

**DIGITAL DOMAIN HOLDINGS LIMITED**  
**(the “Company”)**

**REMUNERATION COMMITTEE**

**Terms of Reference**

**(Adopted on 5 March 2012 and revised on 18 July 2019)**

**Members**

1. The Remuneration Committee shall comprise at least three independent non-executive directors and one executive director of the Company to be appointed by the Board from time to time. The majority of the Committee members shall be the independent non-executive directors of the Company.
2. The Chairman of the Company may be invited to attend for all or part of the Committee meetings as and when appropriate.
3. The chairman of the Committee shall be an independent non-executive director appointed by the Board.
4. The quorum of the meeting shall be two members.

**Notice of meetings**

5. Meetings of the Committee shall be summoned at request of any of its members of the Committee or the Board of the Company.
6. Notice of each meeting confirming the venue, time and date, together with any agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than three days before commencement of the meeting. Meeting materials shall be sent to the Committee members and to other attendees as appropriate, at the same time. With the consent of all the Committee members, the notice period can be shortened or waived.

**Frequency of meetings**

7. Meetings shall be convened whenever the members of the Committee or the Company’s director(s) deems it necessary but not less than once a year.

**Duties**

8. The Committee shall recommend the Board on the remuneration policy and structure for all directors and other senior executives (i.e. division heads) as designated by the Board and on the establishment of a formal and transparent procedure for developing remuneration policy.

9. The Committee shall consult the Chairman and/or Chief Executive Officer of the Company in respect of the remuneration proposals of other executive directors and shall access independent professional advice if necessary.
10. The Committee shall consider market forces and external comparisons between remuneration packages paid to executive directors of similar companies in comparable industries both in the Hong Kong and overseas. Other factors shall be considered including time commitment, responsibilities and employment conditions of the Group, etc.
11. The Committee shall determine, with delegated responsibility, the individual remuneration package of each executive director (including the Chairman) and senior management including benefits in kind and pension rights (including allocation of share options, annual bonus plans) and compensation payments (including any compensation payable for loss or termination of their office or appointment) subject to the contractual terms, if any.
12. The Committee shall make recommendations to the Board on the remuneration of non-executive directors subject to the contractual terms (if any) where applicable.
13. The Committee shall ensure that no directors or managers is involved in any decisions as to their own remuneration.
14. The Committee shall review and approve any payment or compensation commitment to be made to executive directors and senior management for any loss or termination of his office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive.
15. The Committee shall review and approve any payment or compensation arrangement in relation to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.
16. The Committee shall review and approve the management's remuneration schemes with reference to corporate goals and objectives resolved by the Board from time to time.

### **Authority**

17. The Board has delegated its powers and authorities to the Committee in accordance with the above terms of reference.
18. The Committee may seek any information it required from any employee of the Company and its subsidiaries and should be provided with sufficient resources in order to perform its duties.

### **Miscellaneous**

19. The terms of reference will be available to any shareholders, government authorities or the general public by posting on the websites of the Stock Exchange of Hong Kong Limited and the Company.