

**FINAL DRAFT DATED 5 JANUARY 2026 – SUBJECT TO ADOPTION BY THE GENERAL MEETING**

**REMUNERATION POLICY**  
**OF**  
**SWI CAPITAL HOLDING LIMITED**  
**FOR DIRECTORS**

**VERSION 2026 – EFFECTIVE AS OF [DATE] 2026**

## 1. INTRODUCTION

Set forth below is the remuneration policy (the **Remuneration Policy**) of SWI Capital Holding Limited (the **Company** also referred to as we, our or us) as adopted by the general meeting of shareholders of the Company (the **General Meeting**) on [date]. It describes the policies, structures, principles and elements of remuneration of (i) the executive directors of the Company (the **Executive Directors**) and (ii) the non-executive directors of the Company (the **Non-Executive Directors**) that together form the board of the company (the **Board**).

This Remuneration Policy is implemented in accordance with the following principles, setting out the way the Remuneration Policy contributes to the Company strategy, the short- and long-term interests of the Company and the sustainability of the Company and how it takes into account the identity, mission and values of the Company:

- (a) The Remuneration Policy aims to attract, motivate and retain highly qualified individuals and reward them with a market competitive remuneration package that focuses on achieving sustainable financial results aligned with the long-term business strategy of the Company. The Remuneration Policy fosters alignment of interests of the Executive Directors and Non-Executive Directors with its shareholders and other stakeholders.
- (b) The Remuneration Policy is designed in the context of competitive market trends, statutory requirements, corporate governance best practice, the societal context around remuneration and the interests of the Company's shareholders and other stakeholders.
- (c) The Remuneration Policy is designed to ensure fairness and transparency.
- (d) The Remuneration Policy is designed in a way that it takes into account the societal context around remuneration and corporate governance best practice.

This Remuneration Policy takes into account all applicable laws and regulations, such as, but not limited to, the constitution of the Company (the **Constitution**), and the rules of the Board as applicable from time to time (the **Board Rules**).

All amounts mentioned in this Remuneration Policy are gross amounts.

## 2. GOVERNANCE OF THE REMUNERATION POLICY

### 2.1 Establishment of the Remuneration Policy

This Remuneration Policy was formulated by the Board, and has been adopted by the Company at the General Meeting on [date] 2026.

The Board is responsible for formulating this Remuneration Policy.

The Remuneration Policy will be presented to the General Meeting annually.

### 2.2 Amendment of the Remuneration Policy

Any amendments to this Remuneration Policy are subject to adoption by the General Meeting, upon a proposal of the Board.

All revisions of the Remuneration Policy shall be accompanied by a description and explanation of all significant changes, the decision making process followed for its determination, review and implementation, measures to avoid or manage conflicts of interests and pay ratios. Next, the description shall also explain how it takes into account the votes and views of shareholders and other stakeholders of the Remuneration Policy since the most recent vote on the Remuneration Policy by the General Meeting.

When the General Meeting does not approve the proposed amendments to the Remuneration Policy, the Company shall continue to remunerate in accordance with the existing adopted Remuneration Policy and shall submit a revised policy for approval at the following General Meeting.

### **2.3 Operation of the Remuneration Policy**

The Board is responsible for the implementation of the Remuneration Policy. The remuneration of, and other agreements with, the Executive Directors are determined by the Board, with due observance of the Remuneration Policy. In its annual remuneration report, the Board will communicate clearly and transparently to the Company's stakeholders how this Remuneration Policy has been pursued.

The individual remuneration of Directors has to be approved at a General Meeting, and any resolution regarding the emoluments of Directors must be approved by a resolution that is not related to other matters.

## **3. OBJECTIVES OF THE REMUNERATION POLICY**

The Company holds the view that its Remuneration Policy should serve the following objectives (the **Remuneration Objectives**):

- (i) reflect the interests of all stakeholders;
- (ii) attract and retain the Directors that have the talent and skills to develop and expand the business;
- (iii) takes into account the internal pay ratios within the Company;
- (iv) takes into account the identity, mission and values of the Company as well as the popular support on remuneration;
- (v) does not encourage Directors to act in their own interest, nor to take risks that are not in line with the strategy formulated and the risk appetite that has been established; and
- (vi) create long-term value, contribute to the Company's strategy and enhance the sustainable development of the Company.

## **4. REMUNERATION OF THE DIRECTORS**

The individual remuneration of the Directors is determined by the General Meeting. The remuneration for Directors is set at a level which is considered appropriate to attract individuals with the necessary international experience and ability to make an important contribution to the Company's group's affairs. The remuneration is set taking into account the level of responsibility of each Director and fees paid by other companies of a similar size and complexity.

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As a general rule, the Directors will not receive any variable remuneration such as shares and/or rights to shares in connection with their directorship in the Company. Notwithstanding the foregoing, the Board may, on a case-by-case basis, resolve to grant shares to a Director where it considers this to be in the interests of the Company, subject to approval by the General Meeting. Any such grant shall be made only in accordance with applicable law and the Constitution.

The Directors will not be entitled to any severance pay and are not eligible to participate in a pension scheme or other pension related benefits, such as old-age and life insurance.

The Directors shall be reimbursed for all reasonable costs incurred with the consent of the Board. The Company will arrange for and pay a directors and officers (D&O) liability insurance for the Directors.

Annually, the Board may re-evaluate the cash compensation and decide to propose an increase thereof. Cash compensation levels will be reviewed, taking into account developments in the labour market and other factors (including potential changes in job sizes).

The Company and any of its subsidiaries shall not grant personal loans, quasi-loans guarantees or the like to the Directors except as otherwise permitted under the Singapore Companies Act 1967.

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