

Terms of Reference of the Remuneration Committee

Dynasty Fine Wines Group Limited

1 Membership

- 1.1 Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least 3 members, majority of which are independent non-executive Directors of the Company.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the head of human resources and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods.
- 1.4 The Board shall appoint the Committee Chairman who shall be an independent non-executive Director. In the absence of the Committee Chairman and / or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Board shall not be Chairman of the Committee.

2 Secretary

- 2.1 The company secretary shall act as the secretary of the Committee, and subject to the approval of the Committee, any person nominated by the company secretary.

3 Quorum

- 3.1 The quorum necessary for the transaction of business shall be 2 independent non-executive Directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4 Meetings

4.1 The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.

5 Notice of Meetings

5.1 Meetings of the Committee may also be summoned by the secretary of the Committee at the request of any of its members.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an 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 3 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6 Minutes of Meetings

6.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

7 Duties

The duties of the Committee shall include the following:

7.1 make recommendations to the Board on the Company's policy and structure for all remuneration of the Directors of the Company and senior management of the Company and its subsidiaries (the "Group") and on the establishment of a formal and transparent procedure for developing policy on such remuneration for the Company;

Note : For the purpose of this terms of reference, "senior management" should refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 of the Listing Rules.

- 7.2 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 and independent non-executive Directors. The remuneration committee should 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;
- 7.3 review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- 7.4 review and approve the compensation payable to executive Directors and senior management 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;
- 7.5 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; and
- 7.6 ensure that no Director or any of his associates is involved in deciding his own remuneration.

Note : The remuneration committee shall make recommendations to shareholders of the Company on how to vote with respect to any service contracts of Directors that require shareholders' approval under rule 13.68.

8 Reporting Responsibilities

- 8.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

8.3 The Committee shall produce an annual report of the Company's remuneration policy and practices which will form part of the Company's annual report and ensure each year that it is put to shareholders for approval at the Annual General Meeting.

9 Other

9.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10 Authority

10.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Company or its subsidiaries in order to perform its duties.

10.2 In connection with its duties the Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice.