

CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED
(the “Company”)

TERMS OF REFERENCE
OF
REMUNERATION COMMITTEE

Adopted as amended by the Board on 22 February 2012.

Constitution

1. The board (the “Board”) of directors of the Company (the “Directors”) has resolved to establish a Committee of the Board to be known as the Remuneration Committee (the “Committee”) with the membership, authority and duties described below.

Membership

2. All members of the Committee shall be non-executive Directors and shall be appointed and removed by the Directors.
3. The Committee shall consist of a majority of independent non-executive Directors.
4. The Board shall appoint the chairman of the Committee who should be an independent non-executive Director.

Quorum

5. The quorum necessary for physical meetings and meetings held through electronic means of the Committee shall be two members of the Committee.

Frequency of meetings

6. The Committee shall meet not less than once a year.

Authority

7. The Committee is authorised to seek any information it requires from any employee or Director of the Company in order to perform its duties.
8. In connection with its duties, the Committee is authorised to obtain advice from any independent person if necessary, including professional consultants, whom it regards as competent to give such advice.

Powers and duties

9. The Committee shall make recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy.
10. The Committee shall review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.
11. The Committee is delegated the powers of the Board to determine the remuneration packages of individual executive Directors and senior management (including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of office or appointment).
12. In making its recommendations and decisions, the Committee should consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
13. The Committee should consult the chairman and/or chief executive officer about the remuneration proposals for other executive Directors.
14. The Committee shall make recommendations to the Board on the remuneration of non-executive Directors.
15. The Committee shall 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.

16. The Committee shall 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.
17. The Committee should ensure that no Director or any of his associates is involved in deciding his own remuneration.
18. The Committee shall report to the Board its activities as the Board may require from time to time.
19. The Committee shall exercise such other powers, authorities and discretions, and perform such other duties of the Board in relation to the remuneration of the executive Directors and senior management as the Board may from time to time delegate to it, having regard the Corporate Governance Code (the “Code”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
20. In exercising its power, authorities and discretions and performing its duties, the Committee shall take full account of the Code and the Listing Rules.

Publication of these Terms of Reference

21. A copy of these Terms of Reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.