



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 (the “**Board**”).
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.

Authority

5. The Remuneration Committee is authorized by the Board to act within the scope of these terms of reference. The Remuneration Committee is authorised to seek any information it requires from any employee of the Company, and all employees are directed to co-operate with any request made by the Remuneration Committee.
6. The Remuneration Committee shall be provided with sufficient resources to perform its duties.

Frequency of Meeting

7. Meetings shall be held as and when appropriate, but at least once annually or at such frequency as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) or other regulatory requirements applicable to the Company from time to time.

**For identification purposes only*

Role

8. 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.
9. The Remuneration Committee shall consult the chairman of the Board and/or chief executives about their remuneration proposals for other executive directors of the Company. The Remuneration Committee should have access to independent professional advice if necessary.

Duties

10. 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 of the Company; or
 - (ii) to make recommendations to the Board on the remuneration packages of directors and senior management of the Company.

This should include, but not limited to, 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.

Reporting procedures

11. The Remuneration Committee shall report to the Board the findings and recommendations after each meeting of the Remuneration Committee, unless there are legal or regulatory restrictions on its ability to do so.

12. The secretary shall circulate the minutes of meetings of the Remuneration Committee to all members of the Board.
13. Full minutes of Remuneration Committee meetings shall be kept by the company secretary. Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

General

14. The Company shall disclose details of any remuneration payable to members of senior management by band in their annual reports.
15. The Remuneration Committee shall make available these 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.
16. 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).
17. These terms of reference shall be updated and revised and as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.

With effect on 1 January 2019

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.