



CHINA GROUND SOURCE ENERGY LIMITED

中國地能有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8128)

REMUNERATION COMMITTEE - TERMS OF REFERENCE

1. Membership

- 1.1 The Remuneration Committee shall be appointed by the board of directors of the Company (the “Board”) and shall be made up of at least three members.
- 1.2 The majority of the members of the Remuneration Committee shall be independent non-executive Directors.
- 1.3 The Chairman of the Remuneration Committee shall be independent non-executive Director and appointed by the Board.

2. Secretary

- 2.1 The Company Secretary shall be the secretary of the Remuneration Committee.

3. Meetings

- 3.1 The Remuneration Committee shall meet at least once a year.
- 3.2 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.

- 3.3 The quorum of the Remuneration Committee shall be any two Members.
- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 3.5 A resolution in writing signed by all the Members of the Remuneration Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 3.6 Resolutions of the Remuneration Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.7 Minutes shall be kept by the secretary of the Remuneration Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

4. *Attendance at Meetings*

- 4.1 At the invitation of the Remuneration Committee, the Chairman of the Board and/or Chief Executive Officer, external advisers and other persons may be invited to attend all or part of any meetings.
- 4.2 Only Members of the Remuneration Committee are entitled to vote at the meetings.

5. *Annual General Meeting*

- 5.1 The Chairman of the Remuneration Committee or another Member of the Remuneration Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Remuneration Committee's activities and their responsibilities.

6. Responsibility, Powers and Discretion

The Remuneration Committee shall have the following responsibilities, powers and discretion:

- 6.1 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;
- 6.2 to make recommendations to the Board with reference to the Board's corporate goals and objectives on the remuneration packages of individual 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;
- 6.3 to make recommendations to the Board on the remuneration of non-executive Directors;
- 6.4 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- 6.5 to review and approve 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 it is otherwise fair and not excessive;
- 6.6 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; and
- 6.7 to ensure that no Director or any of his associates is involved in deciding his own remuneration.

7. Reporting Responsibilities

- 7.1 The Remuneration Committee shall report to the Board when appropriate.

8. Authority

8.1 The Remuneration Committee shall consult the Chairman of the Board and/or Managing Director about their remuneration proposals for other executive Directors and senior management.

8.2 The Remuneration Committee is authorised by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties.

8.3 The Remuneration Committee is authorised by the Board where necessary to have access to independent professional advice.

Note: Arrangement to seek independent professional advice could be made through Company Secretary.

8.4 The Remuneration Committee shall be provided with sufficient resources to discharge its duties.

Remark: "senior management" should refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under Appendix 15 to the GEM Listing Rules.