

**PAN ASIA ENVIRONMENTAL PROTECTION
GROUP LIMITED**

泛亚环保集团有限公司

董事会薪酬委员会权责范围

**Terms of reference of
the remuneration committee of the Board of Directors**

Pan Asia Environmental Protection Group Limited
泛亚环保集团有限公司
(“Company” and “本公司”)

Terms of reference of the Remuneration Committee (“Committee”)
of the Board of Directors (“Board”) of the Company
董事会(“董事会”)薪酬委员会(“委员会”)
权责范围及程序

(中文本为翻译稿，仅供参考用)

1. Constitution

组成

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 1 December 2007.

本委员会是按本公司董事会于 2007 年 12 月 1 日会议通过成立的。

2. Membership

成员

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. At the establishment of the Committee, the initial members are: Mr. Lai Wing Lee, Professor Wang Guozhen, Mr. Leung Shu Sun Sunny and Mr. Jiang Quanlong.

委员会成员由董事会从董事会成员中挑选，委员会人数最少 3 名，而大部份之成员须为本公司的独立非执行董事。委员会成立时的初始委员是：赖永利先生、王国珍教授、梁树新先生及蒋泉龙先生。

2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.

委员会主席由董事会委任及必须是独立非执行董事。

2.3 The company secretary of the Company shall be the secretary of the Committee.

本公司的公司秘书为委员会的秘书。

2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

经董事会及委员会分别通过决议，方可委任额外或罢免委员会成员。

3. Proceedings of the Committee

会议程序

3.1 *Notice:*

会议通知:

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.

除非委员会全体成员同意，委员会的会议通知期，不应少于七天。

(b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.

任何委员会成员或委员会秘书（应董事的请求时）可于任何时候召集董事会议。召开会议通告必须亲身以口头或以书面形式、或以电话、电子邮件、传真或其他委员会成员不时议定的方式发出予各委员会成员（以该成员最后通知秘书的电话号码、传真号码、地址或电子邮箱地址为准）。

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

口头会议通知应尽快（及在会议召开前）以书面方式确实。

(d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.

会议通告必须说明开会目的、开会时间、地点、议程及随附有关文件予各成员参阅。

3.2 *Quorum:* The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors.

法定人数为两位成员，而大部份出席的成员须为独立非执行董事。

3.3 Meetings shall be held at least once every year to set policy on executive directors' remuneration and to fix the remuneration packages for all directors.

每年最少开会一次，以制订有关执行董事酬金的政策及厘订各董事的薪酬待遇。

4. Overriding principles

首要的基本规则

4.1 Levels of remuneration should be sufficient to attract and retain the directors needed to run the company successfully, but companies should avoid paying more than is necessary for this purpose.

所定的薪酬的水平应足以吸引及挽留公司成功营运所需的一众董事，但公司应避免为此支付过多的酬金。

4.2 No director should be involved in deciding his own remuneration.

任何董事不得参与订定本身的薪酬。

- 4.3 The Committee should consult the chairman and/or chief executive officer about their proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary.
- 委员会应就其他执行董事的薪酬建议咨询主席及/或行政总裁，如认为有需要，亦可索取专业意见。

5. Alternate Committee members

委任代表

- 5.1 A Committee member may not appoint any alternate.
- 委员会成员不能委任代表。

6. Authority of the Remuneration Committee

薪酬委员会的权力

- 6.1 The Committee may exercise the following powers:

委员会可以行使以下权力：

- (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 ;
- 在有关合同签订前，审阅所有建议和董事及高级管理人员将会签订的服务合同及向本公司的人力资源部门就变更该等合同的条款提出建议；

- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;
- 考虑并就执行董事及其它高级雇员的薪酬、奖金及福利等建议，提供意见；

- (c) to request the Board to convene a shareholders' meeting for purposes of revoking the appointment of any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;
- 在有证据显示或怀疑有关人员失职时，要求董事会召开股东大会罢免本集团董事及其他雇员的职务；

- (d) to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary; and
- 如委员会觉得有需要，可向有相关经验及专业才能的独立第三方寻求独立法律及其他专业意见；及

- (e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.
- 为使委员会能合理地执行其于第七章项下的责任，其认为有需要及有益的权力。

- 6.2 The Committee should be provided with sufficient resources to discharge its duties.
- 委员会应获供给充足资源以履行其职责。

7. Duties

薪酬委员会的责任

- 7.1 The duties of the Committee shall be:
- 薪酬委员会负责履行以下责任：

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| <p>(a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;</p> | <p>就本公司董事及高级管理人员的全体薪酬政策及架构，及就设立正规而具透明度的程序制订此等薪酬政策，向董事会提出建议；</p> |
| <p>(b) to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payment, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;</p> | <p>获董事会转授以下职责，即厘订全体执行董事及高级管理人员的特定薪酬待遇，包括非金钱利益、退休金权利及赔偿金额(包括丧失或终止职务或委任的赔偿)，并就非执行董事的薪酬向董事会提出建议。委员会应考虑的因素包括同类公司支付的薪酬、董事须付出的时间及董事职责、集团内其他职位的雇用条件及是否应按表现厘订薪酬等；</p> |
| <p>(c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;</p> | <p>透过参照董事会不时通过的公司目标，检讨及批准按表现而厘定的薪酬；</p> |
| <p>(d) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;</p> | <p>检讨及批准向执行董事及高级管理人员支付那些与丧失或终止职务或委任有关的赔偿，以确保该等赔偿按有关合约条款厘定；若未能按有关合约条款厘定，赔偿亦须公平合理，不会对本公司造成过重负担；</p> |
| <p>(e) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate; and</p> | <p>检讨及批准因董事行为失当而解雇或罢免有关董事所涉及的赔偿安排，以确保该等安排按有关合约条款厘定；若未能按有关合约条款厘定，有关赔偿亦须合理适当；及</p> |
| <p>(f) to ensure that no director or any of his associates is involved in deciding his own remuneration.</p> | <p>确保任何董事或其任何联系人不得自行厘订薪酬。</p> |

8. Minutes and records

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.

会议纪要

委员会的完整会议纪要及书面决议应由委员会秘书保存。

8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.

委员会秘书应于委员会会议结束后或书面决议签署前的合理时段内，把委员会会议纪要或书面决议(视乎情况而定)的初稿及最后定稿发送委员会全体成员(初稿供成员表达意见，最后定稿作其记录之用)。

8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

委员会秘书应就年内委员会所有会议记录存档，以及具名纪录每名成员于委员会会议的出席率。

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

本公司组织章程的持续适用

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.

就前文未有作出规范，但本公司章程细则作出了规范的董事会会议程序的规定，适用委员会的会议程序。

10. **Powers of the Board**

董事会权力

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Code on Corporate Governance Practices 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 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 or revoked.

本职权范围所有规则及委员会通过的决议，可以由董事会在不违反公司章程及联交所上市规则的前提下(包括联交所上市规则之附录十四《企业管治常规守则》或公司自行制定的企业管治常规守则(如被采用))，随时修订、补充及废除，惟有关修订、补充及废除，并不影响任何在有关行动作出前，委员会已经通过的决议或已采取的行动的有效性。

December 2007
2007年12月

[Adoption and amendment records: First adopted by the Board at its meeting held on 1 December 2007.]