

**FIRST MOBILE GROUP HOLDINGS LIMITED (the "Company")
Remuneration Committee - Terms of Reference**

I. Objective

The Remuneration Committee of the Company (the "Committee") is established by the Board of Directors of the Company (the "Board") to consider and determine the policy for the remuneration of executive directors and senior management and for determining the remuneration packages of all directors and senior management.

II. Membership

The members of the Committee (the "Members") shall be appointed by the Board. The Committee shall consist of not less than two members and at least one of which shall be an Independent Non-executive Director.

The chairman of the Committee shall be appointed by the Board and shall be an Independent Non-executive Director.

Upon their resignation from the Board, the Member is automatically deemed to have resigned from the Committee.

The Company Secretary of the Company shall be the secretary of the Committee.

III. Authority

The Committee shall report to the Board on their decisions and recommendations.

The Committee shall consult the Chairman and/or Chief Executive Officer of the Company about their proposals and views relating to the remuneration of other executive directors. The Committee shall have access to professional advice if considered necessary.

The Committee shall be provided with sufficient resources to discharge its duties.

IV. Duties

The duties of the Committee are as follows:

1. to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
2. to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive directors. The Committee should consider 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;
3. to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
4. to review and approve 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;

5. to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
6. to ensure that no director or any of his associates is involved in deciding his own remuneration; and
7. to consider other matters as defined by the Board from time to time.

V. Meetings

A. Frequency

The Committee shall meet as and when necessary or as requested by any Member.

B. Notice

Adequate notice of any meetings of the Committee shall be given prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member.

C. Quorum

The quorum for the Committee's meeting is two Members.

D. Attendance

At the invitation of the Committee, the following persons may attend the meeting:

- i) other members of the Board of Directors;
- ii) Company Secretary; and
- iii) any other persons.

Only Members of the Committee are entitled to vote at the meetings.

E. Resolutions

Resolutions of the Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions. Meetings can be held in person, by telephone or by video conference.

F. Minutes

The secretary of the Committee shall keep full minutes of all Committee meetings. Draft and final versions of minutes of meetings of the Committee should be sent to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting.

VI. Publication of these Terms of Reference

A copy of these Terms of Reference will be made available to any person without charge upon request, and both notice as to such availability and these Terms of Reference will be posted on the Company's website.