

China First Chemical Holdings Limited

(Incorporated in the Cayman Islands.)

(the “**Company**”)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE (the “Committee”)

1. Membership

- 1.1 The Remuneration Committee shall be appointed by the Board.
- 1.2 More than half of members of Remuneration Committee (“Members”) should be Independent Non-Executive Directors (“INEDs”).
- 1.3 The chairman of the Remuneration Committee shall be appointed by the Board.
- 1.4 The term of appointment of the Remuneration Committee Members are determined by the Board at the date of appointment.

2. Secretary

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

- 3.1 Remuneration Committee meeting shall be held at least once a year.
- 3.2 Notice of any meetings of the Committee has to be given 14 days prior to any such meeting being held, unless all the Members unanimously waive such notice. Notice of any adjourned meeting is not required if the adjournment is for less than 14 days.
- 3.3 The quorum of the Remuneration Committee shall be any two Members, one of which should be an INED.
- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 3.5 Resolutions of the Remuneration Committee at any meetings shall be passed by more than half of the Members present.
- 3.6 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 Remuneration Committee duly convened and held.

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 respectively, in both cases 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 Managing Director or Chief Executive Officer, external advisers and other persons may attend all or part of any meetings.

4.2 Only the Members are entitled to vote at the Meetings.

5. Annual General Meetings

5.1 The Chairman of the Remuneration Committee or in his/ her absence, another Member (who must be an INED) of the Committee shall attend the Annual General Meetings of the Company and make himself/ herself available to respond to any shareholder's questions on the Remuneration Committee's activities.

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 remuneration of Directors and senior management and on the establishment and transparent procedure for developing policy on such remuneration;

6.2 To review and approve the remuneration of Directors and senior management in accordance with the company principles and objectives formulated by the Board;

6.3 To make recommendations to the Board on the remuneration of individual 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, and make recommendations to the Board of the remuneration of non-executive Directors. The Remuneration 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;

6.4 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;

6.5 To review and approve the 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

6.6 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 after each meeting.

8. Authority

8.1 The Remuneration Committee shall consult the Chairman of the Board and/or Chief Executive Officer, about their proposals relating to the remuneration of other executive Directors.

8.2 The Remuneration Committee is authorized 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 authorized by the Board where necessary to have access to professional advice in appropriate circumstances at the Company's his/her duty as a Member at the Company's expense.

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

一化控股（中國）有限公司
China First Chemical Holdings Limited
(于開曼群島成立之有限責任公司)
(以下稱“公司”)

薪酬委員會—職權範圍書

1. 成員

- 1.1 薪酬委員會須由董事會委任。
- 1.2 薪酬委員會之多數成員（「成員」）須為獨立非執行董事。
- 1.3 薪酬委員會之主席須由董事會委任，並須為獨立非執行董事。
- 1.4 薪酬委員會成員的委任年期由董事會于委任時決定。

2. 秘書

- 2.1 薪酬委員會之秘書由公司秘書擔任。
- 2.2 薪酬委員會可不時委任其它任何具備合適資格及經驗之人士為薪酬委員會之秘書。

3. 會議

- 3.1 薪酬委員會每年最少須舉行一次會議。
- 3.2 任何會議之通知最少須於該會議舉行前 14 天作出，除非全體成員一致通過豁免該通知。
不論所作出之通知期，成員出席會議將被視為成員豁免所需之通知期。倘續會於少於 14 天內舉行，則任何續會毋須作出通知。
- 3.3 薪酬委員會會議所需之法定人數為任何兩名成員，其中一名成員須為獨立非執行董事。
- 3.4 會議可以親身出席、採用電話或視像會議之方式舉行。成員可透過會議電話或類似通訊設備（所有參與會議之人士均能夠透過該設備聆聽對方）參與會議。

- 3.5 薪酬委員會之決議案須以過半數票數通過。
- 3.6 由薪酬委員會全體成員書面簽署之決議案亦為有效，猶如其已於薪酬委員會正式召開及舉行之會議上獲通過一樣。
- 3.7 會議紀錄由薪酬委員會之秘書備存。會議紀錄之草擬本及最終版本須於會議後一段合理時間內向全體成員傳閱，以分別供彼等審批及作紀錄。該等會議紀錄須供董事查閱。

4. 出席會議

- 4.1 在薪酬委員會之邀請下，董事會主席及／或董事總經理或行政總裁、外聘顧問及其它人士可獲邀請出席所有或部分任何會議。
- 4.2 僅薪酬委員會之成員有權于會議上投票。

5. 股東周年大會

- 5.1 薪酬委員會之主席或（如其缺席）薪酬委員會之其它一名成員（必須為獨立非執行董事）須出席本公司之股東周年大會，並響應股東就薪酬委員會之活動及彼等之責任作出之提問。

6. 責任、權力及酌情權

薪酬委員會須具有下列責任、權力及酌情權：

- 6.1 就本公司之董事及高級管理人員之全體薪酬政策及架構，及就設立正規而具透明度之程式制訂薪酬政策，向董事會提出建議；
- 6.2 因應董事會所制訂的企業方針及目標，檢討及批准董事及高級管理人員之薪酬；
- 6.3 向董事會就個別執行董事及高級管理人員之薪酬待遇提出建議，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之賠償），並就非執行董事之薪酬向董事會提出建議。薪酬委員會應考慮之因素包括同類公司支付之薪酬、須付出之時間及職責及集團內其它職位之雇用條件等；
- 6.4 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須支付之賠償，以確保該等賠償與合約條款一致；倘未能與合約條款一致，則賠償亦須公平合理，不致過多；

6.5 檢討及批准因董事行為失當而解雇或罷免有關董事所涉及之賠償安排，以確保該等安排與合約條款一致；倘未能與合約條款一致，則有關賠償亦須合理適當；及

6.6 確保任何董事或其任何連絡人士不得參與厘定其薪酬。

7. 申報責任

7.1 薪酬委員會須於每次會議後向董事會報告。

8. 許可權

8.1 薪酬委員會須就其它執行董事之薪酬建議諮詢董事會主席及／或行政總裁；

8.2 薪酬委員會獲董事會授權可向本公司高級管理人員尋求任何有關薪酬之所需資料，以履行其職責。

8.3 薪酬委員會獲董事會授權可在需要時索取獨立專業意見，以向本公司履行身為薪酬委員會成員之責任，費用概由本公司承擔。

8.4 薪酬委員會須獲提供充足資源以履行其職責。