



SiS Mobile Holdings Limited

新龍移動集團有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock code: 1362)

(the “Company”)

Terms of Reference of the Remuneration Committee

Membership

1. The Remuneration Committee shall be appointed by the Board of the Company.
2. The chairman of the Remuneration Committee shall be appointed by the Board.
3. The company secretary shall act as the secretary of the Remuneration Committee.

Quorum

4. The quorum for a meeting of Remuneration Committee shall be three (3) members and majority of whom shall be independent non-executive directors of the Company.

Frequency of Meeting

5. Meetings shall be held as and when appropriate, but at least once annually or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time.

**For identification purposes only*

Role

6. The Remuneration Committee shall be responsible for reviewing any significant changes in human resources policies and structures made in line with the then prevailing trend and business requirements.
7. The Remuneration Committee shall consult the Chairman and/or Chief Executive about their remuneration proposals for other executive directors. The Remuneration Committee should have access to independent professional advice if necessary.
8. The Remuneration Committee shall be provided with sufficient resources to perform its duties.

Duties

9. The duties of the Remuneration Committee shall be:-
 - (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 the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) either:
 - (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
 - (ii) to make recommendations to the Board on 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;

- (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 group;
 - (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.
10. The Company shall disclose details of any remuneration payable to members of senior management by band in their annual reports.
11. The Remuneration Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website.
12. The Remuneration Committee shall advise the shareholders on how to vote in respect of any service contract of director which shall be subject to the approval of shareholders (in accordance with the provisions of Rule 13.68 of the Listing Rules).

The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.