

THE HONG KONG AND CHINA GAS COMPANY LIMITED
(the “Company”)
REMUNERATION COMMITTEE (“RC”)

1. Membership

- 1.1 The RC shall comprise a majority of independent non-executive directors appointed by the Board of Directors (“BOD”) from time to time.
- 1.2 The BOD shall nominate one of the members who is also an independent non-executive director as the chairman of the RC.

2. Meetings

- 2.1 The RC shall meet at least once every year. Additional meetings shall be held at the demand of RC Chairman, if necessary.
- 2.2 The quorum of a meeting shall be two members of the RC.
- 2.3 The RC may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.
- 2.4 Proceedings of meetings of the RC shall be governed by the relevant provisions of the Articles of Association of the Company.

3. Terms of Reference

- 3.1 The terms of reference of the RC include:
 - (a) to make recommendations to the BOD on the Company’s policy and structure for all directors’ and senior management’s (who are also executive directors of the Company) 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 BOD’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 BOD 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 (including the Company and its subsidiaries);
- (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.

3.2 The RC shall report back to the BOD on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

4. Publication of the Terms of Reference

4.1 The RC shall make available its terms of reference, explaining its role and the authority delegated to it by the BOD by including them on both websites of The Stock Exchange of Hong Kong Limited and the Company.

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