



ROADSHOW HOLDINGS LIMITED

路訊通控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 888)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

(Revised and adopted at the Board Meeting on 12 December 2011)

1. Objectives

The Remuneration Committee (the “Committee”) is to define and articulate a compensation philosophy/strategy consistent with the strategic objectives of the Company. The Committee shall establish and monitor the remuneration policy of directors and senior management, covering market positioning, pay mix, and components in order to align with the corporate objectives, and provide an opinion on individual performance and value to the Company.

2. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- 2.1 to consult the Chairman and/or chief executive about their remuneration proposals for other executive directors. The Committee should have access to independent professional advice if necessary;
- 2.2 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;
- 2.3 to review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives;
- 2.4 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, compensation payments, including any compensation payable for loss or termination of their office or appointment;
- 2.5 to make recommendations to the Board on the remuneration of non-executive directors;

* For identification purpose only

- 2.6 to consider factors salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- 2.7 to delegate the authority to the Managing Director to determine the remuneration packages of senior management of the Company. The Managing Director will report the principal elements of the remuneration packages of senior management to Committee for review, assessment and approval;
- 2.8 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 are otherwise fair and not excessive;
- 2.9 to review and approve the 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;
- 2.10 to ensure that no director or any of his associates is involved in deciding his own remuneration;
- 2.11 to review and consider proposals from the Managing Director regarding human resources or related policies and make appropriate recommendation to the Board;
- 2.12 to engage such external professional advisors to assist and/or advise the Committee on issues as it considers necessary;
- 2.13 to address and deal with such other matters as may be delegated by the Board to the Committee;
- 2.14 to make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's and the Company's websites; and
- 2.15 The Company should disclose details of any remuneration payable to members of senior management by band in the annual reports.

3. Membership

- 3.1 The Committee, which must be chaired by an independent executive director, shall consist of three or more non-executive directors and a majority of the members of the Committee should be independent non-executive directors.
- 3.2 The Board appoints all the members of the Committee and nominates one of the members as the Chairman of the Committee.
- 3.3 The membership of the Committee shall be reviewed by the Board each year.

4. Frequency and Proceedings of Committee Meetings

- 4.1 The Committee shall meet at least once every financial year.
- 4.2 The Chairman of the Committee may convene additional meetings at his/her discretion.
- 4.3 A meeting of the Committee may be convened by the Company Secretary on request of a member of the Committee. The Company Secretary shall convene a meeting of the Committee of which notice may be given in writing or by telephone or in such other manner as the Committee may from time to time determine.
- 4.4 The quorum of a meeting shall be two members of the Committee. One of whom must be an independent non-executive director. A meeting shall not proceed in the absence of a quorum.
- 4.5 The Committee may, at its discretion, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

5. Authority and Access

- 5.1 The Committee shall have authority to require the attendance of the external or internal auditors, external consultants, or such members of management as it needs to fulfill its responsibilities. It shall also have authority to require any Company's documents to discharge its duties.
- 5.2 The Committee shall have authority to obtain external professional advice at the Company's expense. The purpose and cost of such requests shall be reported to the Board.
- 5.3 The Committee shall have separate and independent access to the Company's senior management and the management should supply to the Committee with adequate information in a timely manner.
- 5.4 The Committee should be provided with sufficient resources to perform its duties.
- 5.5 The Company Secretary or a nominee shall act as the secretary of the Committee and should keep full minutes of the Committee meetings. Draft and final version of the Remuneration Committee minutes should be sent to all Committee members for their comment and records.

6. Reporting

- 6.1 The Committee's proceedings shall be recorded in minutes which shall be included in the papers prepared for the next Board meeting after each meeting of the Committee.
- 6.2 The Chairman of the Committee shall report to the Board as soon as possible after each Committee meeting.

* *Copy of the Terms of Reference of Remuneration Committee is available upon request is made to the Company Secretary of the Company.*