Fameglow Holdings Limited
亮晴控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3774)

(the "Company")

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

(Revised and adopted by the Board on 29 June 2026 and effective on 30 June 2026)

1. CONSTITUTION

1.1. The remuneration committee of the Company ("**Remuneration Committee**") is established pursuant to a resolution passed by the Company's board of directors (the "**Board**") at its meeting held on 21 September 2018.

2. MEMBERSHIP

2.1 Members of the Remuneration Committee ("**Members**") shall be appointed by the Board.

2.2 The majority of the Members shall be independent non-executive directors of the Company ("**INEDs**").

2.3 The chairman of the Remuneration Committee shall be an INED and appointed by the Board.

3. SECRETARY

3.1 The company secretary of the Company (the "**Company Secretary**") shall be the secretary of the Remuneration Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the Members present at the meeting of the Remuneration Committee shall attend the meeting of the Remuneration Committee and take minutes.

3.2 Notwithstanding any other provisions in these terms of reference, the Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Remuneration Committee.

4. MEETINGS

Frequency of meetings

4.1 The Remuneration Committee shall meet at least once a year. Additional meetings of the Remuneration Committee may be held as and when required.

Notice of meetings

4.2 A meeting of the Remuneration Committee may be convened by any of its members or by the Company Secretary on request of any of the Members.

4.3 Notice of any meetings confirming the venue, time and date, has to be given at least 7 days prior to any such meeting being held provided that if a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.

4.4 Agenda and accompanying supporting papers shall be sent to all Members and to other attendees as appropriate at least 3 days before the date of the Remuneration Committee meeting (or such other period as the Members may agree).

4.5 The Remuneration Committee shall ascertain at the beginning of each meeting the existence of any conflicts of interest and minimise them accordingly.

Quorum

4.6 The quorum of the Remuneration Committee shall be any two Members.

Mode of meetings

4.7 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by telephone or through other electronic means of communication provided that all persons participating in the meeting are capable of hearing each other.

Resolutions and minutes

4.8 Resolutions of the Remuneration Committee at any meetings shall be passed by a majority of votes of the Members present.

4.9 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held.

4.10 Full minutes of Remuneration Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary) and shall be available for inspection by any Member and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Remuneration Committee meetings shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. The final version of the minutes shall be signed by the Chairman of Remuneration Committee or the chairman of the Remuneration Committee meeting as appropriate.

5. ATTENDANCE AND VOTING AT MEETINGS

5.1 At the invitation of the Remuneration Committee, the chairman of the Board and/or the Chief Executive Officer of the Company (if not a Member), the other directors of the Company, external advisers and other persons may attend all or part of any meetings.

5.2 Only Members are entitled to vote at the meetings.

6. ANNUAL GENERAL MEETING

6.1 The Chairman of the Remuneration Committee or a Member shall attend the Company's annual general meeting ("**AGM**") and be prepared to respond to questions of the shareholders of the Company ("**Shareholders**") on the Remuneration Committee's activities and its responsibilities. If the chairman of the Remuneration Committee is unable to attend, a Member (who must be an INED) shall attend the AGM. Such person shall be prepared to respond to any Shareholder's questions at the AGM on the Remuneration Committee's activities.

7. CONTINUING APPLICATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

7.1 The Company's articles of association (as amended from time to time) regulating the meetings and proceedings of all directors of the Company 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 Remuneration Committee.

8. RESPONSIBILITY AND POWERS

The Remuneration Committee shall have the following duties and powers:

8.1 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;

8.2 to make recommendations to the Board on the remuneration packages of all individual executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration of non-executive directors of the Company. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group and desirability of performance-based remuneration;

8.3 to review and approve the management's performance-based remuneration proposals with reference to the Board's corporate goals and objectives from time to time;

8.4 to review and approve compensation payable to executive directors and senior management of the Company 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;

8.5 to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with the relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;

8.6 to ensure that no director of the Company or any of his/her associates is involved in deciding his/her own remuneration;

8.7 to advise Shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and

8.8 to consider other topics as defined by the Board.

9. REPORTING

9.1 The Remuneration Committee shall report back to the Board after each meeting on all matters within its responsibilities, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

10. AUTHORITY

10.1 The Remuneration Committee shall consult the chairman of the Board and/or Chief Executive Officer of the Company about their remuneration proposals for other executive directors and senior management *Note 1* of the Company.

10.2 The Remuneration Committee is authorised by the Board to seek any remuneration related information it requires from senior management and any employee of the Company in order to perform its duties.

10.3 The Remuneration Committee shall have access to sufficient resources to perform its duties, and, where necessary, shall seek independent professional advice *Note 2*, at the Company's expense, to perform its responsibilities.

10.4 The Company should disclose details of any remuneration payable to members of senior management by band in its annual reports.

11. PUBLICATION OF THE TERMS OF REFERENCE

11.1 These terms of reference, explaining the role of the Remuneration Committee and the authority delegated to it by the Board, will be posted on both the websites of the Company and the Stock Exchange of Hong Kong Limited.

Notes:

1 "senior management" should refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under rule 18.39 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

2 Arrangement to seek professional advice could be made through the Company Secretary.

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