



**中国通信服务**  
CHINA COMSERVICE

**中國通信服務股份有限公司**

**CHINA COMMUNICATIONS SERVICES CORPORATION  
LIMITED**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 552)**

**REMUNERATION COMMITTEE CHARTER OF  
CHINA COMMUNICATIONS SERVICES CORPORATION  
LIMITED**

**Section 1 General Provisions**

Article 1 Objective

Pursuant to the applicable laws, regulations and listing rules of the PRC and the place where the shares of China Communications Services Corporation Limited (the "Company") are listed, and the Company's internal rules and regulations, the Company's Board of Directors (the "Board") sets up the remuneration committee (the "Committee" unless otherwise indicated) and creates this Charter accordingly.

Article 2 Status and Principle of the Committee

The Committee members are appointed by over 50% affirmative votes of the Board. The Committee reports to the Board regularly.

The principle of the Committee is to take its full duty to comply with the applicable regulations, reasonably safeguard the Company's best interest and fairly protect the interests of all shareholders, especially the interests of minority shareholders.

### Article 3 Structure and Qualifications of the Committee

The Committee consists of three or more members. The Board may change such number when it deems necessary, provided that the minimum requirement by the applicable regulatory rules is met.

A majority of the Committee members shall be independent non-executive directors and:

- (1) shall have no material affiliations with the Company;
- (2) shall be in compliance with the requirement of "independency" by the applicable regulatory rules.

### Article 4 Term of the Committee Members

The term of the Committee member shall be the same as that of the Board, and the appointment may be renewed. Any Committee member, who ceases to be independent non-executive director of the Company, shall be automatically removed from the Committee, and the vacancy shall be filled pursuant to the applicable rules of the Company.

In the event that any Committee member resigns, or is removed by more than half of the Board's votes, or ceases to act as an independent non-executive director, the Board may terminate his or her term before its expiration.

When change in Committee member also involves change in the Board member, such change shall follow the procedures for changing Directors pursuant to the Articles of Association to get the approval of the shareholders' general meeting and make a public announcement accordingly in accordance with the applicable regulatory rules.

### Article 5 Resignation of the Committee Members

Should any Committee member resign before his or her term terminates, such member shall submit to the Board through the Secretary of the Board a written resignation three months in advance, in which detailed explanations shall be given.

Should any Committee member lose his or her position in the Committee due to his or her resignation from the position of an independent non-executive director, the regular resignation procedures for the Committee members is not necessary. Upon his or her resignation from

the position of an independent non-executive director pursuant to the resignation procedures for the independent non-executive director, his or her position of a Committee member shall be automatically removed.

## **Section 2 Operation and Procedures of the Committee**

### Article 6 Committee Meetings

The Committee shall hold the meeting when necessary.

A Committee meeting may not be held unless attended by more than half of the members. It may also be held by a telephone conference or other telecommunications means.

### Article 7 Written Resolutions

The Committee may replace the meeting with the written resolutions, and adopt resolutions by written votes without a meeting in person. The written resolution takes effect when the meeting materials are delivered to all members and affirmatively voting members reach the legitimate quorum for passing such resolution.

### Article 8 Convening and Chairing of Meetings

Committee meetings shall be convened by Committee members themselves, and the Secretary of the Board can assist them to convene the meetings. The Secretary of the Board may authorize the Office of the Board to assist in the specific arrangement of convening and preparation for such meetings.

The notice for a Committee meeting shall be delivered to each member fourteen days prior to such meeting. The related agenda and documents for the meeting shall be delivered to each member three days prior to such meeting.

The Chairman of the Committee should in charge of the meeting. If the Chairman cannot attend the meeting, the attending members shall elect a chairman in charge of the Committee meeting.

### Article 9 Resolutions

The passing of any resolution of the Committee meeting shall require over 50% affirmative votes of the Committee, with each member having one vote.

The voting of the Committee meeting may be taken by hands or by poll.

Any resolution of the Committee meeting shall be in written form and executed by attending members.

#### Article 10 Minutes

A Committee meeting shall have complete and truthful minutes.

The Office of the Board shall be in charge of the minutes of the Committee meetings. The draft of the minutes shall be available to all members within a reasonable time after the meeting for their review and execution. The Secretary of the Board shall retain the original copies of the minutes.

#### Article 11 Non-voting Attendance

When it deems necessary, the Committee may invite the Company's Management and other Directors to attend a Committee meeting with no voting right.

#### Article 12 Ancillary Organ of the Committee

The Office of the Board shall coordinate and support the routine operation of the Committee.

### **Section 3 Duties and Obligations of the Committee**

#### Article 13 Primary Duties of the Committee

The followings are the major duties of the Committee:

- (1) 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 policies;
- (2) to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives;
- (3) Either: to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or make recommendations to the Board on the remuneration packages of individual executive Directors and

senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (4) make recommendations to the Board on the remuneration of individual Non-executive Directors;
- (5) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;
- (6) 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 is otherwise fair and not excessive;
- (7) 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;
- (8) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (9) other overseeing duties authorized by the Board; and
- (10) other overseeing duties authorized by the applicable regulatory rules.

The Committee has the right to request from the Company's management any necessary documents and materials for the performance of its duties or explanations on any issues the Committee is concerned about.

#### Article 14 Duties of the Committee Members

Each of the Committee members shall diligently and efficiently perform his or her duties and exercise his or her rights, in accordance with the applicable regulatory provisions and this Charter, including but not limited to:

- (1) be conscientious, reasonably safeguard the best interests of the

- Company, fairly protect the interests of all shareholders, especially the interests of minority shareholders;
- (2) attend the Committee meetings in person, or authorize other members to attend on his or her behalf by written proxy, which shall state the scope of authorization, when he or she is unable to attend;
  - (3) carefully review any documents and resolutions submitted to the members; and
  - (4) keep adequate and effective communication with the Board and the management.

## **Section 4 Compensation and Budget of the Committee**

### Article 15 Compensation of the Committee

The compensation of the Committee shall be determined and approved by the Board and can be paid in form of cash, stock or options. The Committee members shall not directly or indirectly receive from the Company any consulting fees, advising fees or any other compensation, except for:

- (1) compensation received as a Director (including any compensation and other benefits paid to all Directors) and compensation received as an employee;
- (2) compensation for a position in any committee under the Board; or
- (3) pension or other deferred compensation for the service that a Director has provided (provided that such compensation is not contingent upon any other service that a Director had to provide in any way in the future).

### Article 16 Budget of the Committee

For the performance of its duties, the Committee shall have its necessary budget and other resources, which shall be borne by the Company, including

- (1) total expenses relating the appointment of any external advisors; and
- (2) all necessary or appropriate administrative expenses for the

Committee to perform its duties.

## **Section 5 Appendix**

### Article 17 Validity and Interpretation

This Charter shall take effect upon the adoption by a Board resolution and the Board is responsible for the interpretation of this Charter. Any issue not covered hereunder shall follow the applicable regulatory provisions and the Articles of Association of the Company.

### Article 18 Amendment and Termination

Any amendment or termination of this Charter is subject to the Board's resolution.