

VODATEL NETWORKS HOLDINGS LIMITED

Terms of Reference for Remuneration Committee

Purpose

- 1 The purpose of the Remuneration Committee is to assist the board of directors of Vodatel Networks Holdings Limited ("Company") in determining the policy and structure for the remuneration of executive directors of the Company ("Director"), evaluating the performance of executive Directors, reviewing incentive schemes and Directors' service contracts and fixing the remuneration packages for all Directors and senior management.

Composition

- 2 The Remuneration Committee shall be appointed by the board of the Directors ("Board") from time to time and shall consist of not less than two non-executive Directors, a majority of which shall be independent non-executive Directors who shall meet and maintain the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules"). The Board shall appoint one member of the Remuneration Committee as the Chairman, who should be an independent non-executive Director.

Meetings

- 3 The Remuneration Committee shall meet at least once annually, or more frequently if circumstances require and shall act by unanimous written consent.
- 4 The Chairman (or in his absence, a member designated by the Chairman) shall preside at all meetings of the Remuneration Committee. The Chairman shall be responsible for leading the Remuneration Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

Access

- 5 The Remuneration Committee shall have full access to management and may invite members of management or others to attend its meetings. The Remuneration Committee will consult the chairman and/or chief executive officer of the Company about their proposals relating to the remuneration of other executive Directors.

Reporting Procedures

- 6 The Remuneration Committee shall evaluate and assess the effectiveness of the Remuneration Committee and the adequacy of this Remuneration Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.

- 7 Minutes of meetings of the Remuneration Committee and the record of individual attendance at such meetings shall be prepared by the secretary of the Company which shall be sent to all Directors as soon as practicable after the conclusion of any meeting of the Remuneration Committee.

Authority

- 8 The Remuneration Committee is authorised by the Board to determine the remuneration payable to executive Directors and members of senior management, the emolument policies and the basis for determining such emoluments. It shall ensure that no Director should be involved in deciding his own remuneration.
- 9 The Remuneration Committee is authorised by the Board to obtain professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

Responsibilities and Duties

- 10 The Remuneration Committee shall perform the following duties:
- (a) to make recommendations to the Board on the policy of the Company and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy;
 - (b) to review and approve the management's remuneration proposals with reference to the corporate goals and objectives of the Board;
 - (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 Company and its subsidiaries;
 - (f) to review and approve the 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; and

- (i) to review and/or approve matters relating to share schemes under Chapter 23 of the GEM Listing Rules.