



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

Membership

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 (the “Board”).

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 proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary.

Meetings and Quorum

The Committee shall meet with such frequency as it may consider appropriate, but in any event not less than two times a year.

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 remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (b) To have the delegated responsibility to determine the specific remuneration packages of all executive 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 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;

Authority and Duties of the Committee (continued)

- (c) To review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (d) 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;
- (e) 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; and
- (f) To ensure that no director or any of his associates is involved in deciding his own remuneration.