

**PETRO-KING OILFIELD
SERVICES LIMITED
百勤油田服務有限公司**

**TERMS OF REFERENCE FOR THE
REMUNERATION COMMITTEE
薪酬委員會職權範圍書**

**(revised in December 2022)
(於2022年12月修訂)**

Constitution 組織

1. The board of directors (the “**Board**”) of Petro-king Oilfield Services Limited (the “**Company**”) hereby resolves to establish a remuneration committee of the Board (the “**Remuneration Committee**”). The constitution of the Remuneration Committee shall comply with the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.
百勤油田服務有限公司(“**本公司**”)董事會(“**董事會**”)現議決於董事會轄下成立一個薪酬委員會(“**薪酬委員會**”)。薪酬委員會的組成必須遵守香港聯合交易所有限公司(“**聯交所**”)不時制定的證券上市規則(“**《上市規則》**”)的要求。

Membership 成員

2. The members of Remuneration Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members, one of whom shall be an independent non-executive director.
薪酬委員會成員須由董事會委任，並由不少於三名成員組成，其中大部分應為獨立非執行董事。薪酬委員會的法定人數為兩人，其中一人須為獨立非執行董事。
3. The chairman of the Remuneration Committee shall be appointed by the Board and must be an independent non-executive director.
薪酬委員會主席須由董事會委任，並且須為獨立非執行董事。
4. The company secretary shall be the secretary of the Remuneration Committee.
薪酬委員會秘書為公司秘書。

Authority 權力

10. The Remuneration Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.
董事會授權薪酬委員會按照其職權範圍向本公司之管理層索取進一步所需資料。
11. The Remuneration Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
董事會授權薪酬委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。

Duties 職務

12. The duties of the Remuneration Committee shall be:
薪酬委員會的職務如下：
 - (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management^{Note} and on the establishment of a formal and transparent procedure for developing such policy;
就本公司董事及高級管理人員^註的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提出建議；
 - (b) to consult the chairman and/or chief executive about their remuneration proposals for other executive directors;
就其他執行董事的薪酬建議諮詢主席及／或行政總裁；
 - (c) to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management^{Note}, 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 shall 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;
獲董事會轉授以下職責，即釐訂全體執行董事及高級管理人員^註的特定薪酬待遇，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的賠償)，並就非執行董事的薪酬向董事會提出建議。薪酬委員會應考慮的因素包括同類公司支付的薪酬、董事須付出的時間及董事職責、集團內其他職位的僱用條件及是否應該按表現釐訂薪酬等；

- (d) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
透過參照董事會不時通過的公司目標，檢討及批准按表現而釐定的薪酬；
- (e) to review and approve the compensation payable to executive directors and senior management^{Note} 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;
檢討及批准向執行董事及高級管理人員^註支付那些與喪失或終止職務或委任有關的賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，賠償亦須公平合理，不會對本公司造成過重負擔；
- (f) to review and approve 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;
檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當；
- (g) to ensure that no director or any of their associates is involved in deciding that director's own remuneration;
確保任何董事或其任何聯繫人不得參與釐訂其本身的薪酬；
- (h) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules;
檢討及／或批准上市規則第十七章所述有關股份計劃的事宜；
- (i) to assess performance of executive directors and approve the terms of executive directors' service contracts; and
評估執行董事表現，並批准執行董事服務合約之條款；以及
- (j) to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under Rule 13.68 of the Listing Rules.
向股東建議，如何就任何須(根據《上市規則》第13.68條的規定)取得股東批准的董事服務合約，進行表決。

Reporting procedures 彙報程式

13. Draft and final versions of the minutes of the Meetings shall be sent to all Remuneration Committee members for their comments and records respectively. The secretary or his representative shall circulate the minutes of Meetings and reports of the Remuneration Committee to all members of the Board.
會議記錄的草稿及最終稿須向各薪酬委員會成員傳閱，以供其審閱及存閱。薪酬委員會秘書或其代表須將薪酬委員會的會議記錄及報告向董事會全體成員傳閱。

Publication of the terms of reference of the Remuneration Committee 刊登薪酬委員會職權範圍

14. The terms of reference of the Remuneration Committee will be posted on the websites of the Company and the Stock Exchange, and will be made available upon request.
薪酬委員會的職權範圍應登載於本公司及聯交所的網站上，及在有人要求時，提供有關資料。

Others 其他事項

15. The chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Remuneration Committee's activities and their responsibilities.
薪酬委員會的主席，或在該委員會的主席缺席時由另一名成員(或如該名成員未能出席，則其適當委任的代表)須出席股東周年大會並在股東周年大會上回答有關薪酬委員會的職能及責任的提問。
16. The Remuneration Committee should be provided with sufficient resources to discharge its duties.
薪酬委員會應獲供給充足資源以履行其職責。

Note: "Senior management" shall refer to the same category of persons as referred to in the Company's prospectus and annual report and is required to be disclosed under Appendix A1a41(5) of the Listing Rules.

註：“高級管理人員”指本公司招股章程及年報內提及的同一類別的人士；按《上市規則》附錄A1a41(5)條，這類人士的身份須予以披露。