



TONLY ELECTRONICS HOLDINGS LIMITED

通力電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1249)

(the "Company")

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

Effective on 12 July 2013

(Adopted at the Board Meeting on 12 July 2013)

CONSTITUTION

1. The board (the "Board") of directors of the Company (the "Directors") has resolved on 12 July 2013 to establish a committee known as the Remuneration Committee (the "Committee").

MEMBERSHIP

2. The Committee shall be consisted of not less than three members, a majority of which shall be independent non-executive Directors. The Committee shall be chaired by an independent non-executive Director. All members and the chairman of the Committee shall be appointed and removed by the Board.
3. In the event of equal votes, the chairman of the Committee shall have the right of second vote or casting vote.
4. No member of the Committee shall appoint any alternate to attend the meeting or perform his duties thereat.
5. The company secretary of the Company or his representative (in his absence) shall be the secretary of the Committee (the "Secretary"). The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

QUORUM

6. The quorum necessary for the transaction of the business of the Committee shall be two members of the Committee.

FREQUENCY OF MEETINGS

7. The Committee shall meet not less than once a year. The members of the Committee may at any time request a meeting if they consider that one is necessary.
8. Unless otherwise agreed by the Committee, the notice of convening a meeting of the Committee shall be sent out not less than 2 working days before the meeting.

AUTHORITY

9. The Committee is authorised to seek any information it requires from any employee or Director of the Company in order to perform its duties. In

connection with its duties, the Committee is authorised to obtain advice from independent professional consultants, whom it regards as competent to give such advice.

POWERS AND DUTIES

10. In discharge of delegated powers of the Board, the Committee shall have the following powers and duties:
 - (a) The Committee shall 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) The Committee shall from time to time review and if thought fit, approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.
 - (c) The Committee shall exercise the delegated powers of the Board to determine the remuneration packages of all executive Directors, and senior management, (including salaries, bonuses, benefits in kind, the terms on which they participate in any share or other incentive scheme and any provident fund or other retirement benefit scheme and compensation payments (including any compensation payable for loss or termination of their office or appointment)) taking into consideration salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
 - (d) The Committee shall review and if thought fit, 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 relevant contractual terms and is otherwise fair and not excessive.
 - (e) The Committee shall review and if thought fit, approve the 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.
 - (f) The Committee shall make recommendation to the Board on the remuneration of non-executive Directors which shall be approved by the Board.

- (g) The Committee should ensure that no Director or any of his associates is involved in deciding his own remuneration.
 - (h) The Committee shall report to the Directors of the Company its activities as the Board may require from time to time.
 - (i) The Committee shall exercise such other powers, authorities and discretions, and perform such other duties, of the Directors 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 to the Code of Corporate Governance Practices (“the Code”) set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“the Listing Rules”).
 - (j) In exercising its power, authorities and discretions and performing its duties, the Committee shall take full account of the Listing Rules (including the Code).
11. The Committee is to be provided with sufficient resources to perform its duties, including seeking independent professional advice.

REPORTING PROCEDURES

12. The Secretary shall circulate the draft and final minutes of Meetings and all written resolutions of the Committee to all members of the Committee.
13. The Secretary shall maintain as part of the Company's corporate records all approved minutes of Meetings and reports.