



SEEC Media Group Limited
(Incorporated in Cayman Islands with limited liability)
(Stock Code: 205)

REMUNERATION COMMITTEE TERMS OF REFERENCE

(Updated on 11 May 2015)

Constitution

1. The Board resolved to establish a committee of the Board known as the Remuneration Committee.

Membership

2. The Remuneration Committee shall be appointed by the Board and shall consist of not less than two members, a majority of whom should be independent non-executive directors.
3. The chairman of the Remuneration Committee shall be appointed by the Board.

Attendance at meetings

4. The Company Secretary shall act as the secretary of the Remuneration Committee.

Frequency of meeting

5. Meetings shall be held at least once a year, if needed, to consider and review the remuneration policies of the Company and make recommendations to the Board.

Authority

6. The Remuneration Committee should consult the chairman about their remuneration proposals for other executive directors.
7. The Remuneration Committee is and may, from time to time, seek independent professional advice from special personnel consulting groups so as to ensure that the Board remains informed of market trends and practices.

Duties

8. The duties of the Remuneration Committee shall be:
 - (a) 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;
 - (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) 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 and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (d) to make recommendations to the Board on 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 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; and
- (h) to ensure that no director or any of his associates (as defined in the Listing Rules) is involved in deciding his own remuneration.

Procedures

9. The chairman, in consultation with the secretary of the Remuneration Committee, should be primarily responsible for drawing up and approving the agenda for each Remuneration Committee meeting. The chairman, with the assistance of the secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Remuneration Committee meeting. The chairman shall brief all members on issues arising at each Remuneration Committee meeting. The secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Remuneration Committee to all members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions restricting such circulation or the making of such reports. The chairman shall report in the forthcoming Regular Board Meeting any key decisions made.
10. The secretary of the Remuneration Committee shall record minutes of all duly constituted meetings of the Remuneration Committee. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views.

The Chinese version of this document is for reference only. In case of any discrepancy or inconsistency between the English version and Chinese version, the English version prevails.

END