

AGBA GROUP HOLDING LIMITED

REMUNERATION COMMITTEE CHARTER

1. PURPOSE

The purpose of the Remuneration Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to review annually the Company’s corporate goals and objectives relevant to the officers’ compensation; evaluate the officers’ performance in light of such goals and objectives; determine and approve the officers’ compensation level based on this evaluation; make recommendations to the Board regarding approval, disapproval, modification, or termination of existing or proposed employee benefit plans; make recommendations to the board with respect to compensation for the principal executive officer of the Company; and administer the Company’s incentive-compensation plans and equity-based plans.

2. COMPOSITION

The Committee shall be comprised of at least two directors, each of whom shall be a member of the Board.

Committee members shall be elected or appointed by the Board. The members of the Committee will serve at the discretion of the Board and may be removed or replaced at any time upon the determination of the Board.

The Committee will comply with all applicable provisions of applicable law, rules, and regulations, including those related to independence and committee composition. In determining the members of the Committee, the Board will ensure that the members of the Committee also qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934.

In consultation with the Board, the Committee shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue.

3. RESPONSIBILITY AND AUTHORITY

The following are the general responsibilities of the Committee and are set forth only for its guidance. The Committee may assume such other responsibilities as delegated to it by the Board from time to time.

Nothing in this charter shall be interpreted as diminishing or derogating from the responsibilities of the Board, including providing its final approval of the compensation of all executive officers.

- Reviewing and approving on at least an annual basis the corporate goals and objectives relevant to the compensation of executive officers, evaluating their performance in light of such goals and objectives, and determining, and approving the remuneration of executive officers based on such evaluation.

- reviewing, evaluating, and recommending changes, if appropriate, to the remuneration of the Company's non-employee directors.
- Administering the Company's equity compensation plans and related agreements with the Company executive officers and directors.
- Reviewing and approving policies and procedures relating to perquisites and expense accounts of the executive officers of the Company.
- Assisting management in complying with proxy statement, annual report, and other relevant disclosure requirements.
- If required, producing a report on executive compensation to be included in the Company's annual proxy statement or other relevant public disclosures.
- Reviewing and approving overall annual Company incentive payments and salary adjustments.
- Reviewing and approving the Company's overall compensation philosophy.
- At least annually, reviewing and reassess the adequacy of this Committee charter and recommending to the Board any amendments or modifications to the charter that the Committee deems appropriate. The Board may also review, assess, and amend the charter or any responsibilities delegated to the Committee at its discretion, subject to the Company's organizational documents and other policies.
- Performing periodic performance evaluations of the Committee and reporting to the Board on the results of such evaluation.

4. STRUCTURE AND OPERATIONS

- The Committee shall meet from time-to-time and shall meet at least two times a year.
- Additional meetings may occur as the Committee or its chairperson deems advisable.
- For the transaction of business at any meeting of the Committee, a majority of the members shall constitute a quorum.
- The Committee will cause to be kept adequate minutes of all its proceedings and will report its actions to the next meeting of the Board.
- Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.
- The Committee is governed by the same rules regarding meetings (including meetings by telephone or video conference or similar means), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
- The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the memorandum and articles of association of the Company, (c) the laws of the British Virgin Islands, (d) the listing rules of Nasdaq Stock Market LLC, and (e) any other applicable law or regulation.
- The Committee may invite such members of the Company's executive management, board members, and other persons to its meetings as it deems appropriate.
- The Committee may also form and delegate authority to subcommittees as the Committee deems necessary or appropriate.
- The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain special counsel and other experts or consultants, as it deems necessary or appropriate, without seeking approval of the Board or management.
- The Committee has the sole authority to select, retain, and terminate consultants, legal counsel, or other advisors to advise the Committee, at the expense of the

Company, and to approve the terms of any such engagement and the fees of any such consultants, legal counsel, or advisors. In selecting a consultant or other advisor, the Committee will take into account factors it considers appropriate and as may be required by applicable law or listing standards.

* * * * *

Adopted November 10, 2022.