



MOBILE TELECOM NETWORK (HOLDINGS) LIMITED
流動電訊網絡(控股)有限公司*
(Stock code: 8266)

Terms of Reference of Remuneration Committee

Membership

1. The Remuneration Committee shall be appointed by the board of directors (the “**Board**”) of Mobile Telecom Network (Holdings) Limited (the “**Company**”) and shall comprise a majority of independent non-executive directors.
2. The chairman of the Remuneration Committee shall be appointed by the Board from amongst the independent non-executive directors of the Company.
3. The company secretary of the Company or a nominee shall be the secretary of the Remuneration Committee.

Frequency of meetings

4. The Remuneration Committee shall meet at least once a year.
5. The meeting of the Remuneration Committee may consist of a conference between members some or all of whom are in different places provided that each member of the Remuneration Committee who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,whether directly, by conference telephone or by any other form of communications equipment or by a combination of those methods.
6. The quorum of a meeting shall be three members of the Remuneration Committee, a majority of whom shall be independent non-executive directors.

Authority

7. The Remuneration Committee is authorised by the Board to review, assess and make recommendation on issues in these terms of reference. The Board authorises the Remuneration Committee to seek appropriate professional advice within or outside the Group as the Remuneration Committee deems necessary.

Duties

8. The duties of the Remuneration Committee are:
- (a) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - (b) to review and approve management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) to make recommendations to the Board on the remuneration packages of individual 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;
 - (d) to make recommendations to the Board on the remuneration of non-executive directors and independent non-executive directors of the Company;
 - (e) 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;
 - (f) 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;
 - (g) to ensure that no director or any of his associates is involved in deciding his own remuneration;
 - (h) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; and
 - (i) to report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions.

Minutes of meetings

9. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member. Draft and final versions of minutes of meetings shall be sent to all members of the Remuneration Committee for their comments and records within a reasonable time after the meeting.

** for identification purpose only*

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