

Tic Tac International Holdings Company Limited

滴達國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1470)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

(Adopted on 21 April 2015)

Constitution

1. The board of directors (the “**Board**”) of Tic Tac International Holdings Company Limited (the “**Company**”) hereby resolves to establish a remuneration committee of the Board (the “**Remuneration Committee**”). The constitution of the Remuneration Committee shall comply with the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

Membership

2. The members of Remuneration Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members, one of whom shall be an independent non-executive director.
3. The chairman of the Remuneration Committee shall be appointed by the Board and must be an independent non-executive director.
4. The company secretary shall be the secretary of the Remuneration Committee.

Attendance at meetings

5. Unless otherwise agreed by all the members of the Remuneration Committee, a meeting of the Remuneration Committee (the “**Meeting**”) shall be called by at least fourteen (14) days’ notice. A member may and, on the request of a member, the secretary shall, at any time summon a Meeting. Notice shall be given to each member, at least fourteen (14) days before the date of the Meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such member or in such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing. Notice of Meeting shall state the time and place of the Meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members for the purposes of the Meeting.
6. The secretary of the Remuneration Committee or in his absence, his representative or any one member, shall be the secretary of the Meetings.

7. Members of the Remuneration Committee may attend Meetings either in person or through other electronic means of communication.
8. Resolutions of the Remuneration Committee at any Meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.

Frequency of meetings

9. Meetings shall be held at least once a year.

Authority

10. The Remuneration Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.
11. The Remuneration Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

12. The duties of the Remuneration Committee shall be:
 - (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management^{Note} and on the establishment of a formal and transparent procedure for developing such policy;
 - (b) to consult the chairman and/or chief executive about their remuneration proposals for other executive directors;
 - (c) to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management^{Note}, 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 Remuneration 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;
 - (d) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
 - (e) to review and approve the compensation payable to executive directors and senior management^{Note} 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;

- (f) 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;
- (g) 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;
- (h) to make recommendations to the board on the remuneration of non-executive directors;
- (i) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (j) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (k) to assess performance of executive directors and approve the terms of executive directors' service contracts; and
- (l) to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under Rule 13.68 of the Listing Rules.

Reporting procedures

13. Draft and final versions of the minutes of the Meetings shall be sent to all Remuneration Committee members for their comments and records respectively. The secretary or his representative shall circulate the minutes of Meetings and reports of the Remuneration Committee to all members of the Board.

Publication of the terms of reference of the Remuneration Committee

14. The terms of reference of the Remuneration Committee will be posted on the websites of the Company and the Stock Exchange, and will be made available upon request.

Others

15. The chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Remuneration Committee's activities and their responsibilities.
16. The Remuneration Committee should be provided with sufficient resources to discharge its duties.

Note: "Senior management" shall refer to the same category of persons as referred to in the Company's prospectus and annual report and is required to be disclosed under Appendix A1a41(5) of the Listing Rules.