

Roiserv Lifestyle Services Co., Ltd.

榮萬家生活服務股份有限公司

(A Special Purpose Vehicle established under the laws of the Cayman Islands)

(Stock Code: 2146)

(the "Company")

Remuneration Committee – Terms of Reference

1. Members

- 1.1 The Remuneration Committee shall be composed of three members (the "Remuneration Committee") appointed by the Board of Directors (the "Board") of the Company. The members of the Remuneration Committee shall be independent non-executive directors of the Company.
- 1.2 The Remuneration Committee shall be chaired by an independent non-executive director of the Company.
- 1.3 The Remuneration Committee shall have the authority to recommend to the Board the remuneration of the Executive Directors and Senior Management Personnel of the Company.

2. Secretary

- 2.1 The Remuneration Committee shall be assisted by the Joint Company Secretaries of the Company.
- 2.2 The Remuneration Committee shall have the authority to recommend to the Board the remuneration of the Joint Company Secretaries of the Company.

3. Meeting

- 3.1 The Remuneration Committee shall meet at least once a year. The members of the Remuneration Committee shall be entitled to attend and vote at any meeting of the Remuneration Committee.
- 3.2 The Remuneration Committee shall meet at least 14 days before the meeting of the Board of Directors to discuss the remuneration of the Executive Directors and Senior Management Personnel of the Company. The Remuneration Committee shall also meet at least 14 days before the meeting of the Board of Directors to discuss the remuneration of the Joint Company Secretaries of the Company.
- 3.3 The Remuneration Committee shall have the authority to recommend to the Board the remuneration of the Executive Directors and Senior Management Personnel of the Company.

3.4 The Board shall have the authority to call and adjourn special meetings of the shareholders of the Corporation (including special meetings of the holders of any class of shares) and to conduct business at such meetings.

3.5 The Board shall have the authority to declare dividends on the shares of the Corporation and to determine the amount, form, and mode of payment of such dividends.

3.6 The Board shall have the authority to purchase or redeem shares of the Corporation and to determine the terms, conditions, and manner of such purchase or redemption.

3.7 The Board shall have the authority to issue, reissue, and redeem shares of the Corporation and to determine the terms, conditions, and manner of such issuance, reissuance, and redemption.

4. Meeting attendance

4.1 The Board shall have the authority to determine the quorum for the meeting of the Board and to determine the manner of voting at such meetings.

4.2 The Board shall have the authority to determine the manner of voting at the meeting of the Board.

5. Annual General Meeting

5.1 The Board shall have the authority to call and adjourn the Annual General Meeting of the shareholders of the Corporation and to conduct business at such meeting.

6. Duties and Powers

The Board shall have the following duties and powers:

6.1 The Board shall have the authority to manage the business of the Corporation and to exercise all the powers and authority of the Corporation.

6.2 The Board shall have the authority to determine the manner of voting at the meeting of the Board.

6.3 (a) The Board shall have the authority to call and adjourn special meetings of the shareholders of the Corporation (including special meetings of the holders of any class of shares) and to conduct business at such meetings; (ii) The Board shall have the authority to determine the manner of voting at the meeting of the Board.

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7. Reporting

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8. Authority

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