

TELEEEYE HOLDINGS LIMITED
(“the Company”)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE
(“the Committee”)

Principle

The remuneration committee is established to consider directors’ remuneration policy and other remuneration related matters. Level of remuneration should be sufficient to attract and retain the directors needed to run the company successfully.

Membership

1. A majority of the members of the Committee shall be independent non-executive directors.
2. The Board shall nominate one of the members as the chairman of the Committee.
3. The Company Secretary of the Company shall act as the Secretary of the Committee.

Frequency and proceedings of meetings

4. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
5. The chairman of the Committee may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two members of the Committee.

Duties, powers and functions

7. The Committee shall:
 - (a) consult the chairman of the Board and/or chief executive officer about their proposals relating to remuneration of other Executive Directors;
 - (b) recommend to the Board on :
 - the Company’s policy and structure for all remuneration of Directors and senior management (*note (i)*), and
 - the establishment of a formal and transparent procedure for developing policy on such remuneration;
 - (c) determine and recommend to the Board to execute the specific remuneration packages of all Executive Directors and senior management, including benefits in kind, pension right, compensation

payment, including compensation payable for loss or termination of their office or appointment, and make recommendation to the Board of the remuneration of non-Executive directors. Factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration shall be considered;

- (d) review, approve and recommend to the Board the performance-based remuneration by reference to corporate goals and objectives resolved by the board from time to time;
- (e) review, approve and recommend to the Board the compensation payable to Executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- (f) review, approve and recommend to the Board the compensation arrangements relating to dismissal or removal of directors for misconduct to ensure the such arrangements are determined in accordance with relevant contractual terms and that any compensation is otherwise reasonable and appropriate;
- (g) ensure no Director or any of his associates is involved in deciding his own remuneration;
- (h) advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under GEM listing rule 17.90;
- (i) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

Note

(i) Senior management refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under rule 18.39 of the GEM Listing Rules.