USAS Building System (Shanghai) Co., Ltd.
美聯鋼結構建築系統(上海)股份有限公司

Terms of Reference of the Remuneration Committee of the Board of Directors

Chapter I General Provisions

Article 1 In order to further establish and improve the remuneration management system for directors and senior management of USAS Building System (Shanghai) Co., Ltd. (美聯鋼結構建築系統(上海)股份有限公司) (hereinafter referred to as the "**Company**"), and enhance its corporate governance structure, the Company has, according to the resolution of the Board of Directors, established the Remuneration Committee of the Board of Directors in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**"), the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, and other relevant laws, regulations, regulatory documents, as well as the Articles of Association of USAS Building System (Shanghai) Co., Ltd. (hereinafter referred to as the "**Articles of Association**") applicable after the issuance of H Shares, and formulates the Terms of Reference of the Remuneration Committee of the Board of Directors of USAS Building System (Shanghai) Co., Ltd. (hereinafter referred to as the "**Terms of Reference**") based on the actual conditions of the Company.

Article 2 The Remuneration Committee is a special working body set up by the Board of Directors pursuant to the Articles of Association. It shall be responsible for formulating the appraisal criteria of directors and senior management and conducting the appraisal, and formulating and reviewing remuneration policies and plans regarding the directors and senior management. The committee is accountable to the Board of Directors.

Article 3 For the purpose of these Terms of Reference, "directors" refers to chairman of the Board and directors who receive remuneration from the Company; "senior management" refers to, among others, the general manager, deputy general manager, technical director, board secretary, finance director appointed by the Board of Directors and other senior management designated by the Board of Directors. The term "general manager" in these Terms of Reference has the same meaning as "manager" in the Company Law.

Chapter II Composition

Article 4 The Remuneration Committee shall consist of at least three directors, a majority of whom shall be independent non-executive directors.

Article 5 Members of the Remuneration Committee shall be nominated by the chairman of the Board or the Nomination Committee of the Board of Directors and shall be elected by a majority of all members of the Board of Directors. After the proposal for electing members of the Remuneration Committee has been approved, the new members of the Remuneration Committee shall take office immediately after the conclusion of the meeting of the Board of Directors.

Article 6 The members of the Remuneration Committee shall be appointed and removed by the Board of Directors. The Remuneration Committee shall report its work to the Board of Directors from time to time.

Article 7 The Remuneration Committee shall have one convener being the chairman of the Remuneration Committee, who shall be an independent non-executive director and is responsible for convening committee meetings and presiding over the work of the committee. The chairman of the Remuneration Committee shall be elected from the committee, subject to the approval of the Board of Directors. When the chairman of the Remuneration Committee is unable to or fails to perform his/her duties, an independent non-executive director shall be elected by more than half of the members to perform the chairman's duties.

Article 8 The term of the Remuneration Committee shall align with that of the Board of Directors. Upon expiry of a term, a member may serve consecutive terms if re-elected. During his/her term of office, if any member ceases to be a director of the Company, or any member with the capacity of an independent non-executive director ceases to have the independence as stated in the Articles of Association and the Listing Rules, his/her membership in the Remuneration Committee shall lapse automatically. A member of the Remuneration Committee may submit his/her resignation report in writing to the Board of Directors prior to the expiry of his/her term of office to resign from his/her position in the Remuneration Committee. The resignation report shall contain such reasons for resignation and matters which require the attention of the Board of Directors of the Company as necessary. Upon the loss of qualification or permission to resign, the position(s) vacated by such member(s) shall be filled by the Board of Directors according to relevant laws, regulations, regulatory documents, and provisions of Articles 4 to 7 above. The term of office for the member filling the vacancy shall expire upon the expiration of his/her term of office as a director or an independent non-executive director. A member of the Remuneration Committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without causes except for the situations that prevent such member from holding office as specified in the Company Law, the Articles of Association or the Listing Rules.

Chapter III Duties and Authorities

Article 9 The main duties and authorities of the Remuneration Committee are as follows:

(I) to formulate remuneration policy, make recommendations to the Board of Directors and oversee the implementation in respect of the overall remuneration policy and structure of the directors, supervisors and senior management of the Company (include but are not limited to performance evaluation standards, procedures and key evaluation systems, and main reward and punishment schemes and systems, etc.) and setting up formal and transparent procedures, based on the major scope, time commitment, responsibility and importance of the respective positions of the directors, supervisors and senior management and the remuneration of the same position paid by comparable companies and duties and the employment conditions of other positions in the Group;

(II) to review and approve the management's remuneration proposals with reference to the Board of Directors' corporate policies and objectives;

(III) to review the performance of duties by the Company's directors and senior management and conduct annual performance appraisals, and formulate annual incentives schemes which shall be submitted to the Board of Directors for approval and implementation;

(IV) to supervise the implementation of the Company's remuneration policies;

(V) to make recommendations to the Board of Directors on the determination of the remuneration packages of individual executive directors, supervisors and senior management, including benefits in kind, pension rights and compensation (including compensation payable for loss or termination of office or appointment), and to make recommendations to the Board of Directors on the remuneration of non-executive directors;

(VI) to consult the chairman of the Board or the general manager in respect of the remuneration proposed for other executive directors. The Remuneration Committee shall seek independent professional opinions if necessary;

(VII) to take into account of the remuneration paid by similar companies, time commitment and responsibilities required, and the employment conditions of other positions within the Group;

(VIII) to review and approve the compensation payable to executive directors, supervisors and senior management for any loss or termination of office or appointment, so as to ensure that such compensation is consistent with the contractual terms and is otherwise fair, reasonable and not excessive;

(IX) to review and approve compensation arrangements relating to the dismissal or removal of directors for misconduct, so as to ensure that such arrangements are consistent with the contractual terms or are otherwise reasonable and appropriate;

(X) to ensure that any director or any of his/her associate (as defined in the Listing Rules) does not participate in the determination of his/her own remuneration; and in relation to a non-executive director who is also a member of the Remuneration Committee, his/her remuneration shall be determined by other members of the Remuneration Committee;

(XI) to review and/or approve the incentive schemes and service contracts of directors, and matters relating to share schemes under Chapter 17 of the Listing Rules;

(XII) other matters as required by the Listing Rules, the Corporate Governance Code, or authorized by the Board of Directors.

Article 10 The remuneration plans or schemes proposed by the Remuneration Committee shall not prejudice the interests of the shareholders. The Board of Directors shall have the right to reject any remuneration policies, plans or schemes that prejudice the interests of the shareholders.

Article 11 The remuneration plans or schemes for the directors, supervisors of the Company proposed by the Remuneration Committee shall be approved by the Board of Directors and submitted to a shareholders' general meeting for consideration and approval before implementation (if applicable). The remuneration plans or schemes for the senior management of the Company shall be reported to the Board of Directors for approval. The Remuneration Committee shall be accountable to the Board of Directors and proposals of the Remuneration Committee shall be submitted to the Board of Directors for consideration. Relevant departments of the Company shall be obligated to cooperate with the Remuneration Committee and provide relevant materials. Sufficient resources shall be made available to the Remuneration Committee for its fulfillment of duties and responsibilities.

According to the Listing Rules, the above service contracts of directors or supervisors which are subject to shareholders' approval include:

(I) service contracts with a term of over three years; or

(II) contracts which may not be terminated by the Company unless more than one year's notice is given, or compensation or other amounts equivalent to more than one year's emoluments are paid.

The Remuneration Committee shall make comments on the above service contracts of directors or supervisors which are subject to the shareholders' approval, notify shareholders on whether relevant contract terms are fair and reasonable, whether relevant contracts are in the interests of the Company and its shareholders as a whole, and shall put forward opinions on how shareholders (other than those shareholders who are directors or supervisors and have a material interest in such service contracts, as well as associates thereof) should vote.

Article 12 The Remuneration Committee shall make available the Terms of Reference explaining its role and the authority delegated to it by the Board of Directors on the website of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Stock Exchange**") and the Company's website.

Chapter IV Working Procedures

Article 13 The human resources department of the Company is the day-to-day office of the Remuneration Committee and is responsible for providing the Company with information on human resources and the appraisees, preparing for the meetings of the Remuneration Committee and executing the relevant resolutions of the Board of Directors and the Remuneration Committee.

Article 14 The human resources department of the Company is responsible for making preliminary preparations for decision-making by the Remuneration Committee and providing information on relevant aspects of the Company:

(I) the Company's key financial indicators and achievement of operating targets;

(II) the scope of work and performance of main duties of the senior management of the Company;

(III) extent to which the goals set out under the job performance appraisal system have been achieved by the directors and senior management;

(IV) operation performance driven by the business initiatives and profit-making ability of directors and senior management;

(V) the basis for estimation and calculation relating to the formulation of remuneration distribution plan and distribution method based on the performance of the Company;

(VI) to maintain day-to-day working relationship with intermediary agencies designated by the Remuneration Committee;

(VII) to provide information on the remuneration systems of the Company and the implementation of the same at the request of the Remuneration Committee.

The Remuneration Committee performs the main duties under Article 9 of the Terms of Reference based on the information provided by the human resources department of the Company.

The chairman of the Remuneration Committee or (if absent) another member of the Remuneration Committee, who must be an independent non-executive director, shall attend the Company's annual general meeting and respond to shareholders' questions on the activities and responsibilities of the Remuneration Committee.

Chapter V Rules of Procedure

Article 15 Meeting of the Remuneration Committee shall be convened at least once annually. Extraordinary meeting of the Remuneration Committee may be convened by the chairman of the Remuneration Committee as he/she deems it necessary, by the proposal of more than half of the members of the committee or upon recommendation of the chairman of the Board.

Article 16 Meetings of the Remuneration Committee shall be convened by the chairman of the committee. Notice of meeting, signed by the chairman of the committee, and materials for meeting shall be delivered to all members of the committee three days (excluding the date of the meeting) prior to the meeting. Upon unanimous consent of all members of the committee, the requirement on such prior notice period may be exempted. If any of the following circumstances occur, a member of the Remuneration Committee may propose to convene an extraordinary meeting, and the chairman shall convene and preside over such extraordinary meeting within three days upon receipt of the proposal: (I) when the Board of Directors deems it necessary; (II) when the chairman of the Remuneration Committee deems it necessary; (III) when it is proposed by more than two committee members.

Article 17 Meetings of the Remuneration Committee shall be presided over by the chairman of the committee, in whose absence another independent non-executive director who is authorized by the chairman of the committee may preside over the meeting in his/her stead.

Article 18 The quorum for meetings of the Remuneration Committee shall be more than two-thirds of the total members of the committee, one of whom shall be an independent non-executive director. Members who cannot attend a meeting may authorize, in writing, other members to attend and vote on his/her behalf. The form of proxy, containing the name of the proxy, the matters delegated, the scope of authorization and the validity period of such authorization, and signed or stamped by the appointer, shall be submitted to the presider of the meeting no later than the time when voting takes place. The resolutions made at the meetings shall be approved by a majority of all members, and relevant resolutions or opinions shall be signed by the participating members of the Remuneration Committee. Each member shall have one vote and may vote "for", "against" or "abstain" from voting on a given matter. Where the respective votes for and against a resolution are equal in number, the chairman of the Remuneration Committee shall be entitled to have a casting vote.

Article 19 Meetings of the Remuneration Committee may be held by on-site meetings, tele-conferences, video conferences, circulation of documents, facsimile, email or other appropriate means.

Article 20 The Remuneration Committee may invite the directors, supervisors, senior management and external advisors of the Company to attend meetings of the Remuneration Committee when necessary. Persons attending the meetings may explain or illustrate the matters discussed at the meetings, but non-members of the Remuneration Committee shall have no voting rights.

Article 21 The Company should provide the Remuneration Committee with sufficient resources to perform its duties. The senior management and relevant departments of the Company shall support and cooperate with the Remuneration Committee, and provide such necessary information as required by the Remuneration Committee. If necessary, the Remuneration Committee may engage independent intermediary institutions to provide professional opinions for its decision-making. The reasonable expenses shall be borne by the Company.

Article 22 A member of the Remuneration Committee shall avoid attending meetings of the Remuneration Committee for which he/she is the subject matter of the resolution.

Article 23 The convening procedures, voting method and approved resolutions of the meetings of the Remuneration Committee shall comply with the provisions set out in the relevant laws, regulations, the Articles of Association and these Terms of Reference.

Article 24 Minutes of meetings of the Remuneration Committee held on site shall be prepared, on which members present at the meeting shall sign. Minutes of meetings of the committee shall be kept by the secretary to the Board of Directors.

Article 25 Resolutions passed and voting results at the meetings of the Remuneration Committee shall be reported in writing to the Board of Directors for its consideration.

Article 26 Members present at meetings and persons attending such meetings shall perform a duty of confidentiality regarding matters discussed at such meetings. No unauthorized disclosure of such information shall be allowed, unless otherwise stipulated under relevant laws, regulations, and/or rules of regulatory bodies.

Chapter VI Supplementary Provisions

Article 27 This Terms of Reference are deliberated and approved by the Board of Directors, and shall come into force and be implemented from the day on which the overseas listed foreign shares (H Shares) in the Company's initial public offering are listed for trading on the Hong Kong Stock Exchange.

Article 28 "More than" as referred to in these Terms of Reference shall include the underlying number, and the words "majority" shall not include the number itself.

Article 29 Any matters not covered by these Terms of Reference shall be implemented in accordance with the relevant laws, regulations, departmental rules, the Listing Rules and the Articles of Association. If these Terms of Reference contravene the relevant laws, regulations, departmental rules, the Listing Rules and relevant regulatory rules of the place(s) where the Company's shares are listed, and the Articles of Association, such laws, regulations, departmental rules, the Listing Rules and relevant regulatory rules of the place(s) where the Company's shares are listed, and the Articles of Association shall prevail, and these Terms of Reference shall be promptly amended and reported to the Board of Directors for consideration. These Terms of Reference are written in Chinese. In the event of any inconsistency with their English versions, the Chinese version shall prevail.

Article 30 The right to interpret these Terms of Reference shall reside with the Board of Directors.

USAS Building System (Shanghai) Co., Ltd.
December 5, 2025