Vincent Medical Holdings Limited
永勝醫療控股有限公司

(the "**Company**", together with its subsidiaries, the "**Group**")
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1612)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

First adoption date: 24 June 2016
Latest amendment effective date: 20 August 2025

Constitution

1. The remuneration committee (the "**Committee**") is established pursuant to a resolution passed by the board of directors (the "**Board**") of the Company on 24 June 2016.

Purpose

2. The purpose of the Committee is to assist the Board in determining the policy and structure for the remuneration of Company's directors (the "**Directors**") and senior management, reviewing incentive schemes and Directors' service contracts and fixing the remuneration packages for Directors and senior management.

Membership

3. The members of the Committee shall be appointed by the Board and shall comprise such number of Directors as the Board may determine, provided a majority of the Committee shall comprise members who are independent non-executive Directors.

4. Unless otherwise determined by the Board, the minimum number of members of the Committee shall be three. If a member resigns, ceases to be a Director or for any other reason ceases to be a member of the Committee resulting in the number of members to fall below the minimum, the Board shall, on a timely basis and in any case within three months of that event, appoint such number of new members as may be required to make up the minimum.

5. The chairman and members of the Committee should ensure that they devote sufficient time and make contributions to the Company that are commensurate with their role and responsibilities as set out in these terms of reference.

Chairman

6. The chairman of the Committee (the "**Chairman**") shall be appointed by the Board and shall be an independent non-executive Director. In the absence of the Chairman, the remaining members present at a meeting of the Committee shall elect one of themselves to chair the meeting. The chairman of the Board shall not be the Chairman.

Secretary

7. The company secretary of the Company or any person appointed by the Committee shall be the secretary of the Committee (the "**Secretary**"). In the absence of the Secretary, the members present at a meeting of the Committee shall elect one of themselves or appoint another person as the secretary for that meeting.

Frequency of Meetings

8. The Committee shall regularly meet at least once a year. Additional meetings may be held as and when required.

Notice of Meetings

9. A meeting of the Committee may be convened by the Secretary at the request of any of its members.

10. Unless otherwise agreed by all the members of the Committee, notice of each meeting stating the time, date and place of the meeting or the electronic means of holding the meeting shall be given to each member of the Committee and any other person invited to attend:

    (a) in relation to all regular meetings of the Committee, at least seven days prior to the date of the meeting; and

    (b) in relation to all other meetings of the Committee, within a reasonable time prior to the date of the meeting.

11. The agenda and any supporting documents and papers shall be forwarded to each member of the Committee and any other person invited to attend at least three days prior to the date of the meeting (or such other period as the members may agree).

Proceedings of Meetings and Resolutions

12. No business shall be transacted at any meeting of the Committee unless a quorum is present. The quorum of a meeting shall be two members of the Committee (at least one of whom should be an independent non-executive Director).

13. Only members of the Committee have the right to attend Committee meetings. Other persons including but not limited to any Director, management, external advisors or consultants may be invited by the Committee to attend for all or part of any meeting as and when appropriate.

14. Meetings of the Committee may be held either in person or through electronic means of communication or in such other manner as the members may agree.

15. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present. Each member of the Committee shall have one vote. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.

16. A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may be contained in a single document or may consist of several documents in like form each signed by one or more of the members of the Committee.

17. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she and/or his/her close associates have a material interest.

18. Draft and final versions of minutes of the Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.

19. The Secretary shall cause full minutes to be made for all meetings of the Committee. Such minutes shall include sufficient details of the meetings including the attendances thereat, all business transacted, all resolutions passed and all orders made at such meetings. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting of the Committee, shall be sufficient evidence without any further proof of the facts therein stated.

20. Minutes of the Committee meetings shall be kept by the Secretary and shall be available for inspection by any member of the Committee and/or any Director at any reasonable time on reasonable notice.

21. Save as otherwise provided herein expressly, proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company for regulating the proceedings of meetings of the Board *mutatis mutandis*.

Authority

22. The authorities of the Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code (the "**Corporate Governance Code**") as contained in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (as amended from time to time).

23. The Committee is authorised by the Board to seek any information it requires from the management of the Company in order to perform its duties.

24. The Committee is authorised by the Board to obtain any independent professional advice, at the Company's expense, from any person if it considers necessary to perform its duties.

25. The Committee is to be provided with sufficient resources to discharge its duties.

26. The Committee shall consult the chairman of the Board and/or the chief executive officer of the Company about its proposals relating to the remuneration of other executive Directors.

Duties and Functions

27. The duties and functions of the Committee shall include such duties and functions set out in the relevant code provisions of the Corporate Governance Code. Without prejudice to the foregoing, the Committee shall:

    (a) 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) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

(c) either:

(i) determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or

(ii) 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) make recommendations to the Board on the remuneration of non-executive Directors;

(e) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

(f) 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) 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) ensure that no Director or any of his associates is involved in deciding his own remuneration;

(i) review and/or approve matters relating to share schemes as provided for under Chapter 17 of the Listing Rules; and

(j) consider other topics as defined or directed by the Board.

Reporting Procedures

28. The Committee shall report directly to the Board on its findings, decisions and/or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting of the Committee, the Chairman shall report the findings, decisions and/or recommendations of the Committee to the Board. The company secretary of the Company shall also circulate the minutes of meetings, reports and/or written resolutions (if any) of the Committee to all members of the Board.

Remuneration Committee report

29. The work of the Committee during each financial year shall be summarised and included in the corporate governance report which constitutes part of the annual report of the Company.

Annual General Meeting

30. The Chairman or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's work and its responsibilities.

Amendment

31. Subject to the compliance with the articles of association of the Company and the Listing Rules, any amendment to these terms of reference shall be authorised by the Board.

Publication

32. The Committee shall make available these terms of reference by publishing them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.