

**GLOBAL DIGITAL CREATIONS HOLDINGS LIMITED**  
**REMUNERATION COMMITTEE**  
**TERMS OF REFERENCE**

*(As adopted on 10 September 2007 and revised on 22 March 2012)*

**1. Constitution**

1.1 The remuneration committee (the “Remuneration Committee”) is a committee of the board of directors (“Board”).

**2. Membership**

2.1 The Remuneration Committee members shall be appointed by the Board. A majority of the Remuneration Committee members should be independent non-executive Directors.

2.2 The chairman of the Remuneration Committee shall be appointed by the Board and must be INED.

**3. Secretary of the Remuneration Committee**

3.1 The company secretary shall be the secretary of the Remuneration Committee.

**4. Attendance and frequency of meetings**

4.1 Meetings shall be held not less than once a year. The Remuneration Committee members may call any meetings as and when necessary.

4.2 Unless otherwise agreed by all the members of the Remuneration Committee, notice of at least 7 days shall be given for a meeting of the Remuneration Committee.

4.3 A quorum shall be 3 members.

4.4 Other Directors, apart from the Remuneration Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.

**5. Authority**

5.1 The Remuneration Committee is authorised by the Board to seek any necessary information which is within the Remuneration Committee’s scope of duties from the employees.

5.2 The Remuneration Committee is authorised by the Board to obtain outside independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

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

## **6. Duties**

6.1 The duties of the Remuneration Committee shall be:

- (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 review and approve the Director's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) either (i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, or (ii) 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;
- (d) to make recommendations to the board on the remuneration of non-executive directors;
- (e) 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;
- (f) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;
- (g) 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;

- (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
- (i) to advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under Rule 17.90 of the GEM Listing Rules.

## **7. Reporting procedures**

- 7.1 The Remuneration Committee should report to the Board after each meeting.
- 7.2 The secretary shall circulate the minutes of meetings of the Remuneration Committee to all members of the Board.

*“Senior management” refers to the same category of persons as referred to in the Company’s annual report. It is the responsibility of the Board to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the group as, in the opinion of the Board, is appropriate.*