



鳳凰衛視

PHOENIX SATELLITE TELEVISION HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 02008)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

(Effective from 1 April, 2012)

COMPOSITION

The remuneration committee (the “**Remuneration Committee**”) of Phoenix Satellite Television Holdings Limited (the “**Company**”) should comprise of at least two Independent Non-executive Directors and one Non-executive Director but in any event the majority of the members of the Remuneration Committee should be independent non-executive directors.

IN ATTENDANCE

The Remuneration Committee may invite the Company’s Chief Executive, or other members of the Company it sees fit to attend the meeting of the Remuneration Committee.

FREQUENCY OF MEETINGS

Meetings shall be held at least once a year and at such additional time as appropriate.

ACCESS

The Remuneration Committee shall consult the Chairman and/or Chief Executive about their remuneration proposals for other executive directors. The Remuneration Committee shall have access to independent professional advice if necessary.

AMENDMENTS

Any changes to these terms of reference will require the approval of the Board.

DUTIES

The duties of the Remuneration Committee shall include: {B.1.2}

- (a) to make recommendations to the Board on the Company's policy and structure for all Directors and senior management executives who belong to the level of Executive Vice President or above ("**Senior Management**") remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) determine, with delegated responsibility, 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 their office or appointment;
- (d) to make recommendations on the Board of the remuneration of Non-Executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group;
- (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 his associates is involved in deciding his own remuneration; and
- (i) to consider other topics, as defined by the Board.

AUTHORITY

- (a) the Remuneration Committee is authorised by the Board to seek any information it requires from any employees of the Company in order to perform its duties; and
- (b) although the Remuneration Committee can seek the advice and assistance of any of the Company's executives, it needs to ensure that this role is clearly separated from their role within the business.

PROCEEDINGS OF THE REMUNERATION COMMITTEE MEETING

- (a) the quorum necessary for the transaction of business shall be 2;
- (b) the Remuneration Committee shall appoint a chairman, provided that if he or she is not in attendance at any meeting of the Remuneration Committee, the members in attendance may appoint a chairman of the meeting amongst themselves;
- (c) any member of the Remuneration Committee may participate in a meeting of the Remuneration Committee either in person or through electronic means of communication that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously;
- (d) at all meetings of the Remuneration Committee, any questions shall be decided by a simple majority of votes cast by members of the Remuneration Committee. The chairman will not have a casting vote; and
- (e) a resolution signed by all members of the Remuneration Committee is as valid as if it had been passed at a meeting of the Remuneration Committee.

REPORTING PROCEDURES

The chairman of the Remuneration Committee shall report the resolutions and/or recommendations of the Remuneration Committee to the Board.