

**DINGYI GROUP INVESTMENT LIMITED**  
**鼎億集團投資有限公司**  
**(“Company”)**

**Terms of Reference of  
Remuneration Committee (“Committee”)**

**CONSTITUTION**

The Committee is established by the Board (“Board”) of Directors (“Directors”) of the Company.

**MEMBERSHIP**

The members of the Committee shall be appointed by the Board and shall comprise at least 3 members, majority of whom shall be independent non-executive Directors.

The chairman of the Committee (“Chairman”) shall be appointed by the Board and be an independent non-executive Director. In the absence of the Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

The chairman of the Board, the managing Director, the executive Director, the general manager, group human resources manager, external advisers and any other person(s) if invited by the Committee shall attend meetings.

If a regular member is unable to act due to absence, illness or any other cause, he or she may appoint another independent non-executive Director to serve as an alternate member.

**SECRETARY**

The company secretary of the Company or any other person invited by the Committee shall act as the secretary of the Committee (“Secretary”).

**QUORUM**

A quorum of the meeting shall be 2 members.

**FREQUENCY OF MEETINGS**

Meetings shall meet at least once a year and otherwise as required.

**NOTICE OF MEETINGS**

The Secretary shall convene meetings and circulate papers in advance of the meeting.

## **AUTHORITY**

- a. The Committee shall be provided with sufficient resources to perform its duties and have access to independent professional advice if necessary; and
- b. The Committee shall consult the chairman and/or chief executive about their remuneration proposals for other executive Directors.

## **DUTIES**

The duties of the Committee shall include:

- a. to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- b. to make recommendations to the Board on the remuneration packages of individual executive Directors, senior management, (including salaries, bonuses, benefits in kind, the terms on which they participate in any share or other incentive scheme, pension rights and compensation payments which include any compensation payable for loss or termination of their office or appointment).
- c. to consider salaries paid by comparable companies, time commitment and responsibilities and, employment conditions elsewhere in the group;
- d. to review and approve;
  - i. the management's remuneration proposals with reference to the Board's corporate goals and objectives resolved by the Board from time to time;
  - ii. 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; and
  - iii. 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.

- e. to ensure that no Director or any of his associates is involved in deciding his own remuneration;
- f. to exercise such other powers, authorities, and discretions, and perform such other duties, of the Directors in relation to the remuneration of the executive Directors and senior management as the Directors may from time to time delegate to it, having regard to the Code on Corporate Governance Practices of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
- g. to make recommendations to the Board on the remuneration of non-executive Directors.

The Chairman or in the absence of the Chairman, another member of the Committee or failing this, his duly appointed delegate, shall attend an annual general meeting and be prepared to answer any questions from shareholders of the Company on the Committee's activities.

#### **REPORTING PROCEDURES**

The Secretary shall circulate the minutes of meetings of the Committee to the Board and such minutes should be kept by the Secretary.