



ASIA ENERGY LOGISTICS GROUP LIMITED

亞洲能源物流集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 351)

**TERMS OF REFERENCE OF
THE REMUNERATION COMMITTEE**

1. CONSTITUTION

1.1 The Remuneration Committee (the “**Committee**”) is a committee of the board of directors (the “**Director**”) (the “**Board**”) of Asia Energy Logistics Group Limited (the “**Company**”).

2. OBJECTIVE

2.1 To establish and apply formal and transparent procedures in setting up the remuneration package for the Directors and Senior Management.

3. MEMBERSHIP

3.1 The Committee shall consist of not less than three Directors, a majority of Independent Non-Executive Directors. The Chairman of the Committee shall be appointed by the Board and must be an Independent Non-Executive Director.

3.2 Members of the Committee (the “**RC Member(s)**”) may only be appointed or removed by the Board.

3.3 The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Committee.

4. AUTHORITY

- 4.1 The Committee shall report to directly to the Board.
- 4.2 The Committee should consult the chairman of the Board and/or chief executive and/or Executive Committee about their remuneration proposals for other Executive Directors and Senior Management.
- 4.3 The Committee is authorized to seek independent professional advice, at the Company's expense, to perform its responsibilities, where necessary.
- 4.4 The Committee should be provided with sufficient resources to perform its duties.

5. DUTIES AND POWERS

- 5.1 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.
- 5.2 To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.
- 5.3 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 which includes any compensation payable for loss or termination of their office or appointment.
- 5.4 To make recommendations to the Board on the remuneration of Non-Executive Directors.
- 5.5 To consider salaries paid by comparable companies, time commitment and responsibilities, and employment condition elsewhere in the Company and its subsidiaries.
- 5.6 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.
- 5.7 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.
- 5.8 To ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration.

- 5.9 To exercise such other powers, authorities and discretions, and perform such other duties, of the Directors in relation to the remuneration of the Executive Directors and Senior Management as the Directors may from time to time delegate to it, having regard to the Corporate Governance Code (the “**Code**”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- 5.10 To review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.
- 5.11 In exercising its power, authorities and discretions and performing its duties, the Remuneration Committee shall take full account of the Code and the Listing Rules.

6. QUORUM

- 6.1 The quorum for a meeting shall be two RC Members.

7. MEETINGS

- 7.1 Meetings of the Committee shall be held at least once a year.
- 7.2 The RC Members may participate in any meeting of the Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing and speaking to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote.
- 7.3 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the RC Members present.
- 7.4 A resolution in writing signed by all RC Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 7.5 The Committee may, from time to time, invite the Executive Directors and advisers to the meeting, including but not limited to external advisers or consultants to advise its RC Members.
- 7.6 Only RC Members are entitled to vote at the meetings.
- 7.7 All meetings and proceedings of the Committee shall be governed by the provisions of the Articles of Association of the Company regulating proceedings of meetings of the Board unless otherwise provided herein.

7.8 Full minutes of the meetings of the Committee should be kept by the Company Secretary. Draft and final versions of minutes of the meetings should be circulated to all RC Members for their comment and records, within a reasonable time after the meetings.

7.9 The Committee should report back to the Board 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).

8. REVIEW

8.1 These terms of reference govern the operations of the Committee. The Committee shall review and reassess the terms of reference and the effectiveness of the Committee on a regular basis or as required.

9. PUBLICATION OF THE TERMS OF REFERENCE

9.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of the Stock Exchange and the Company.

10. ANNUAL GENERAL MEETING

10.1 The Chairman of the Committee or in his/her absence, another RC Member (who must be an Independent Non-executive Director) of the Committee, shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Committee's activities and their responsibilities.

Notes:

1. Reference to "Senior Management" are references to the category of persons referred to as such in the Company's annual report and required to be disclosed under Rule 16.12 of Appendix 16 of the Listing Rules.
2. If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.

(Updated in February 2023)