



DOXEN ENERGY GROUP LIMITED

東星能源集團有限公司

**Terms of reference of
the Remuneration Committee of the Board of
Directors**

董事局薪酬委員會職權範圍

DOXEN ENERGY GROUP LIMITED

東星能源集團有限公司

Terms of Reference for the Remuneration Committee

薪酬委員會權責範圍

(Adopted in October 2007 and revised in March 2012)

(於2007年10月採納及於2012年3月修訂)

(中文本為翻譯稿，僅供參考用)

1. Constitution 組成

Doxen Energy Group Limited (the “Company”) has resolved to establish a committee of the board of directors (the “Board”) to be known as the Remuneration Committee (the “Committee”)

東星能源集團有限公司(「本公司」)已議決成立一個董事局(「董事局」)之委員會，名為薪酬委員會(「委員會」)。

2. Membership 成員

2.1 Committee members shall be appointed by the Board from amongst the members of the Board and shall consist of at least three members and a majority of which should be independent non-executive directors of the Company.

委員會成員由董事局從董事局成員中挑選，由董事會委任，委員會成員人數至少三名，而大部份之成員為本公司的獨立非執行董事出任。

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

委員會主席須由董事局委任及必須是獨立非執行董事。

3. Secretary 秘書

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

本公司的公司秘書為委員會之秘書。

4. Quorum 法定人數

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of their authorities, powers and discretions vested in or exercisable by the Committee.

委員會之法定人數為兩人。當委員會會議之法定人數已合乎要求時，委員會可於會議上全權行使其所有或任何授權、權力及酌情權。

5. Meetings 會議

5.1 The Committee shall meet at least once a year. Additional meetings should be held if the Committee shall so request.

委員會最少每年開會一次。如有需要，委員會可按要求時召開會議。

5.2 The meetings can be held by telephone conference.

委員會會議可以電話會議形式進行。

6. Notice of Meetings 會議通知

6.1 Unless otherwise agreed by all the Committee members, a meeting shall be called by at least 3 days' notice.

除非獲委員會全體成員同意，召開委員會會議須於會議日期前不少於三天發出會議通知。

6.2 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.

任何委員會成員或委員會秘書（應委員會成員的請求時）可於任何時候召集委員會會議。召開會議通告必須按該成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址以親身口頭或以書面、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式向各委員會成員發出。

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

口頭會議通知應在可行情況下及在會議召開前盡快以書面方式確認。

6.4 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.

會議通告必須說明開會目的、開會時間、地點、議程及隨附有關檔予各成員參閱。

7. The Duties of the Committee 委員會職務

- 7.1 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.
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。
- 7.2 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.
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。如需要，委員會應可尋求獨立專業意見。
- 7.3 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.
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)。
- 7.4 To make recommendations to the Board on the remuneration of non-executive directors.
就非執行董事的薪酬向董事會提出建議。
- 7.5 To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.
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僱用條件。
- 7.6 To take into account all factors which it deems necessary in the determination of remuneration policy, objective of which shall be to ensure that members of the executive management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company.
于決定薪酬政策時，須考慮所有有關因素。其目的在於確保本公司之管理層享有適當獎勵以鼓勵更佳工作表現，並能公平及負責任地按個人對本公司之貢獻作出獎賞。

7.7 To review the ongoing appropriateness and relevance of the remuneration policy.

檢討現行薪酬政策是否合適及恰當。

7.8 To review the design of all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors and other senior executives and the performance targets to be used.

檢討所有股份獎勵計畫之規劃以供董事局及股東批准。對該計畫而言，決定每年頒授股份獎勵與否，並制定頒授之總額，對個別執行董事及其他高級行政人員所授予之數目，及厘定其工作目標。

7.9 To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.

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。

7.10 To review and approve the 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.

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而需支付的賠償，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。

7.11 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.

檢討及批准因董事行為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。

7.12 To advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

向股東建議如何就任何根據香港聯合交易所有限公司證券上市規則須取得股東批准的董事服務合約，進行表決。

7.13 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參與釐定他自己的薪酬。

7.14 To consider any other matters from time to time delegated to it by the Board.

考慮任何由董事局委託處理之事宜。

8. Reporting Responsibilities 報告責任

8.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

每次會議後，委員會主席須就委員會之職責及責任範圍內所有事項向董事局作出正式報告。

8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

委員會可向董事局就其職務範圍內可改善之部份提出任何合適之建議。

9. Minutes and records 會議紀錄

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

委員會的完整會議紀錄及書面決議應由委員會秘書保存。

9.2 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.

委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體成員表達意見或紀錄之用。

9.3 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.

委員會秘書應就年內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

10. Authority 職權

10.1 The Committee is authorized by the Board to seek any information it requires from any employee of the Company in order to perform its duties.

委員會獲董事局授權可向本公司之任何雇員索取資料，以便委員會執行其職務。

10.2 In connection with its duties the Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice. The Committee should be provided with sufficient resources to perform its duties.

為執行其職務，委員會獲董事局授權可向外尋求法律及其他專業意見，費用由本公司支付。委員會應獲供給充足資源以履行其職責。

11. Continuing application of the articles of association of the Company 本公司組織章程的持續適用

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.

本公司章程對董事局會議及其程序的規定，在其適用及本權責範圍條文未有取代情況下，適用於委員會的會議及程序。

12. Powers of the Board 董事會權力

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.

由董事局在不違反本公司組織章程及上市規則的前提下(包括上市規則之附錄十四《企業管治常規守則》或本公司所採納其適用及自行制定的企業管治常規守則)，修訂、補充及廢除本權責範圍所有條文及委員會通過的任何決議，惟修訂及廢除本權責範圍條文及委員會通過的決議，並不會令到倘該等權責範圍條文或決議並無修訂或廢除原應生效的任何早前行動及決議作廢。