appointed by the Board and must be an independent non-executive Director.
4. The appointment of any Member may be revoked, and replacement or additional Members may be appointed to the Committee by resolutions passed by the Board.

Secretary

5. The company secretary of the Company or his or her delegate shall act as the secretary of the Committee (the “**Secretary**”).
6. Notwithstanding paragraph 5, the Committee may from time to time appoint any person (other than the company secretary of the Company) with appropriate qualification and experience as the Secretary.

Frequency and proceedings of Meetings

7. The Committee shall meet at least once a year, and more frequently if circumstances require.

8. Unless otherwise agreed by all Members, a meeting of the Committee (“**Meeting**”) shall be called by at least seven days’ notice.
9. A Member may and, on the request of a Member, the Secretary shall, at any time summon a Meeting. A notice of Meeting shall be given by the Secretary to all Members in person orally or in writing or by telephone or by facsimile transmission or by electronic communication or in such other manner as the Committee may from time to time determine. A notice of Meeting shall be accompanied by an agenda together with other documents which may be required to be considered by the Members for the purposes of the Meeting.
10. The quorum for a Meeting shall be two Members.
11. Members may participate in any Meeting by means of telephone or video conference or other communication equipment through which all persons participating in the Meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a Meeting as if those participating were present in person.
12. Resolutions of the Committee at any Meeting shall be passed by a majority of votes of the Members present.
13. A resolution in writing signed by all Members shall be as valid and effective as if it had been passed at a Meeting duly convened and held.

Authority

14. The Committee is authorised:
 - (a) to review, assess and make recommendations upon any issue within its terms of reference;
 - (b) to seek any information it requires from any director or employee of the Company and its subsidiaries (collectively, the “**Group**”) and to require any of them to prepare and submit reports, to attend Meetings, to supply information and to address the questions raised by the Committee, and all directors and employees of the Group are directed to supply all such information as may be requested by the Committee; and
 - (c) to obtain independent professional advice for the performance of its responsibilities and to secure the attendance of such external advisers if it considers necessary.
15. The management of the Company is obliged to supply the Committee with adequate information in a timely manner to enable it to make informed decisions. The information supplied must be complete and reliable. The Committee and each of its Members shall have full access to the management of the Company.

16. The Committee shall be provided with sufficient resources to perform its duties.

Responsibilities and powers

17. The Committee shall consult the chairman of the Company and/or chief executive of the Company about their remuneration proposals for other executive Directors.

18. The Committee shall have the following responsibilities and powers:

- (a) to make recommendations to the Board on the policy and structure of the Company for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) either:
 - (i) to determine, if delegated with such 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 review and approve employment, services, consultancy or termination agreements of executive Directors and senior management, if any;

- (i) to ensure that no Director or any of his or her associates is involved in deciding that Director's own remuneration; and
- (j) to review and/or approve matters relating to any share schemes adopted by the Group and governed by Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**").

Reporting procedures

- 19. Full minutes of Meetings should be kept by the Secretary. Such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
- 20. Minutes of Meetings should record in sufficient details the matters considered by the Committee and the decisions reached, including any concerns raised by any Member or other persons or any dissenting views expressed. Draft and final versions of minutes of Meetings shall be sent to all Members for their comment and records within a reasonable time after the Meeting.
- 21. Without prejudice to the generality of the duties of the Committee set out above, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on it to do so (such as a restriction on disclosure due to regulatory requirements).

Annual general meeting

- 22. The chairman of the Committee or in his or her absence, another Member (who must be an independent non-executive Director) shall attend the Company's annual general meeting(s) and be prepared to respond to shareholders' questions on the Committee's activities and responsibilities.

Alternate Members

- 23. A Member may not appoint any alternate.

Continuing application of the articles of association of the Company

- 24. The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the Meetings and proceedings of the Committee.

Powers of the Board

25. The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

Publication of the terms of reference

26. These terms of reference shall be made available to any person without charge upon request and shall be posted on the website of the Company and on the website of the Stock Exchange.

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

In these terms of reference, “senior management” refers to the same persons referred to in the Company’s annual report and required to be disclosed under paragraph 12 of Appendix D2 to the Listing Rules.