

XINAO GAS HOLDINGS LIMITED
新奧燃氣控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

TERMS OF REFERENCE FOR THE
REMUNERATION COMMITTEE

薪酬委員會
職權範圍書

(adopted on 31 December 2004)
(於二零零四年十二月三十一日採納)

Formation成立

The Committee was formed pursuant to the board resolution of Xiniao GAS Holdings Limited (“the Company”) passed on 31 December 2004.

委員會依據新奧燃氣控股有限公司(「本公司」)於二零零四年十二月三十一日通過的董事會決議案而成立。

Composition and Quorum組成及法定人數

Majority of the committee members should be independent non-executive directors.
委員會的大部份成員應為獨立非執行董事。

Members : Yang Yu (Chairman)
Wang Guangtian (Independent Non-Executive Director)
Yien Yu Yu, Catherine (Independent Non-Executive Director)
Kong Chung Kau (Independent Non-Executive Director)

成員 : 楊宇 (主席)
王廣田 (獨立非執行董事)
嚴玉瑜 (獨立非執行董事)
江仲球 (獨立非執行董事)

Quorum : 2
法定人數 : 2

Secretary : Cheng Chak Ngok (Company Secretary)
秘書 : 鄭則鏢 (公司秘書)

The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.

委員會會議及程序須受本公司的組織章程細則所載的董事會會議程序規定所規管。

Authority權力

1. The Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
董事會授權委員會按照其職權範圍進行任何調查。委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與委員會合作，滿足其任何要求。
2. The Committee is authorised by the board 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.
董事會授權委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。

Duties職責

The duties of the Remuneration Committee shall be: –
薪酬委員會的職責如下： –

1. 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 the policy on such remuneration.
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此等薪酬政策，向董事會提出建議。
2. To have the delegated responsibilities to determine the specific remunerations packages of all 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. Factors which should be taken into consideration include but not limited to salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration.
獲董事會轉授以下職責，即釐訂全體執行董事及高級管理人員的特定薪酬待遇，包括非金錢利益、退休金權利及賠償金融(包括喪失或終止職務或委任的賠償)。應考慮的因素包括但不限於同類公司支付的薪酬、董事須付出的時間及董事職責、集團內其他職位的僱用條件及是否應該按表現釐訂薪酬等。
3. To review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the board from time to time.
透過參照董事會不時通過的公司目標，檢討及批准按表現而釐定的薪酬。
4. 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.
檢討及批准向執行董事及高級管理人員支付那些與喪失或終止職務或委任有關的賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，賠償亦須公平合理，不會對本公司造成過重負擔。
5. 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.
檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適

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當。

6. To make recommendations to the board on the remuneration for non-executive directors.
就非執行董事的薪酬向董事會提出建議。
7. To ensure that no director or any of his associates is involved in deciding his own remuneration.
確保任何董事或其任何聯繫人不得自行釐訂薪酬。
8. To consult the chairman and/or the chief executive officer about their proposals relating to the remuneration of executive directors and have access to professional advice if considered necessary.
就執行董事的薪酬建議諮詢主席及／或行政總裁，如認為有需要，亦可索取專業意見。
9. to report to the board on the matters set out in provision of terms of reference of the Committee;
就薪酬委員會其職權範圍條文所載的事宜向董事會匯報；
10. To consider other topics as defined by the board.
研究其他由董事會界定的課題。

Note: For the purpose of this terms of reference, “senior management” should refer to the same category of persons as referred to in the Company’s annual report.

註：就本職權範圍而言，「高級管理人員」指本公司年報內提及的同一類別的人士。