



PINE TECHNOLOGY HOLDINGS LIMITED
松景科技控股有限公司
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Certain personal information contained in this document has been redacted. The remaining information is considered as adequate by (i) the Company and its directors, (ii) the financial adviser to the Company for the purpose of disclosing the nature and significance of this document, and for the Company to fulfil its relevant disclosure obligations under the Code on Takeovers and Mergers.

A member of PINE group

4th July 2025

田宏先生

Dear Sir,

Independent non-executive directorship

We write to confirm our appointment of your goodself as an independent non-executive director of PINE Technology Holdings Limited (the “**Company**”) and a member of the audit committee, remuneration committee and nomination committee of the Company be extended for a term of **two (2) years** commencing from **4th July 2025** to **3rd July 2027** (both dates inclusive), provided that either the Company or you may terminate such appointment at any time by giving at least one month’s notice in writing to the other. Your appointment as an independent non-executive director of the Company may be extended for a period as your goodself and our company agree in writing.

Under Bye-law 108 of the existing Bye-Laws (the “**Bye-law(s)**”) of the Company, the office of a director of the Company is liable to be vacated in the circumstances set out therein. In addition, under Bye-law 115, any director of the Company appointed by the board of directors (the “**Board**”) during the year shall hold office until the next following annual general meeting and further, under Bye-law 111, one-third of the directors of the Company are required to retire from office at each annual general meeting (under both circumstances, they may, however, offer themselves for re-election). Further, the Company is incorporated in Bermuda and is subject to the Companies Act 1981 of Bermuda. Under the Companies Act, the shareholders of the Company may remove any director of the Company at any general meeting.

Your ordinary remuneration is governed by Bye-law 103 and will be fixed by the shareholders at the Company’s general meetings. Pursuant to the authority given by shareholders of the Company, the Board has agreed with you the remuneration during the term of your appointment hereunder at **HK\$12,000.00 per month**. You are not entitled to any bonus, benefit or other entitlement which are available to the independent non-executive directors or employees of the Company. You are recommended to seek professional advice on whether the amount of any remuneration payable to you as director of the Company is subject to Hong Kong salaries tax and, if so, to include the details of such remuneration in your salaries tax return.

By acceptance of this appointment, you also agree and acknowledge that you only enter into this appointment as a contract for services on your own account and not as an employee (as that term is defined in the Employment Ordinance, Chapter 57 of the Laws of Hong Kong).



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As required by the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the directors of the Company are prohibited under the Bye-laws from voting at or being counted towards quorum of directors’ meeting in respect of any resolution in which they are materially interested. In addition, it is a requirement of the Listing Rules that your goodself, as an independent non-executive director, should not, among other things, undertake any management function, nor have any past or present financial or other interests in the Company or any of its subsidiaries. It is provided in the Listing Rules that your goodself, as an independent non-executive director, should meet the independence guidelines set out in Rule 3.13 of the Listing Rules. By accepting the appointment, you will be deemed to have warranted and represented to the Company and the Stock Exchange that you satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules to act as an independent non-executive director.

Please confirm your acceptance of the terms of appointment hereunder by signing, dating and returning to us the duplicate of this letter.

Yours faithfully,
For and on behalf of
PINE Technology Holdings Limited

For and on behalf of
PINE TECHNOLOGY HOLDINGS LIMITED
松景科技控股有限公司

.....
Zhang Sanhuo

Authorized Signature(s)

I hereby confirm my acceptance of the appointment on the terms and conditions as mentioned above

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Tian Hong (田宏)