

HAITIAN ENERGY INTERNATIONAL LIMITED
海天能源國際有限公司

董事會薪酬委員會職權範圍
(日期為二零一八年二月二日的經修訂版本)

Terms of reference of
the Remuneration Committee of the Board of Directors
(Revised version dated 2 February 2018)

HAITIAN ENERGY INTERNATIONAL LIMITED

海天能源國際有限公司

(“Company”)

(「本公司」)

Terms of reference of the Remuneration Committee (“Committee”) of the Board of Directors (“Board”) of the Company

(Revised version dated 2 February 2018)

本公司董事會(「董事會」)薪酬委員會(「委員會」)

職權範圍

(日期為二零一八年二月二日的經修訂版本)

(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 19 June 2012. The revised terms of reference of the Committee were approved by the Board on 2 February 2018.

委員會是按董事會於二零一二年六月十九日舉行的會議通過的決議成立的。委員會經修訂的職權範圍於二零一八年二月二日獲董事會批准。

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.
- 2.2 The Chairman of the Committee shall be appointed by the Board and who shall be an independent non-executive director.
- 2.3 The company secretary of the Company shall be the secretary of the Committee.
- 2.4 The appointment of the members or secretary 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.

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。

委員會主席由董事會委任及必須是獨立非執行董事。

本公司的公司秘書為委員會的秘書。

經董事會及委員會分別通過決議，方可罷免委員會成員或秘書的委任或委任額外的委員會成員。

3. Proceedings of the Committee

會議程序

3.1 *Notice:*

會議通知:

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice.

- (a) 除非委員會全體成員（口頭或書面）同意，委員會的會議通知期，不應少於七天。

(Regular meetings should be called by, so far as practicable, at least 14 days' notice: cf: paragraphs A.1.3 of Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"))

（根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四第A.1.3段的規定，在切實可行的範圍內，召開委員會定期會議應發出至少14天通知）

- (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.

- (b) 任何委員會成員或委員會秘書（應董事的請求時）可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、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發出予各委員會成員不時通知秘書的電話或傳真號碼或電郵地址或郵寄地址。

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

- (c) 以口頭通知方式召開的會議，應盡快（及在會議召開前）以書面方式確實。

- (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. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

- (d) 召開會議的通知必須說明開會時間、地點、議程及提供有關文件予各委員會成員參閱。下文第3.3條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員，並至少在計劃舉行委員會會議日期的三天前（或委員會全體成員協定的其他時間內）送出。委員會其他所有會議在切實可行的情況下亦應採納以上安排。

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| 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. | 法定人數：委員會會議的法定人數為兩位委員會成員，而大部份出席的成員須為獨立非執行董事。 |
| 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. | 頻率：每年最少開會一次，以制訂有關執行董事酬金的政策及釐定各董事的薪酬待遇。 |
| 3.4 | No Committee member may vote on any resolution of the Committee regarding his own remuneration. | 委員會成員不能就有關其本身的薪酬決議投票。 |
| 3.5 | Written resolutions may be passed by all Committee members in writing. | 委員會成員可以以書面贊成方式通過書面決議。 |
| 4. | <u>Overriding principles</u> | <u>首要的基本規則</u> |
| 4.1 | Levels of remuneration should be sufficient to attract and retain the directors needed to run the Company successfully, but Company should avoid paying more than is necessary for this purpose. | 所定的薪酬的水平應足以吸引及挽留本公司成功營運所需的一眾董事，但本公司應避免為此支付過多的酬金。 |
| 4.2 | No director should be involved in deciding his own remuneration. | 任何董事不得參與訂定本身的薪酬。 |
| 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，如認為有需要，亦可索取專業意見。 |
| 5. | <u>Alternate Committee members</u> | <u>委任代表</u> |
| 5.1 | A Committee member may not appoint any alternate. | 委員會成員不能委任代表。 |

6. Authority of the Committee

委員會的權力

6.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

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| (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; | (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) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management; | (b) 就執行董事及其他高級管理人員的薪酬、獎金及福利等提供意見； |
| (c) to request the Board to convene a shareholders' meeting (if necessary) for purposes of removing 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; | (c) 在有證據顯示有關董事及／或僱員失職時，要求董事會召開股東大會（如有需要）罷免有關人員的職務； |
| (d) to obtain outside legal or other independent professional advice at the cost 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運用本公司資金向有相關經驗及專業才能的獨立第三方尋求獨立法律及其他專業意見； |
| (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) 每年檢討本職權範圍及其於履行委員會職責方面的有效性，如委員會覺得有需要，可向董事會提供修改建議；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於第七條項下的責任，其認為有需要及有益的權力。 |

6.2 The Committee should be provided with sufficient resources to discharge its duties.

委員會應獲供給充足資源以履行其職責。

7. Duties

7.1 The duties of the Committee shall be:

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

責任

委員會負責履行以下責任：

- (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此等薪酬政策，向董事會提出建議；
- (b) 獲董事會轉授職責以釐定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額（包括喪失或終止職務或委任的賠償），並就非執行董事的薪酬向董事會提出建議。委員會應考慮的因素包括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按表現釐定薪酬等；
- (c) 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；
- (d) 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；
- (e) 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當；及

(f) to ensure that no director or any of his associates is involved in deciding his own remuneration.

(f) 確保任何董事或其任何連絡人不得自行釐定薪酬。

8. Reporting procedures

報告程序

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.

委員會的完整會議紀錄及所有書面決議應由委員會秘書保存。

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（初稿供成員表達意見，最後定稿作其紀錄之用）。

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.

委員會秘書應將本公司各財政年度委員會舉行的所有會議的會議紀錄及個別委員會成員出席紀錄備存於本公司。

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

本公司組織章程細則的持續適用

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，但本公司組織章程細則作出了規範的董事會會議程序的規定，適用委員會的會議程序。

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 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本公司組織章程細則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，惟有關修訂及廢除以及委員會已通過的決議，並不影響並無修訂或廢除有關修訂或決議前生效的委員會採取的行動或通過的決議的有效性。