



COMBA TELECOM SYSTEMS HOLDINGS LIMITED

京 信 通 信 系 統 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Hong Kong Stock Code: 2342)

(Singapore Stock Code: STC)

(the “Company”)

Remuneration Committee Terms of Reference

Constitution

1. The Company established a remuneration committee (the “**Committee**”) on 13 April 2005 and adopted the terms of reference as set out herein in compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”).

Membership

2. The members of the Committee shall be appointed by the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company which is chaired by an independent non-executive Director and comprising a majority of independent non-executive Directors.
3. The quorum of a Committee meeting shall be two members.

Secretary

4. The Committee may from time to time appoint any person with appropriate qualification and experience as the secretary of the Committee.

Meetings

5. The Committee shall meet at least once a year. A meeting shall be held in person, by telephone or other electronic means provided that all persons participating in the meeting are capable of hearing each other. Additional meetings shall also be held as the work of the Committee demands.
6. Resolutions of the Committee at any meeting shall be passed by a majority of votes of the members of the Committee present.

7. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
8. Minutes shall be prepared and kept by the secretary of the Committee.

Authority

9. The Committee should consult the chairman of the Board and/or chief executive about their remuneration proposals for other executive Directors. The Committee should have access to independent professional advice if necessary.
10. The Committee shall report to the Board on a regular basis as the Board may direct.
11. The Committee shall be provided with sufficient resources to perform its duties.

Duties

12. The duties of the 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) 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;

- (h) to ensure that no Director or any of their associates is involved in deciding that Director's own remuneration. The Committee shall advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under the rule 13.68 of the Hong Kong Listing Rules;
- (i) to review and / or approve matters relating to share schemes under Chapter 17 of the Hong Kong Listing Rules;
- (j) do any such things or acts to enable the Committee to discharge its duties and functions conferred on it by the Board; and
- (k) to conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the articles of association of the Company or imposed by relevant applicable legislation and regulations.

This terms of reference is in English and Chinese. In case of any inconsistency, the English version shall prevail.



COMBA TELECOM SYSTEMS HOLDINGS LIMITED

京信通信系統控股有限公司

(於開曼群島註冊成立之有限公司)

(香港股份代號：2342)

(新加坡股份代號：STC)

(「本公司」)

薪酬委員會 職權範圍

組成

1. 本公司於二零零五年四月十三日成立薪酬委員會（「**委員會**」），並根據香港聯合交易所有限公司證券上市規則（「**香港上市規則**」）的要求採納了本文所列的職權範圍。

成員

2. 委員會的成員須由本公司的董事（「**董事**」）會（「**董事會**」）委任，由獨立非執行董事擔任主席，成員須以獨立非執行董事佔大多數。
3. 委員會會議法定人數為兩位成員。

秘書

4. 委員會可不時委任具備適當資歷及經驗之任何人士擔任委員會秘書。

會議

5. 委員會須每年至少舉行一次會議。會議可親身出席、通過電話或其他電子媒體進行，只要參與會議的各方可互相聽到。若因工作需要，委員會亦應召開額外會議。
6. 於任何會議提呈之委員會決議案，須經由出席委員會會議之成員以大多數票通過。

7. 經由委員會全體成員簽署之書面決議案，其效力及作用與決議案於正式召開及舉行之委員會會議上通過無異。
8. 會議記錄須由委員會秘書編製及備存。

權力

9. 委員會應就其他執行董事的薪酬建議諮詢董事會主席及/或行政總裁。委員會應可尋求獨立專業意見（如有需要）。
10. 按照董事會指示，委員會須定時向董事會匯報。
11. 委員會應獲提供足夠資源以履行其職責。

職責

12. 委員會的職責範圍包括下列工作：
 - (a) 就董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制定薪酬政策，向董事會提出建議；
 - (b) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
 - (c) 向董事會建議個別執行董事及高級管理人員的薪酬待遇，此應包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；
 - (d) 就非執行董事的薪酬向董事會提出建議；
 - (e) 考慮同類公司支付的薪酬、須涉及時間投入及職責以及集團內其他職位的僱用條件；
 - (f) 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；
 - (g) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；

- (h) 確保任何董事或其任何聯繫人不得參與釐定其本身的薪酬。委員會須根據香港上市規則第**13.68**條對那些須經股東批准的服務合約提出意見，並向股東建議該如何表決；
- (i) 審閱及／或批准香港上市規則第十七章所述有關股份計劃的事宜；
- (j) 進行使委員會履行董事會賦予其職責及功能的任何事情；及
- (k) 符合董事會不時指定或本公司的組織章程細則不時所載又或適用有關法例及規例不時所規定的任何要求、指示及規則。

倘若本職權範圍的英文和中文版本不一致，應以英文版本為準。