

Luxey International (Holdings) Limited (the “Company”)

Term of Reference of the Compensation Committee (the “Terms”)

(Adopted on 29 December 2015)

Constitution

1. The Compensation Committee is established as a committee of the board of directors of the Company (the “Board”).

Objectives

2. The Compensation Committee shall review and develop, for the Board’s endorsement, the Company’s policy on Compensation for its Directors (including Executive Directors), members of its Audit Committee and its Senior Management (as defined in paragraph 17 below) by reference to paragraph 16 below.
3. It shall provide a medium of public accountability, which is not controlled by the Company’s management.

Membership

4. The Compensation Committee shall consist of at least three members. A majority of them are to be selected by the Board from amongst the Independent Non-executive Directors.
5. The Chairman of the Compensation Committee shall be appointed by the Board.
6. A quorum shall be two members.

Frequency of meetings

7. The Compensation Committee shall meet at least once a year and at such other times as its Chairman require.

Notice of Meetings

8. Meetings of the Compensation Committee shall be called by its Chairman or at request of the Board.
9. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Compensation Committee and any other person required to attend no fewer than three working days prior to the date of the meeting.

Attendance at meetings

10. The Compensation Committee may request any Director, any member of Senior Management (including the Head of Human Resources) or any other individual to attend its meetings.
11. The Company Secretary or his nominee shall be the secretary of the Compensation Committee.

Authority

12. The Compensation Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it reasonably requires from any employee in order to perform its duties. All employees are directed to co-operate with any reasonable request made by the Compensation Committee.
13. The Compensation Committee is authorized by the Board, at the Company's expense, to appoint legal or other independent professional advisers with relevant experience and expertise (including Compensation consultants) to assist the Compensation Committee, to secure the attendance of such professional advisers at its meetings if it considers it necessary and to obtain reliable, up-to-date information about Compensation in other companies. The Compensation Committee shall have full authority to commission any reports or surveys which it considers necessary to help it fulfill its obligations.
14. The Compensation Committee is authorized to require management to provide it with such resources as may be necessary for it to discharge its duties.

15. The Compensation Committee shall consult the Chairman and/or Chief Executive Officer about their proposals relating to the Compensation of other Executive Directors.

Duties

16. The Compensation Committee shall have the following specific duties:
 - a. To make recommendations to the Board on the Company's policy and structure for all Compensation of Directors and Senior Management and on the establishment of a formal and transparent procedure for developing policy on such Compensation;
 - b. To determine, with delegated responsibility, 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;
 - c. To review and approve performance-based compensation (if any) by reference to corporate goals and objectives of the Company resolved by the Board from time to time.
 - d. To make recommendations to the board on the remuneration of non-executive directors;
 - e. To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
 - f. 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;
 - 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; and
 - h. To ensure that no director or any of his associates is involved in deciding his own remuneration.

Senior Management

17. For the purposes of these Terms, Senior Management shall mean employees or officers at the rank of Vice President, Manager or above.

Date of adoption

18. The Board had on 29 December 2015 amended the Terms of the Compensation Committee.