



Terms of Reference of Remuneration Committee (“Committee”) of Enviro Energy International Holdings Limited (“Company”)

Membership and Composition

The Committee shall comprise three directors. A majority of the members of the Committee should be independent non-executive directors.

The Chairman of the Committee shall be appointed by the board of directors of the Company (“Board”) and should be an independent non-executive director.

The Board may from time to time appoint additional members to the Committee from among the non-executive directors it has determined to be independent.

The Committee should consult the chairman of the Company about their remuneration proposals for other executive directors. The Committee should have access to independent professional advice if necessary.

Meetings and Quorum

The Committee shall meet with such frequency and at such times as it may determine.

The quorum for meetings of the Committee shall be two, one of whom should be the Chairman of the Committee, unless he is unable to attend due to exceptional circumstances.

Authority and Duties of the Committee

- (a) 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;
- (b) To review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives;
- (c) To determine, with delegated responsibility, 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;
- (d) To make recommendations to the Board on the remuneration of non-executive directors;
- (e) To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;

- (f) 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 is otherwise fair and not excessive;
- (g) 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
- (h) To ensure that no director or any of his associates is involved in deciding his own remuneration.

Adopted on 29 March 2012