

SINO GAS HOLDINGS GROUP LIMITED

中油潔能控股集團有限公司
(the “Company”)
 (“本公司”)

**Terms of reference of the Remuneration Committee (the “Committee”)
of the Board (the “Board”) of Directors (the “Directors”) of the Company**
董事(“董事”)會(“董事會”)薪酬委員會(“委員會”)
權責範圍

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 22 November 2018.

本委員會是按本公司董事會於 2018 年 11 月 22 日會議通過成立的。

2. Membership

成員

2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive Directors of the Company.

委員會成員由董事會從董事會成員中挑選，委員會人數最少三名，而大部份之成員須為本公司的獨立非執行董事。

2.2 The Chairman of the Committee shall be appointed by the Board or elected among the members of the Committee and shall be an independent non-executive Director.

委員會主席由董事會委任或經委員會會員選舉、及必須是獨立非執行董事。

2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席的委員將在他們當中選出秘書或委任其他人擔任該會議的秘書。

2.4 The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

經董事會及委員會分別通過決議，方可委任額外、更替或罷免委員會的成員。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

3. **Procedural Standing Orders**

- 3.1 The Standing Orders which from time to time apply to the terms of reference of the Audit Committee of the Board shall apply *mutatis mutandis* to these terms of reference of the Committee.
- 3.2 Meetings shall be held at least once annually or more frequently if circumstances require.

4. **Overriding principles**

- 4.1 Remuneration levels should be sufficient to attract and retain Directors to run the Company successfully without paying more than necessary.
- 4.2 No Director should be involved in deciding his own remuneration.
- 4.3 The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive Directors. The Committee should have access to independent professional advice if necessary.

5. **Alternate Committee members**

- 5.1 A Committee member may not appoint any alternate.

6. **Authority of the Committee**

- 6.1 The Committee may exercise the following powers:
- (a) to review any proposed service contract with any Director or senior management before such contract is entered into and to make recommendation to the Company's human resources department for any changes to the proposed terms of such contract ;
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive Directors and the senior management;

議事程序規則

不時適用於董事會審核委員會職權範圍之議事程序規則，(在細節上作必要的變更後)應適用於此份職權範圍。

每年最少開會一次或更多(若有所需)。

首要的基本規則

所定的薪酬的水平應足以吸引及挽留董事管好公司營運，而又不致支付過多的酬金。

任何董事不得參與訂定本身的薪酬。

委員會應就其他執行董事的薪酬建議諮詢主席及/或行政總裁。如有需要，委員會應可尋求獨立專業意見。

委任代表

委員會成員不能委任代表。

委員會的權力

委員會可以行使以下權力：

- (a) 在簽訂有關合同前，審閱所有候任董事及高級管理人員將會簽訂的服務合同及向本公司的人力資源部門就變更該等合同的條款提出建議；
- (b) 就執行董事及高級管理人員的薪酬、獎金及福利提供意見；

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| (c) to request the Board to dismiss any employees and/or to convene a shareholders' meeting (if necessary) for purposes of removing any Director if there is evidence showing that the relevant Director and/or employee has failed to discharge his duties properly; | (c) 在有證據顯示該董事及/或雇員失職時，要求董事會解雇有關雇員及/或召開股東大會(如有需要)罷免有關的董事； |
| (d) to obtain outside legal or other independent professional advice at the expenses of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary; | (d) 如委員會覺得有需要，可就涉及本職權範圍的事宜對外尋求法律或其他獨立專業意見，并由本公司支付有關費用，以及確保具相關經驗及專業才能的外界人士出席委員會會議； |
| (e) to have access to sufficient resources in order to perform its duties; | (e) 可取得足夠資源以履行其職務； |
| (f) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and | (f) 對本職權範圍及履行其職權的有效性作每年一次的檢討并向董事會提出其認為須要的修訂建議；及 |
| (g) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged. | (g) 為使委員會能恰當地執行其于第七章項下的職責，行使其認為有需要及權宜的權力。 |
| 6.2 The Company should provide the Committee sufficient resources to perform its duties. | 本公司應提供充足資源予委員會以履行其職責。 |

7. **Duties of the Committee**

委員會的職責

7.1 The duties of the Committee shall be:

委員會負責履行以下職責：

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| (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; | (a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議； |
| (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; | (b) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議； |

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| (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; | (c) 向董事會建議個別執行董事及高級管理人員的薪酬待遇。此應包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)； |
| (d) to make recommendations to the Board on the remuneration of non-executive Directors; | (d) 就非執行董事的薪酬向董事會提出建議； |
| (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group; | (e) 考慮同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的雇用條件； |
| (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; | (f) 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任所須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多； |
| (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; | (g) 檢討及批准因董事行為失當而解雇或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當； |
| (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration; | (h) 確保任何董事或其任何連絡人不得參與厘定他自己的薪酬； |
| (i) to assess performance of executive Directors; and | (i) 評估執行董事的表現；及 |
| (j) to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Rules (the “ Listing Rules ”) Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) from time to time. | (j) 考慮及執行董事會不時界定或委派或香港聯合交易所有限公司(「 聯交所 」)證券上市規則(「 上市規則 」)不時規定的其他事項。 |

8. Annual general meeting

股東周年大會

8.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

委員會的主席，或在委員會主席缺席時由另一名委員(或如該名委員未能出席，則其適當委任的代表)應出席本公司的股東周年大會，并就委員會的活動及其職責在股東周年大會上回應問題。

9. **Continuing application of the articles of association of the Company**

本公司組織章程的持續適用

9.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，在可行的情況下適用於委員會的會議程序。

10. **Powers of the Board**

董事會權力

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下(包括上市規則之附錄十四《企業管治守則》或公司自行制定的企業管治常規守則(如被採用))，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，并不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

11. **Publication of the terms of reference of the Committee**

委員會職權範圍的刊登

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

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Adopted on 22 November 2018
於 2018 年 11 月 22 日採納