

MELCO INTERNATIONAL DEVELOPMENT LIMITED
(incorporated in Hong Kong with limited liability)
(Stock Code: 200)

Terms of Reference of the Remuneration Committee

1. Constitution

The Board of Directors (the “**Board**”) of the Company has established a Committee of the Board known as the Remuneration Committee pursuant to Article 124 of the Articles of Association of the Company.

For the purposes of these terms of reference, unless otherwise specified:

“**Chief Executive**” shall have the same meaning as defined under the Listing Rules;

“**Directors**” shall mean members of the Board including Executive Directors, Non-executive Directors and Independent Non-executive Directors and “**Director**” shall mean any of them;

“**Group**” shall mean the Company and its subsidiaries;

“**Listing Rules**” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

“**Other Senior Management**” shall mean the persons (other than the Chief Executive) as are referred to as “Senior Management” in the Company’s annual report and required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules;

“**Remuneration Packages**” shall include, but not limited to, cash payments, equity grant (whether in the form of shares or share options or a combination of both), other benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment (and in case of Directors, also include compensation arrangements relating to dismissal or removal of any of them for misconduct) which shall be consistent with contractual terms and is otherwise fair, reasonable and not excessive);

“**Schemes**” shall mean the Company’s Share Purchase Scheme, Share Subscription Scheme, Share Option Scheme or any other equity incentive plans or programs of the Company as may be amended from time to time; and

“**Substantial Shareholder**” shall have the same meaning as defined under the Listing Rules.

2. Membership

- 2.1 The Remuneration Committee shall consist of a minimum of three Directors, a majority of whom shall be Independent Non-executive Directors. The Chairman of the Remuneration Committee shall be an Independent Non-executive Director.
- 2.2 Members of the Remuneration Committee may only be appointed or removed by the Board.
- 2.3 The Chairman of the Remuneration Committee shall be appointed and removed by a decision of the Board.

3. Quorum

Unless otherwise agreed by all the members of the Remuneration Committee, two members of the Remuneration Committee shall be a quorum.

4. Frequency of meetings

The Remuneration Committee shall meet not less than once a year.

5. Authority

- 5.1 The Remuneration Committee is authorised to seek any information it requires from any employee of the Group or any Director of the Company in order to perform its duties.
- 5.2 In connection with its duties, the Remuneration Committee is authorised to obtain advice from any person, including independent professional consultants, whom it regards as competent to give such advice.

6. Duties and powers

The Remuneration Committee is established with the following duties and powers:

- (a) with delegated authority by the Board, to review and approve the policies and structure for all remuneration of Directors, Chief Executive and Other Senior Management and the procedure for developing such remuneration policy as proposed by management;
- (b) to review and approve the management's Remuneration Package proposals with reference to the benchmark for the relevant and similar roles in the industry, nature of market and the competitive landscape, performance of the Company and individuals;

- (c) to assess performance of Executive Directors and, where applicable, to approve the terms of Executive Directors' service contracts;
- (d) to make recommendations to the Board (including the Independent Non-executive Directors) for approval on:
 - (A) the Remuneration Packages, which include, amongst others, cash payments, grant of shares and/or share options of Executive Directors, Non-executive Directors and Independent Non-executive Directors; and
 - (B) grant of share options and/or shares pursuant to the Schemes to Chief Executive and/or Substantial Shareholder of the Company;
- (e) with delegated authority by the Board, to approve:
 - (A) the Remuneration Packages of Chief Executive, except for any grant of share options and/or shares pursuant to the Schemes to him, and informs the Board;
 - (B) the Remuneration Packages which include, amongst others, cash payments, grant of shares and/or share options of Other Senior Management members; and
 - (C) any equity grant (whether in the form of shares or share options or a combination of both) pursuant to any of the Schemes to eligible grantees (other than grant of shares and/or share options to Directors, Chief Executive and/or Substantial Shareholders under the Schemes);
- (f) to review and approve matters relating to the Schemes under Chapter 17 of the Listing Rules;
- (g) to oversee the administration of the Schemes and discharge any responsibilities imposed on the Remuneration Committee by any of the Schemes;
- (h) to consider compensations by companies in the peer group, and if applicable, time commitment and responsibilities and employment conditions elsewhere in the Group as appropriate for benchmarking purposes;
- (i) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;
- (j) to consult with the Chairman and/or Managing Director, if needed, about and/or to consider their remuneration proposals for other Executive Directors, Chief Executive and Other Senior Management;

- (k) to report to the Board in relation to the significant decisions and recommendations of the Remuneration Committee which ought properly to be brought to the attention of the full Board;
- (l) to make available these terms of reference of the Remuneration Committee, explaining the Remuneration Committee's role and authority delegated to it by the Board, by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website;
- (m) to exercise such other powers, authorities and discretions, and perform such other duties, of the Directors in relation to the remuneration of the Directors, Chief Executive and Other Senior Management as the Directors may from time to time delegate to it, having regard to the Corporate Governance Code (the "**Code**") set out in the Listing Rules; and
- (n) in exercising its power, authorities and discretions and performing its duties, the Remuneration Committee shall take full account of the Code and the Listing Rules and each Remuneration Committee member shall abstain from voting in respect of any remuneration of, and/or equity grant to, himself or herself.

7. Resources

The Remuneration Committee will be provided with sufficient resources to perform its duties.

(Adopted on 3 August 2005 and revised on 28 March 2012, 29 March 2019, 4 June 2021 and 31 March 2023)