

**DICKSON CONCEPTS (INTERNATIONAL) LIMITED**

**迪生創建(國際)有限公司\***

(Incorporated in Bermuda with limited liability)

(the “Company”)

**TERMS OF REFERENCE OF  
REMUNERATION COMMITTEE**

(the “Committee”)

**1. Membership**

1.1 The members (the “**Members**”) of the Committee shall be appointed by the Board of Directors (the “**Board**”), a majority of whom shall be Independent Non-Executive Directors (the “**INEDs**”).

1.2 The Chairman of the Committee shall be an INED appointed by the Board.

**2. Secretary**

2.1 The Company Secretary, or in her absence, her delegate, shall act as the Secretary of the Committee.

2.2 The Committee may from time to time appoint any other person with appropriate qualifications and experience as the Secretary of the Committee.

**3. Frequency and Proceedings of Meetings**

3.1 The Committee shall meet at least once a year.

3.2 Proceedings of meetings of the Committee shall be governed by the provisions contained in the Amended and Restated Bye-Laws of the Company for regulating the meetings of the Board. In particular, any Member may participate in a meeting by means of a conference call telephone facilities or similar means of communication whereby all persons participating in the meeting are capable of conversing with one another. A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

3.3 The quorum of a meeting of the Committee shall be any two Members.

3.4 Only Members are entitled to vote at the meetings.

3.5 Full minutes of the meetings of the Committee shall be kept by the Secretary of the Committee. Draft and final versions of minutes of the meetings of the Committee shall be circulated to all Members for their comment and records within a reasonable time after the meeting is held. Such minutes shall be open for Directors’ inspection.

#### **4. Attendance at Meetings**

- 4.1 At the invitation of the Committee, the Chairman of the Board and / or the Chief Executive Officer (the “**CEO**”), external advisors or any other persons may attend the meetings of the Committee.
- 4.2 The Chairman of the Committee or in his / her absence, another Member or failing this his / her duly appointed delegate, shall attend the Company’s annual general meetings and be prepared to answer shareholders’ questions on the work performed by the Committee and its duties.

#### **5. Duties, Powers and Functions**

The Committee shall have the following duties, powers and functions :-

- 5.1 to make recommendations to the Board on the Company’s policy and structure for all Directors’ and senior management’s remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 5.2 to review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives;
- 5.3 to make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- 5.4 to make recommendations to the Board on the remuneration of Non-Executive Directors;
- 5.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- 5.6 to review and approve compensation payable to Executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- 5.7 to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- 5.8 to ensure that no Director or any of his / her associates is involved in deciding his / her own remuneration;
- 5.9 to ensure disclosure of details of any remuneration payable to Directors and members of senior management in the Annual Reports of the Company pursuant to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);

- 5.10 to do any such things to enable the Committee to perform its duties and to discharge its powers and functions conferred on it by the Board; and
- 5.11 to review and / or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

## **6. Authority**

- 6.1 The Committee shall consult the Chairman of the Board and / or the CEO about their remuneration proposals for other Executive Directors.
- 6.2 The Committee shall have access to independent professional advice if necessary.
- 6.3 The Committee shall be provided with sufficient resources to perform its duties.

## **7. Reporting Responsibilities**

- 7.1 The Committee shall report to the Board on a regular basis on its recommendations and decisions.

## **8. Publication of the Terms of Reference**

- 8.1 The terms of reference of the Committee shall be posted on the websites of Hong Kong Exchanges and Clearing Limited and the Company. A copy of the terms of reference of the Committee shall be made available to any person without charge upon request.

*\* For identification purposes only*