

DICKSON CONCEPTS (INTERNATIONAL) LIMITED

REMUNERATION COMMITTEE – TERMS OF REFERENCE

1. Membership

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

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

2. Secretary

2.1 The Company Secretary or a nominee 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 new 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 of the Committee 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 the Committee shall be any two Members.

3.4 Only Members of the Committee are entitled to vote at the meetings.

- 3.5 Full minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. 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, external advisers or other persons may attend the meetings of the Committee.
- 4.2 The Chairman of the Committee or in his/her absence, another Member of the Committee or failing this his/her duly appointed delegate, shall attend the Company's annual general meetings and be prepared to respond to shareholders' questions on the Committee's activities and its responsibilities.

5. Responsibilities, Powers and Functions

The Committee shall have the following responsibilities, powers and functions :

- 5.1 to recommend to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration.
- 5.2 to have the delegated responsibility to determine the specific remuneration packages of all Executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of Non-Executive Directors. The Committee shall consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.
- 5.3 to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

- 5.4 to review and approve the compensation payable to Executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company.
- 5.5 to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate.
- 5.6 to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration.
- 5.7 to advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under the Listing Rules.
- 5.8 to consider and perform any other matters to enable the Committee to discharge its powers and functions.

6. Reporting Responsibilities

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

7. Authority

- 7.1 The Committee shall consult the Chairman of the Board and/or the Chief Executive Officer about their proposals relating to the remuneration of other Executive Directors.
- 7.2 The Committee shall have access to professional advice if considered necessary.
- 7.3 The Committee is to be provided with sufficient resources to discharge its duties.

8. Publication of the Terms of Reference

- 8.1 The terms of reference will be posted on the website of the Company. A copy of the terms of reference will be made available to any person without charge upon request.

Note : “senior management” should refer to the same category of persons as referred to in the Company’s annual report and is required to be disclosed under paragraph 12 of Appendix 16 of the Listing Rules.