

**無限創意控股有限公司**  
**UNLIMITED CREATIVITY HOLDINGS LIMITED**

**Terms of reference of the Remuneration Committee (“Committee”)**

**Membership**

1. The Committee shall be appointed by the Board (“the Board”) of the Company from amongst the Directors of the Company and a majority of whom should be Independent Non-executive Directors. The Committee shall comprise not less than three independent non-executive directors.
2. The Chairman of the Committee shall be appointed by the Board.
3. The Company Secretary or his/her nominee shall act as the Secretary of the Committee.
4. The Committee may invite any director, executive or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective.

**Meetings and Quorum**

5. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands. In addition, the chairman of the Committee may convene additional meetings at his/her discretion.
6. The quorum for meetings shall be two members. Any member of the Committee may participate in a meeting by means of a telephone or other audio communications equipment.
7. A resolution in writing signed by all 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. Such consent in writing may be by means of telex, telegram, cable, facsimile or other written electronic communication.
8. The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

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Duties, Powers and Functions

9. The Committee shall be:
- (a) to make recommendations to the Board on the Company's policy and structure for all directors (including Non-executive Directors) and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
  - (b) 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;
  - (c) to consider salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group in determining remuneration packages of directors and senior management;
  - (d) to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives;
  - (e) to review and approve the 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 review and approve the compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are consistent with contractual terms and are otherwise reasonable and appropriate;
  - (g) to ensure that no director or any of his associates is involved in deciding his own remuneration;
  - (h) to engage such external professional advisors to assist and/or advise the Committee on issues as it considers necessary;
  - (i) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and

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- (j) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

**Reporting Procedures**

10. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

**- END -**

16 March 2012