SIIC ENVIRONMENT HOLDINGS LTD.
上海實業環境控股有限公司

(formerly known as Asia Water Technology Ltd.)
(先前稱為亞洲水務有限公司)
(Company Registration No. 200210042R)
(公司註冊號200210042R)
(Incorporated in the Republic of Singapore)
(成立於新加坡)
(the "**Company**")
(簡稱「**公司**」)

REMUNERATION COMMITTEE
薪酬委員會

The Code of Corporate Governance 2012 (the "**Code**") recommends that listed companies set up a Remuneration Committee which reports to the Board of Directors (the "**Board**").
公司治理守則2012(簡稱「**守則**」)建議上市公司設立一個向董事會(「**董事會**」)負責的薪酬委員會。

The primary role of the Remuneration Committee is to facilitate appropriate transparency and accountability to shareholders and make recommendations to the Board on remuneration matters of the directors and executive management in the Company.
薪酬委員會的主要職能是確保適當的透明度及對股東負責，並向董事會提出關於公司董事及高層管理人員薪酬事項的建議。

The terms of reference proposed for the Remuneration Committee are annexed hereto as the **Appendix A**.
薪酬委員會的職權範圍列於**附件A**。

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

1. MEMBERSHIP
成員

1.1 The Remuneration Committee (the "**RC**") shall be appointed by the Board from amongst its members, and shall comprise at least three (3) members. The constitution of the RC shall comply with the requirements of the Mainboard Listing Manual of the Singapore Stock Exchange (the "**SGX-ST**") (the "**SGX LR**") as well as Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Exchange**") (the "**HK LR**", collectively the "**Listing Rules**") as amended from time to time. LR 3.25
薪酬委員會(簡稱「**委員會**」)應由董事會從董事中任命組成，至少有三位成員。委員會的組成必須遵守不時更新的新加坡證券交易所(「**新交所**」)主板上市手冊(「**新交所上市手冊**」)及香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**聯交所上市規則**」，合稱為「**上市守則**」)的要求。

1.2 Members shall be non-executive Directors of the Company, with at least one member knowledgeable in executive compensation, failing which expert advice may be obtained internally and externally.
成員應為公司非執行董事，大多數成員，至少一名成員擁有對於高管薪酬的知識，否則，專家意見需可從內部或者外部取得。

1.3 The Chairman shall be elected by members and the majority of the members, including Chairman shall be independent non-executive Directors. LR 3.25
主席應由成員推選並且多數的成員包括主席應是獨立非執行董事。

1.4 An independent non-executive Directors must have no relationship with the Company, its related corporations[1], its 10% shareholders[2] or its officers that could interfere, or be reasonably perceived to interfere with his exercise of independent business judgment with a view to the best interests of the Company in carrying out his functions as a member of the RC. In addition, an independent non-executive Director must also satisfy the requirements under Rule 3.13 of the HK LR.
一位獨立非執行董事必須不存在與其關聯企業[1]，其10%股東或公司高級人員的任何可影響或被認為可影響他在履行委員會成員職能時的客觀商業判斷的關係，董事會將視其為獨立非執行董事。此外，一名獨立非執行董事也需符合聯交所上市規則3.13的要求。

If the Board wishes, in spite of the existence of one or more of the relationships as listed in the return (**Annex I**) referred to in clause 1.5 below, to consider a Director as independent, the Company should disclose in full the nature of the Director's relationship and bear responsibility for explaining why he should be considered independent.
如果董事會認為一位董事儘管存在第1.5條款中提到的確認書(**附件1**)中列出的一種或多種關係仍為獨立董事，公司應完全公佈該董事的關係性質並負責解釋認定該董事為獨立的原因。

1.5 On appointment, and thereafter, on an annual basis, every member shall complete the two (2) returns (**Annex I and Annex II**) as to his independence pursuant to the Listing Rules. The Board shall review the return to decide if a Director is to be considered independent.
在受委任之時及之後，每位成員應根據上市守則每年填寫兩份獨立性的確認書(**附件1和附件2**)。董事會將審查確認書以確定董事的獨立性。

1.6 An independent member shall immediately notify the Company Secretary of any change in circumstances that may result in him not being able to meet the criteria for independence.
獨立成員應立即通知公司秘書任何可能使其不再符合獨立條件的情況變更。

The Board may, after considering the change in circumstances, require the resignation of the member, in compliance with provisions of the Companies Act, the Code, the RC's terms of reference and relevant regulations including the Listing Rules.
董事會可在考慮情況變更後，根據公司法令，守則，委員會職權範圍及相關規定，包括上市守則，要求該成員辭去成員職務。

1.7 The Board may, as a result of the resignation, reconstitute the RC before the next scheduled meeting.
董事會可因該成員的辭職，在下次定期會議前重組委員會。

[1] The term "related corporation", in relation to the company shall have the same meaning as currently defined in the Companies Act, i.e. corporation that is the company's holding company, subsidiary, fellow subsidiary.
有關公司的「關聯企業」的詞匯，將與公司法現所註釋的擁有相同的意思，即關聯企業是公司的控股公司，子公司，同集團子公司。

[2] The term "10% shareholder" shall refer to a person who has an interest or interests in one or more voting shares in the company and the total votes attached to that share, or those shares, is not less than 10% of the total votes attached to all the voting shares in the company. "Voting shares" exclude treasury shares.
有關「10%股東」的詞匯是指該人在公司擁有權益或在表決權中擁有一個或以上的權益及連接此股權的總表決權，或這些股權，是不低於公司的所有表決股權的總表決權的10%。「表決股權」不包括庫存股份。

1.8 A member who wishes to retire or resign from the RC shall notify the Board in writing, giving at least one (1) month's notice.
任何一位成員擬自薪酬委員會退任或辭職，至少應提前一(1)個月以書面方式通知董事會。

1.9 The office of a member shall become vacant upon the member's death/resignation/retirement/removal or disqualification as a Director of the Company.
任何一位成員若死亡、辭職、退任、免職或喪失公司董事資格，其成員職務將被解除。

1.10 If for any reason, the total number of members shall fall below three (3), the Board shall within three months of such occurrence, appoint such member of new members so that the total number of members is at least three (3).
出於任何原因，如果委員會的成員少於三(3)人，董事會應在該情況出現的兩個月內，在任何情況下，都不得超過三(3)個月，任命新成員，新成員的人數應使成員的總人數不少於三(3)人。

2. ADMINISTRATION
管理

2.1 Meetings
會議

a) The meetings of the RC may be conducted by means of telephonic/video conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chairman of the meeting shall be conclusive of any meeting conducted as aforesaid. App 14-A.1.7 Note
委員會會議可以通過電話會議／視頻會議或者其他以電子或電報方式同步溝通的形式進行，由委員會主席簽署的該會議的紀錄將作為會議的最終紀錄。

b) Meetings of the RC will be held as the RC deems appropriate. The RC should meet at least once a year and meetings should be organized so that attendance is maximised. A meeting may be called, at any other time, by the Chairman or any member of the RC. A Director or Management may be invited to the meetings.
委員會會議可以在委員會認為適當時召開，但委員會每年至少應召開一次會議。會議的組織安排應便於大多數成員的出席。會議可以在任何時候由委員會主席或任何委員會成員召集。董事或管理層人員可受邀列席會議。

c) The RC may, if necessary, invite other advisors to attend the meetings of the RC, including but not limited to external professional advisors or consultants to advise its members. App 14-B.1,1, B.1.4
如需要，委員會可以邀請其他諮詢人出席委員會的會議，為其委員提供意見，當中包括但不限於外聘專業諮詢人或顧問。

d) The Secretary of the RC shall be the Company Secretary. App 14-A.1.4, F.1.4
委員會秘書將由公司秘書擔任。

e) The Secretary shall attend all meetings and minute the proceedings thereof.
秘書應出席所有會議並負責記錄會議紀要。

f) Minutes of all meetings shall be confirmed by the Chairman of the meeting and circulated to all the members of the RC.
所有會議的會議記錄應由會議主席簽署並分發給全體委員會成員。

If the Chairman of the RC so decides, the minutes shall be circulated to other members of the Board. Any Director may, provided there is no conflict of interest and with the agreement of the Chairman, obtain copies of minutes of RC meetings.
主席可決定將會議記錄分發給其他董事。任何董事在不存在利益衝突及徵得主席的同意的前提下可取得薪酬委員會會議記錄的副本。

g) At all times the members of the RC shall be notified of and be invited to all meetings of the RC and may attend all the meetings of the RC, provided that a member shall not be involved in deciding his or her own remuneration package or benefits. App 14-B.1
在任何時候，委員會成員必須獲通知並被邀請出席委員會的所有會議，惟任何委員不得參與訂定本身的薪酬待遇或利益。

h) The notice of each meeting of the RC, confirming the venue, date and time and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the RC at least three (3) working days prior to the date of the meeting.
每次薪酬委員會會議的通知須列明會議地點、日期和時間，並附上會議議程，在會議前至少三個工作日分發給各委員會成員，特殊情況除外。

i) Full minutes of meetings of the RC shall be kept by the secretary of the RC. Draft and final versions of minutes of meetings of the RC shall be sent to all members of the RC for their comment and records respectively, in both cases within seven (7) days after the meeting is held. App 14-A.1.4, A.1.5
委員會的完整會議紀錄應由委員會秘書保存。委員會會議紀錄的初稿及最後定稿應在會議後七(7)天內先後發送委員會全體成員，初稿供成員表達意見，最後定稿則作其紀錄之用。

2.2 Quorum
法定人數

The quorum shall be any two (2) members, including at least one independent non-executive director. App 14-B.1
法定人數為兩位成員，其中至少一位是獨立非執行董事。

2.3 Voting
表決

A resolution shall be considered passed if:
在下列情況下，決議視為通過：

a) there is a majority of votes passed in favour of the resolution during a meeting of the RC, or
在委員會會議上，大多數票通過決議；或

b) there is agreement in writing by a majority of members entitled to participate in the decision.
大多數有權參與決定的成員作出書面同意。

In the event of an equality of votes, the Chairman shall have a casting vote.
在贊成和反對票數相等的情況下，主席將有權投決定票。

Any member who has an interest in any matters being reviewed or considered by the RC shall abstain from voting on the matter.
任何成員若在委員會審議或考慮的事項中存有利益關係，應放棄對該事項的表決權。

2.4 Attendance at General Meetings
列席年度股東大會

The Chairman (or in his absence, an alternative member) of the RC shall attend the General Meetings of the Company and be prepared to answer questions falling within the scope of the RC. App 14-E.1.2
主席(或在其缺席的情況下由一位成員代替)應出席公司的股東大會，並準備回答提名委員會職責範圍內的問題。

2.5 RC Resolutions in Writing
委員會決議案

The RC may pass resolutions by circulation. A resolution in writing signed or approved via letter, email or facsimile by at least two (2) RC members, including at least one independent non-executive director, shall be as valid and effectual as if it had been passed at a meeting of the RC duly called and constituted. These resolutions may consist of several documents in original or facsimile in the like form each signed by one or more members.
委員會可通過發送的形式通過決議案。由至少兩名委員會成員，其包括至少一名獨立非執行董事簽署或通過信件，電郵批准決議案，此決議案應當合法及有效如同其透過委員會召開的會議通過。這些決議案可能包含數份文件的原件或傳真並由一位或多位成員簽署。

3. AUTHORITIES AND PURPOSES
授權及目的

3.1 The RC is authorised by the Board to review, assess and make recommendations on any issue in these terms of reference of the RC. LR 3.26, App 14-D.2.1
委員會已獲董事會授權對本委員會職權範圍中所述的任何事宜作出檢討、評核及提出建議。

3.2 The Committee shall utilise information received internally and externally to satisfy itself that base salaries and the total remuneration package and benefits offered by the Company are fair, reasonable and competitive in the current market conditions and compared to other companies of a similar size, business nature and scope as the Company. App 14-B.1, B.1.2(e)
委員會應使用透過內部及外部取得的資料，從而滿足自己，公司的基本薪酬和公司的總薪酬待遇及利益與現行市場情況以及與其他擁有相似規模、業務性質及範疇的公司比較，是公平、合理及具競爭力的。

3.3 The RC should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website. The terms of reference of the RC shall be provided upon request and the role and function of the RC shall be explained in the corporate governance report in the annual report of the Company. App 14-B.1.3, L.(a)
委員會應在公司及聯交所網站上公開其職權範圍，解釋其角色及董事會轉授予其的權力。委員會的職權範圍必須在有人提出要求時提供，並在公司年報中的《企業管治報告》中解釋委員會的角色及職能。

3.4 Where the Board resolves to approve any remuneration or compensation arrangements with which the RC disagrees, the Board should disclose the reasons for its resolution in its next corporate governance report. App 14- B.1.6
執行董事的薪酬應有頗大部分與公司及個人表現掛鈎。假如董事會議決通過的薪酬或酬金安排為委員會先前議決不予通過者，董事會須在下一份年報中披露其通過該項決議的原因。

4. DUTIES AND RESPONSIBILITES
職務與職責

The duties of the RC shall be (on an annual basis):
薪酬委員會(每年)的職責是：

4.1 To review and recommend to the Board in consultation with the Chairman of the Board for endorsement by the entire Board, a general framework of remuneration for the Board and key management personnel[3] and the specific remuneration packages, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and terms of employment (where applicable) for each of the directors and key management personnel including but not limited to senior executives/divisional directors/those reporting directly to the Managing Director/Chairman/CEO/employees related to the executive directors and controlling shareholders of the Group. App 14-B.1, B.1.1, B.1.2(a)
審閱和諮詢董事會主席並向董事會建議董事會和主要管理層人員[3]的基本薪酬框架和各個董事及主要管理層人員的特別薪酬配套，包括包括非金錢利益、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)，和聘任條款(如適用)包括但不限於高層行政人員／部門主管／直接向董事經理／董事長／總裁負責的人員／與執行董事及集團的控股股東有親屬關係的僱員。 App 14-B.1.2(c)

4.2 To consider what details of the remuneration/benefits of the directors and senior management of the Company should be reported in the Company's corporate governance report in the annual report and accounts in addition to those required by law and how those details should be presented, including the policy for the remuneration of executive directors, assessing performance of executive directors and approving the terms of executive directors' service contracts, performed by the RC and whether the RC, with delegated responsibility, determines the remuneration packages of individual executive directors and senior management, or make recommendations to the board on the remuneration packages of individual executive directors and senior management; App 14-L.(d)(i)
除法律要求以外，考慮在公司年報中的《企業管治報告》及帳目內，應報告董事的酬金／利益哪些詳情，並且研究如何演示該等詳情，包括由薪酬委員會執行的制定董事薪酬政策、評估執行董事的表現及批准執行董事服務合約條款；以及委員會採納了獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇還是向董事會建議個別執行董事及高級管理人員的薪酬待遇。

[3] The term "key management personnel" shall mean the CEO and other persons having authority and responsibility for planning, directing, and controlling the activities of the company.
「主要管理層人員」的詞匯是指擁有權力並負責計劃，指示和控制公司活動的首席執行官和其他人士。

4.3 To review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives; App 14-B.1.2(b)
因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；

4.4 To review and recommend to the Board in consultation with the Chairman of the Board for endorsement by the entire Board, share option schemes, share award plans or any long term incentive schemes which may be set up from time to time, in particular to review whether directors and key management personnel should be eligible for such schemes and also to evaluate the costs and benefits of such schemes and to do all acts necessary in connection therewith.
審議並向董事會全體推薦股票認購權計劃或公司不時設立的任何長期獎勵計劃，特別是審議董事是否有資格享有該計劃以及評估該計劃的成本和利益，並就有關事項作出所有必要的行動。

4.5 To function as the RC referred to in the Asia Water Share Option Scheme ("**the Scheme**") and shall have all the powers as set out in the Scheme, particulars of which are annexed hereto as "**Appendix 1**".
行使亞洲水務股票認購權計劃(以下簡稱「**計劃**」)中提到的委員會職能，並被賦予計劃所列的所有權力，詳見「**附件1**」。

4.6 To carry out its duties in the manner that it deems expedient, subject always to any regulations or restrictions that may be imposed upon the RC by the Board from time to time.
酌情執行其職責，但應一直遵從董事會不時加諸於薪酬委員會的規定或限制。

4.7 To ensure that all aspects of remuneration including but not limited to directors' fees, salaries, allowances, bonuses, options, share based incentives and awards, and benefits-in-kind are covered.
確保已包含薪酬事項的各方面，包括但不僅限於董事費、薪金、津貼、紅利、股票期權，股票性質的獎勵和賞賜及實物津貼。

4.8 To review the remuneration packages and terms of employment for executive directors, executive officers and employees who are related to any executive director and substantial/controlling shareholder of the Group.
審閱執行董事，執行人員和與集團的任何執行董事和主要／控股股東有關聯的僱員的薪酬配套和聘任條款。

4.9 As part of its review, the RC shall take into consideration:
在進行審查時，薪酬委員會應考慮:

(i) the remuneration packages should be comparable within the industry and in comparable companies and shall include a performance-related element coupled with appropriate and meaningful measures of assessing individual directors' and key management personnel's performance. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance. It should take account of the risk policies of the company, be symmetric with risk outcomes and be sensitive to time horizon of risks. App 14-B.1, B.1.2(d), B.1.7
薪酬配套應該與同業及相等公司相比較，並應包括與表現相關的因素，配以適當及有效評估各董事及高級管理人員表現的衡量方法。執行董事的薪酬的顯著部分應與公司及個人表現掛鈎。

(ii) the remuneration packages of non-executive directors should be appropriate to the level of contribution, taking into account factors such as effort and time spent, and responsibilities of directors. Non-executive directors should not be over-compensated to the extent that their independence may be compromised. App 14-B.1, B.1.2(d), B.1.7

非執行董事的薪酬配套應當與貢獻的水平合適，並考慮工作能力和花費的時間和董事的責任等因素。

(iii) 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; App 14-B.1.2(f)

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的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；

(iv) To review and approve compensation arrangements (if any) relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate, in the interest of the Company; App 14-B.1.2(g)

檢討及批准因董事行為失當而解僱或罷免職位的有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；

(v) To ensure that no director or any of his associates is involved in deciding his own remuneration; App 14-B.1.2(h)

確保任何董事或其任何連絡人不得參與釐定他自己的薪酬；

(vi) the remuneration package of employees related to executive directors and controlling shareholders of the Group are in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibility.

與執行董事及集團的控股股東有親屬關係的僱員的薪酬配套應符合集團僱員薪酬方案，並與他們各自的工作範圍及責任等級相稱。

(vii) The company's obligations arising in the event of termination of the executive directors and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

執行董事和主要管理層人員終止服務合同是所產生的公司義務，確保該服務合同包含公平和合理的終止條款而不是過於慷慨的。

(viii) The use of contractual provisions to allow the company to reclaim incentive components of remuneration from executive directors and key management personnel in exceptional circumstances of misstatement of financial results or misconduct resulting in financial loss to the company.
通過合同中的規定，允許該公司在特殊情況下，如重大錯報財務業績或因不當行為導致公司財務受損，撤消原本允諾給予執行董事或高級管理職員薪酬中的獎勵部分。

(ix) The RC should aim to be fair and avoid rewarding poor performance.
委員會的宗旨應是公平並避免獎勵不佳的績效。

(x) Principle 8 and Guidelines 8.1 to 8.4 of the Code.
守則的原則8和指南8.1至8.4。

5. REPORTING PROCEDURES
報告程式

5.1 The RC shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting/written resolution of the RC, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the RC. App 14-D.2.2
委員會應向董事會匯報其決定或建議，除非該等委員會受法律或監管限制所限而不能作此匯報(例如因監管規定而限制披露)。在委員會的會議／作出書面決議之後的下一個董事會，公司秘書應向董事會呈交委員會會議紀錄／書面決議的副本。該會議記錄或書面決議應訂明委員會的調查結果、建議及決定。

6. REMUNERATION
薪酬

6.1 Having regard to the functions performed by members of the RC in addition to their function as Directors in relation to the activities of the RC and pursuant to the specific power conferred upon the Board by the Articles of Association of the Company, members of the RC may be paid such special remuneration in respect of their appointment and in such manner as shall be fixed by the Board.
考慮到薪酬委員會的成員身兼公司董事和薪酬委員會職務，根據公司章程賦予董事會的特別權利，董事會可根據薪酬委員會成員的職務決定給予特別薪酬。

7. DISCLOSURE IN ANNUAL REPORT
年報的披露

7.1 The annual report shall set out the names of the RC members and the key terms of reference of the RC, explaining its role and authority delegated to it by the Board. App 14 -I(d)/ App 14 – L(c)
應在年報中披露委員會的名稱和委員會主要的職權範圍，解釋董事會所委派委員會的職務和權力。

7.2 The number of RC meetings held during the year and the attendance thereof are encouraged to be disclosed in the annual report.
鼓勵在年報中披露該年里所召開的委員會會議和列席的次數。

7.3 The Board shall report to the shareholders each year on the remuneration of directors, the CEO and at least the top five (5) key management personnel (who are not also directors and the CEO) of the company. This annual remuneration report shall form part of, or be annexed to the company's annual report of its directors. It shall be the main vehicle through which the company reports to shareholders on remuneration matters.
董事會應當將每年給予董事、執行總裁與首5名高級管理職員(不包括董事與執行總裁在內)的薪酬通過一份年度薪酬報告向股東告知。這份薪酬年度報告應當是公司年度報告中的組成部分或附件之一。這份年度薪酬報告應當是公司向股東解釋其薪酬政策與事項的主要方式。

The annual remuneration report shall include aggregate amount of any termination, retirement and post-employment benefits may be granted to directors, the CEO and top 5 key management personnel (who are not the directors and the CEO).
年度薪酬報告應公開任何因終止、退休或離職補償而給予董事、執行總裁和首5位高級管理職員(不包括董事與執行總裁在內)的賠償金。

7.4 The Company shall disclose remuneration of each individual directors and the CEO on a named basis and figures rounding off to the nearest thousand dollars, while the remuneration of at least the top five (5) key management personnel (who are not directors or the CEO) in bands of S$250,000. There will be no upper limit. There will be a breakdown (in percentage terms or dollar terms) of each person earned through base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards and other long term incentives.
公司應披露並且列舉首席執行官和每位董事的薪酬四捨五入至千位數的數目，然而，首5名高級管理職員的薪酬(不包括董事與首席執行官在內)，所公佈的薪酬應在S$250,000的增量帶。這沒有上限。在公佈薪酬時，應當通過百分率或具體數額分項揭曉每位董事和行政總裁的基礎／固定工資、按績效或其他可浮動標準計算的收入／獎金、工作福利、所獲取的公司股票期權、以股份為獎金或激勵機制和其他長期激勵機制所獲得的薪酬。

The aggregate remuneration paid to the top five (5) key management personnel (who are not directors or the CEO) shall be disclosed by the Company.
公司應披露支付首五(5)名主要管理層人員(不包括董事或首席執行官在內)的薪酬總額。

The Company is encouraged, as best practice, to fully disclose the remuneration of each individual director, the CEO and top five (5) key management personnel.
作為最佳實踐，公司是鼓勵充分披露每位董事，首席執行官和首五(5)名主要管理層人員的薪酬。

7.5 For transparency, the annual remuneration report shall disclose the same details of the remuneration of employees who are immediate family members of a director or the CEO, and whose remuneration exceeds S$50,000 during the year. This encouraged to be done on a named basis with clear indication of which director or the CEO and the employee is related to in incremental bands of S$50,000.
為了增加透明度，年度薪酬報告應當公佈與董事或執行總裁屬於直系親屬關係；並且年薪超出S$50,000的職員的薪酬詳情。鼓勵公佈的詳情應該應當列舉職員與相關董事或執行總裁的姓名以及他們的具體關係。所公佈的薪酬應在S$50,000的增量帶。

7.6 The annual remuneration report shall also contain details of employee share schemes to enable their shareholders to assess the benefits and potential cost to the companies. The important terms of the share schemes, including the potential size of grants, methodology of valuing stock options, exercise price of options that were granted as well as outstanding, whether the exercise price was at the market or otherwise on the date of grant, market price on the date of exercise, the vesting schedule and the justifications for the terms adopted, shall be disclosed.
年度薪酬報告中應當含有員工持股計劃的詳情以協助股東評估持股計劃對公司的成本與可預利益。員工持股計劃中應予公開的重要條款包括獎金的預期價值、股票期權的評價方式、未發行股份，無論行權市場價格或授予日的行權價格，行權日期的市場價格，禁售期限以及制定條款的理據。

7.7 The Company shall disclose more information on the link between remuneration paid to the executive directors, key management personnel and performance. The annual remuneration report shall set out description of performance conditions to which entitlement to short-term and long-term incentive schemes are subject, an explanation on why such performance conditions where chosen, and a statement of whether such performance conditions are met.
公司應當披露更多關於如何按照績效制定執行董事與高級管理職員的薪酬的信息。年度薪酬報告應當說明必須達到哪些績效指標才有資格參與短期與長期激勵方案，並解釋如何制定績效指標以及解釋被公司任選參與激勵方案的職員是如何達到績效指標。

7.8 The annual remuneration report shall contain names of remuneration consultants engaged and the relationship between the Company and remuneration consultants.
年度薪酬報告應包含所聘任的薪酬顧問的名稱和公司與薪酬顧問之間的關係。

77.9 The annual remuneration report shall set out description of performance conditions to which entitlement to short-term and long-term incentive schemes are subject, explanation of why such performance conditions were chosen and statement of whether such performance conditions are met.
年度薪酬報告應當說明必須達到哪些績效指標才有資格參與短期與長期激勵方案，並解釋如何制定績效指標以及解釋被公司任選參與激勵方案的職員是如何達到績效指標。

7.10 In the event of non-compliance with the above, the RC shall discuss with the Board justification for the non-compliance and where deem necessary or appropriate include a statement of such non-compliance in the Remuneration Report. Where it is not practical to include a Remuneration Report as part of the Annual Report, disclosure of remuneration details or any non-compliance with the above, where the Board deems necessary or appropriate, be made in the relevant section of the Annual Report.
如有不符合上述的情況下，委員會應與董事會討論未遵守的理據並認為有必要或適當的在薪酬報告中提供一份未遵守的聲明函。如在年報中不適於加入薪酬報告，董事認為必要或適當在年報中的相關部分披露薪酬的詳情或任何不符合上述的情況。

8. GENERAL
通則

8.1 The RC in carrying out its tasks under these terms of reference may obtain at the Company's expense such external or other independent professional advice as it considers necessary to carry out its duties. The RC should ensure that the independence and objectivity of its appointed remuneration consultants are not affected. App 14-B.1.1, B.1.4
委員會在根據此職權範圍所執行的職務可作為公司的費用取得外部或其他獨立專業意見因為其認為必要執行它的職責。委員會應確保其委任的薪酬顧問的獨立性和觀點不被影響。

8.2 The Board will ensure that the RC has access to internal and external professional advice in order for it to perform its duties. App 14-B.1.1, B.1.4
董事會應確保委員會可獲得內部專業意見以執行其職責。

8.3 Any member of the RC may initiate amendments to its Terms of Reference when the need arises due to changes in the relevant rules or when there are changes in the Company's structure, organisation and/or operations which affect the matters set out in the Terms of Reference.
鑑於相關條規的變更或當公司結構，集團和／或營運的變更致使需對職權範圍的事項作出變更，委員會的任何成員可發起相應的修訂。

8.4 Amendments to the Terms of Reference shall be submitted to the RC for consideration and tabled at a Board meeting for approval.
對職權範圍作出的修訂應當提呈給委員會供其審閱並提呈給董事會批准。

Approved and adopted by the Remuneration Committee on: 5 March 2018
薪酬委員會於2018年3月5日批准採納

Noted by the Board of Directors on: 5 March 2018
董事會於2018年3月5日知悉

SIIC ENVIRONMENT HOLDINGS LTD.
上海實業環境控股有限公司

(formerly known as Asia Water Technology Ltd.)
(先前稱為亞洲水務有限公司)
(Company Registration No. 200210042R)
(公司註冊號200210042R)
(Incorporated in the Republic of Singapore)
(成立於新加坡)
(the "**Company**")
(簡稱「**公司**」)

CONFIRMATION OF INDEPENDENCE
獨立性確認函

I confirm the following: –
本人確認下列屬實：

a) That I* am/am not an executive Director of the Company or any of its related corporations[1] and* have/have not been employed by the Company or any of its related corporations[1] in any of the past three financial years.
本人*是／不是公司或其關聯企業[1]的執行董事，並且在過去三個財年內*曾／未曾受僱於公司或其關聯企業[1]。

b) That I* have/do not have an immediate family[2] member who is, or has been in the any of the past three financial years, employed by the Company or any of its related corporations[1] and whose remuneration is determined by the Company's Remuneration Committee.
本人*有／沒有直系親屬[2]現任或在過去三個財年內受僱於公司或其關聯企業[1]且其薪酬由公司的薪酬委員會決定。

c) That I (including my immediate family[2] member) *have/have not accepted any significant compensation from the Company or any of its related corporations[1] for the provisions of services, for the current or immediate past financial year other than compensation for board services.
本人(包括本人的直系親屬[2])在現年或在過去三個財年內*曾／未曾接受公司或其關聯企業[1]提供服務的酬勞除董事費以外的酬勞。

d) That I (including my immediate family[2] member) in the current or immediate past financial year* am/am not* a 10% shareholder[3] of* or a partner in (with 10% or more stake)* or an executive officer of, or a director of any of, any organisation to which the Company or any of its subsidiaries made,* or from which the Company or any of its subsidiaries received, significant payments or materials services (which may include auditing, banking, consulting, and legal services), in the current or immediate past financial year. As a guide, payments[4] aggregated over any financial year in excess of S$200,000 should be deemed significant.
本人(包括本人的直系親屬[2])在現年或剛過去的財政年度*是／不是任何企業於本公司或任何其子公司支付，*或從本公司或任何其子公司接獲，重大的付款(這可包括審計，銀行，諮詢，和法律服務)的*10%股東[3]或*一位合夥人(擁有10%或以上的股權)*或執行人員，或董事。作為一個指南，付款[4]在任何財政年度內合計超過新幣20萬應被視為顯著的數額。

e) That I* do/do not have a relationship with the Company, its related corporations[1] or its officers that could interfere or be reasonably perceived to interfere, with my exercise of independent business judgment with a view to the best interests of the Company and in carrying out my functions as an independent director and as a member of any Board Committee(s).
本人與公司、其關聯企業[1]或其高級執行人員*存在／不存在任何可能干涉，或在合理預想中可能干涉，本人行使最有益於公司的獨立商業決定及本人執行獨立董事以及身為任何董事會委員會成員的職責的關係。

f) That I (including my immediate family[2] member)* am or am not a 10% shareholder[3] of the company
本人(包括本人的直系親屬[2])*是／不是公司的10%的股東[3]。

g) That I* am or am not or* has or has not been directly associated[5] with a 10% shareholder[3] of the company, in the current or immediate past financial year.
本人在現年或過去的財政年度*是／不是或*曾／未曾直接與公司的10%股東有關聯。

h)* That I* am or am not or* has or has not been served on the Board beyond nine years from the date of my first appointment, _____.
本人自第一次任命之日 _____ 起，*是／不是或*已／尚未任命為董事超過9年。

If any of the relationships stated above exist, please provide details:
若任何上述關係存在，請提供具體詳情：

_____

_____

_____

In view of the foregoing, I am to be considered independent/not independent* of the Company's Management as contemplated by the Code.
鑑於上面所述，公司管理層將根據企業監管守則視本人為*獨立／非獨立董事。

_____
Name:
姓名：
Date:
日期：

* *delete where inapplicable*
請刪除不適用部分

Note:
備註：

1 The term "related corporation", in relation to the company shall have the same meaning as currently defined in the Companies Act, i.e. corporation that is the company's holding company, subsidiary, fellow subsidiary.
有關公司的「關聯企業」的詞匯，將與公司法現所註釋的擁有相同的意思，即關聯企業是公司的控股公司，子公司，同集團子公司。

2 The term "immediate family" shall have the same meaning as currently defined in the Listing Manual of the Singapore Exchange ("**Listing Manual**"), i.e. the person's spouse, child, adopted child, step-child, brother, sister and parent.
有關「**直系親屬**」的詞匯將與新交所上市守則中所註釋的擁有相同的意思，即該人的配偶，子女，繼子女，領養子女，兄弟，姐妹和父母。

3 The term "10% shareholder" shall refer to a person who has an interest or interests in one or more voting shares in the company and the total votes attached to that share, or those shares, is not less than 10% of the total votes attached to all the voting shares in the company. "Voting shares" exclude treasury shares.
有關「10%股東」的詞匯是指該人在公司擁有權益或在表決權中擁有一個或以上的權益及連接此股權的總表決權，或這些股權，是不低於公司的所有表決股權的總表決權的10%。「表決股權」不包括庫存股份。

4 Payments for transactions involving standard services with published rates or routine and retail transactions and relationship (for instance credit card or bank or brokerage or mortgage or insurance accounts or transactions) will not be taken into account, unless special or favourable treatment is accorded.
支付有關門市價格的正常或常規服務和零售交易和關係(例如信用卡或銀行或經紀或抵押或保險帳戶或交易)的款項將不被考慮在內，除非是給於特別或優惠的待遇。

5 A director will be considered "directly associated" to a 10% shareholder when the director is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the 10% shareholder in relation with the corporate affairs of the corporation. A director will not be considered "directly associated" with a 10% shareholder by reason only of his or her appointment having been proposed by that 10% shareholder.
董事將被視為與10%股東「直接關聯」當該董事是慣於或有義務，無論是正式或非正式，在按照10%股東的指示，指令或意願有關公司的企業事務行事。該董事將不被視為與10%股東「直接關聯」的原因只有他或她的任命是由該10%股東所提議的。

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(the "**Company**")
(簡稱「**公司**」)

CONFIRMATION OF INDEPENDENCE
獨立性確認函

I confirm the following:–
本人確認下列屬實：

a) That I* do/do not hold more than 1% of the number of issued shares of the Company.
本人現在*有／沒有持有佔公司已發行股份數目超過1%。

b) That I* have/have not received any interest in any securities of the Company as a gift, or by means of other financial assistance, from the Company or a core connected person[1] of the Company.
本人*有／沒有從公司或其核心關連人士以饋贈形式或其它財務資助方式取得公司的任何證券權益。

c) That I* am/am not a director, partner or principal of a professional adviser which currently provides or has within one year immediately prior to the date of my appointment provided services, and I am not an employee of such professional adviser who is or has been involved in providing such services during the same period to:
本人*是／不是目前向下述公司／人士提供或曾於本人被委任為公司獨立非執行董事之日的前一年內向下述各方提供服務之專業顧問的董事、合夥人或主事人，且本人也不是該專業顧問目前有份參與或在相同期間內有份參與向下述公司／人士提供有關服務的僱員：

(i) the Company, its holding company or any of their respective subsidiaries or core connected persons; or
公司、其控股公司或彼等各自的任何附屬公司或核心關連人士；或

(ii) any person who was a controlling shareholder[1], or any person who was the chief executive or a Director (other than an independent non-executive Director) of the Company within one year immediately prior to the date of my appointment, or any of their respective close associates.
在本人被委任為公司獨立非執行董事之日前一年內，任何曾是公司的控股股東、或若沒有控股股東的話，曾擔任過公司的最高行政人員或董事(獨立非執行董事除外)的人士或其任何緊密聯繫人。

d) That I* do/do not have a material interest in any principal business activity of, and I am not involved in any material business dealings with, the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company.
本人*有／沒有在公司、其控股公司或彼等各自的附屬公司的任何主要業務活動中擁有任何重大利益，也沒有涉及與公司、其控股公司或彼等各自的附屬公司之間或與公司任何核心關連人士之間的重大商業交易。

e) That I* am/am not on the board of Directors of the Company specially to protect the interests of an entity whose interests are not the same as those of the shareholders of the Company as a whole.
本人出任公司董事會成員的目的，*是／不是在於保障某個擁有有別於公司股東整體利益的實體的利益。

f) That I* am/am not and* was/was not within two years immediately prior to the date of my appointment connected with a Director, the chief executive[1] or a substantial shareholder[1] of the Company.
本人目前*有／沒有或於本人被委任為公司獨立非執行董事之日前兩年內*有／沒有與公司的董事、最高行政人員或主要股東有關連。

g) That I* am/am not and have not at any time during the two years immediately prior to the date of my appointment been, an executive or Director (other than an independent non-executive Director) of the Company, of its holding company or of any of their respective subsidiaries or of any core connected persons of the Company.
本人目前*是／不是或於本人被委任為公司獨立非執行董事之日前兩年內*是／不是公司、其控股公司或彼等各自的附屬公司或公司任何核心關連人士的行政人員(包括任何擔任管理職責的人士及出任公司秘書)或董事(獨立非執行董事除外)。

h) That I* am/am not financially dependent on the Company, its holding company or any of their respective subsidiaries or any core connected persons of the Company.
本人在財務上*有／沒有依賴公司、其控股公司或彼等各自的附屬公司或公司的核心關連人士。

i) That I* do/do not have any past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company.
本人過往或現在在公司及其各自之附屬公司的業務上*有／沒有任何財務或其它權益，或過往或現在與公司之核心關連人士(根據上市規則中的定義)沒有任何關連。

If any of the relationships stated above exist, please provide details:
若任何上述關係存在，請提供具體詳情：

_____

_____

_____

In view of the foregoing, I am to be considered independent/not independent* of the Company's Management as contemplated by the Listing Rules.
鑑於上面所述，公司管理層將根據上市規則視本人為*獨立／非獨立董事。

_____
Name:
姓名：
Date:
日期：

* *delete where inapplicable*
請刪除不適用部分

[1] The terms shall have the meanings ascribed thereto in the Listing Rules.