



**TERMS OF REFERENCE
OF THE
REMUNERATION COMMITTEE**

1. MEMBERSHIP

The Remuneration Committee comprises of a majority of independent non-executive directors.

2. TERMS OF REFERENCE

- (a) To review and recommend to the Board the terms of engagement and remuneration packages of DIALOG Group's executive directors and senior management.
- (b) To review the performance of executive directors and senior management of the group.
- (c) To review and recommend to the board revisions and improvements of remuneration, fringe benefits, perquisites and bonus as considered appropriate for the group's executive directors and senior management.
- (d) To review and recommend to the board suitable incentive plans including setting appropriate performance targets for the group's executive directors and senior management.
- (e) To review and recommend to the board policies and principles for the remuneration of the group's executive directors and senior management.