

GET NICE HOLDINGS LIMITED (the "Company")

Remuneration Committee Terms of Reference
Adopted by the Board on 29 November 2011

1. CONSTITUTION

The board of directors of the Company (the "Board") hereby constitutes and establishes a remuneration committee (the "Remuneration Committee") with authority, responsibility, and specific duties as described below.

2. MEMBERSHIP

2.1 The Remuneration Committee shall be appointed by the Board comprising a majority of independent non-executive directors.

2.2 The members of the Remuneration Committee (the "Members") shall appoint its chairman who must be an independent non-executive director. The Remuneration Committee shall consist of not less than three (3) members. A quorum shall be two Members.

2.3 Each Member shall disclose to the Remuneration Committee:

(a) any personal financial interest (other than as a Shareholder) in any matter to be decided by the Remuneration Committee; or

(b) any potential conflict of interest arising from a cross-directorship;

Any such Member shall abstain from voting on resolutions of the Remuneration Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Remuneration Committee.

3. AUTHORITY

The Remuneration Committee is authorised by the Board to investigate any activity identified within this terms of reference. It is authorised to seek any information it requires from any employee of the Company, and all employees of the Company are directed to co-operate with any request made by the Remuneration Committee. The Remuneration Committee is authorised by the Board to consult the chairman and/or the chief executive officer of the Company about their remuneration proposals for other executive directors. The Remuneration Committee should have access to independent professional advice if necessary. The Remuneration Committee shall be provided with sufficient resources to perform its duties.

4. DUTIES

4.1 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) either (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management and the terms of their service

contacts; or (ii) to make recommendations to the Board on 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 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 consider and approve the grant of share options to eligible participants pursuant to the share option scheme of the Company;
- (g) 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;
- (h) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they consistent with contractual terms and are otherwise reasonable and appropriate;
- (i) to ensure that no director or any of its associates is involved in deciding his own remuneration;
- (j) to prepare a remuneration report for the Shareholders or to advise the Board in relation to the preparation of the Board's remuneration report to the Shareholders; and
- (k) to keep the Board fully informed of its actions.

4.2 For the purpose of this term of reference, "senior management" should refer to the same persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

4.3 In carrying out its duties under this terms of reference, the Remuneration Committee should:

- (a) provide the packages needed to attract, retain and motivate directors of the quality required to run the Company successfully, without paying more than necessary;
- (b) be sensitive to the wider scene, including pay and employment conditions elsewhere, especially when determining annual salary increases;
- (c) ensure that a significant proportion of the executive directors' remuneration links rewards to corporate and individual performance; and
- (d) ensure that share options (if any) are offered in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time).

4.4 If 4.1(c)(ii) is adopted, where the Board resolves to approve any remuneration or compensation arrangements with which the Remuneration Committee disagrees, the Board shall disclose the reasons for its resolution in its next Corporate Governance Report.

5. FREQUENCY OF MEETINGS

Meetings shall be held as and when appropriate, but as least annually.

6. ATTENDANCE

- 6.1 As necessary or desirable, the chairman of the Remuneration Committee may request that members of management be present at the its meeting.
- 6.2 Meetings may be held by way of telephone conference.

7. SECRETARY

The company secretary of the Company (the “Company Secretary”) shall be the secretary of the Remuneration Committee.

8. MINUTES

- 8.1 Minutes of the Remuneration Committee meetings shall be kept by the Company Secretary and draft and final versions of minutes of the meetings shall be sent to all Members for their comments and records respectively in both cases within a reasonable time after the meeting.
- 8.2 The Company Secretary shall circulate the minutes of the meetings of the Remuneration Committee to all members of the Board.

9. GENERAL

The Remuneration Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange’s website and the Company’s website.