

**PAN ASIA ENVIRONMENTAL PROTECTION  
GROUP LIMITED**

**泛亚环保集团有限公司**

(Incorporated in the Cayman Islands with limited liability)

(于开曼群岛注册成立之有限公司)

(Stock code: 556)

(股份代号: 556)

**Terms of Reference of  
the Remuneration Committee of the Board of Directors  
董事会薪酬委员会职权范围及程序**

(Revised on 30 March 2012)

(于 2012 年 3 月 30 日修订)

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

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**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**

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(中文本为翻译稿，仅供参考用)

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| <b>1.     <u>Constitution</u></b>   | <b><u>组成</u></b>  |
| 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。   |
| <br><b>2.     <u>Membership</u></b>   | <br><b><u>成员</u></b>  |
| 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. In the absence of the company secretary, his/her delegate(s) or any person elected by the members of the Committee present at the meeting, shall attend the meeting of the Committee and take minutes.  | 本公司的公司秘书为委员会的秘书。若公司秘书缺席，其委派代表或由委员会在会议上委任的人士，将可出席委员会会议及记录会议纪录。                           |
| 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. Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

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。会议议程及有关文件应至少在会议举行日期前三天（或由成员协定的其他时限）送交委员会全体成员及其他出席会议人士。

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 ***Frequency:*** 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。

3.4 ***Attendance:*** Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree. The other directors, company secretary (or his/her delegate(s)), Head of Human Resources and relevant senior management and persons(s) invited by a Committee member shall normally attend meetings of the Committee.

委员会成员可亲自出席会议，或透过其他电子沟通方式或由成员协定的其他方式参与会议。其他董事、公司秘书（或其委派的代表）、人力资源部主管及相关高级管理人员及任何由一位委员会成员邀请的人士通常可出席委员会会议。

- 3.5 **Written resolutions:** Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Committee.

在不影响香港联合交易所有限公司证券上市规则（「《上市规则》」）的任何规定下，委员会可在全体成员同意下通过及采纳书面决议案。

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

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。

任何董事不得参与订定本身的薪酬。

委员会应就其他执行董事的薪酬建议谘询主席及/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. Authorities of the Committee**

#### **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 ;
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;
- (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;
- (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

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；

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；

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；

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 of the Committee**

## **委员会的责任**

- 7.1 The duties of the Committee shall be:

委员会负责履行以下责任：

- (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;
- 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；
- (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;
- 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；
- (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- 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；
- (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;
- 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；
- (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;
- 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；

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| <p>(f) to ensure that no director or any of his associates is involved in deciding his own remuneration; and</p> <p>(g) to consider other matters as set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 of the Listing Rules (as amended from time to time).</p> | <p>确保任何董事或其任何联系人不得自行厘订薪酬；及</p> <p>考虑及执行包括载列于《上市规则》附录14之《企业管治守则》相关守则条文(不时作出修订)内的其他事项。</p> |
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## 8. Minutes and records

## 会议纪录

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| <p>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 and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.</p>  | <p>委员会的完整会议纪录及书面决议应由委员会秘书保存，并应在任何委员会或董事会成员发出合理通知时，公开有关会议纪录供其在任何合理的时段查阅。</p>                        |
| <p>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.</p> | <p>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，把委员会会议纪录或书面决议(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，最后定稿作其纪录之用)。</p> |
| <p>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.</p>   | <p>委员会秘书应就年内委员会所有会议纪录存档，以及具名纪录每名成员于委员会会议的出席率。</p>  |

## 9. Reporting responsibility

## 汇报责任

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| <p>9.1 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).</p> | <p>委员会应向董事会汇报其决定或建议，除非受法律或监管限制所限而不能作此汇报（例如因监管规定而限制披露）。</p> |
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## 10. Annual general meeting

## 股东周年大会

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| <p>10.1 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 respond to questions at the Annual General Meeting on the Committee’s work and responsibilities.</p> | <p>委员会主席应出席股东周年大会（若委员会主席未克出席，则委员会的另一名成员出席，或如该名成员未能出席，则其适当委任的代表出席），并于会上回答有关委员会的工作及责任的提问。</p> |
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**11. Continuing application of the articles of association of the Company**

**本公司组织章程的持续适用**

- 11.1 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。

**12. Powers of the Board**

**董事会权力**

- 12.1 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。

30 March 2012  
2012年3月30日

Adoption and amendment records: First adopted by the Board at its meeting held on 1 December 2007 and amended on 30 March 2012.

采纳及变更记录：由董事会于 2007 年 12 月 1 日通过的决议案首次采纳，于 2012 年 3 月 30 日作出更改。