

Panda Green Energy Group Limited

熊貓綠色能源集團有限公司

(incorporated in Bermuda with limited liability)

Remuneration Committee

Terms of Reference

1. CONSTITUTION

- 1.1 The Remuneration Committee was formed pursuant to the board resolution of the Company passed on 28 September 2005.
- 1.2 Adopted on 23 March 2012 pursuant to the Revised Code on Corporate Governance Practices effective on 1 April 2012.

1 MEMBERSHIP

- 2.1 The Committee shall comprise at least a minimum of three members with a majority being independent non-executive directors (“INEDs”).
- 2.2 The Chairman of the Committee must be INED and shall be appointed by the Board.
- 2.3 The Board may at any time appoint, remove, suspend or replace any member of the Committee at its option by resolution.
- 2.4 Members of the Committee shall be recommended and appointed by the Board, in consultation with the Chairman of the Committee. Each member shall hold office until cessation of his/her appointment as decided by the Board.

3 MEETINGS

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

- 3.2 The Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Remuneration Committee.
- 3.3 A quorum of the Remuneration Committee shall be any two members.
- 3.4 In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 3.5 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all members unanimously waive such notice. Irrespective of the length of notice being given, a member attending the meeting shall be deemed waiver of the requisite length of notice of the meeting by the member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days.
- 3.6 Meetings may be held in person, by telephone or 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.
- 3.7 A resolution in writing signed by all members of the Remuneration Committee shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held.
- 3.8 Full minutes of Remuneration Committee meetings should be kept by the secretary of the Remuneration Committee. Draft and final versions of minutes of the Remuneration Committee meetings shall be circulated to all members of the committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

4 ATTENDANCE AT MEETINGS

- 4.1 Other than its members, the Committee may also invite other members of management, or others which considered appropriate by the Committee, to attend meetings as and when necessary who shall have no voting rights.

- 4.2 Only members of the Remuneration Committee are entitled to vote at the meetings.

5. FREQUENCY OF MEETINGS

- 5.1 The chairman of the Remuneration Committee, in consultation with the secretary, shall decide the frequency and timing of its meetings. There shall be as many meetings as the Remuneration Committee's duties and responsibilities require.
- 5.2 The Remuneration Committee shall meet no fewer than once a year.

6. AUTHORITY

- 6.1 The Committee shall have the following authority within its terms of reference:
- 6.1.1 Obtain advice and assistance from, at the Company's expense, independent professional advisors or consultants to advise the Committee if it considers the same necessary; and
- 6.1.2 Seek any information it requires from management and employees.

7. DUTIES & RESPONSIBILITIES

- 7.1 The Committee shall make recommendations to the Board on Group's policy and structure for all directors, senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy.
- 7.2 The Committee shall consult the Chairman of the Board and/or the chief executive about their remuneration proposals for of other executive directors, and have access to independent professional advice if necessary.
- 7.3 The Committee shall make recommendations to the board 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.

- 7.4 Subject to Clause 7.9, the Committee shall make recommendations to the Board on the remuneration of non-executive directors.
- 7.5 The Committee shall consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
- 7.6 The Committee shall review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives.
- 7.7 The Committee shall review and approve compensation payable to executive directors and senior management for any loss or termination of their office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive.
- 7.8 The Committee shall review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they consistent with contractual terms and are otherwise reasonable and appropriate.
- 7.9 The Committee shall ensure that no director or any of his/her associate is involved in deciding his/her own remuneration.

8. REPORTING PROCEDURES

- 8.1 The secretary shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
- 8.2 The Remuneration Committee shall report to the Board after each meeting.

If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.