

KB

KINGBOARD CHEMICAL HOLDINGS LIMITED

建滔化工集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 148)

("Company")

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE ADOPTED BY THE BOARD ON 30 MARCH 2012

1. MEMBERSHIP

- 1.1 The Remuneration Committee (Committee) shall be a sub-committee of the Board (Board) and shall consist of three (3) independent non-executive Directors (INEDs). The Committee shall be subject to the Listing Rules of the Stock Exchange of Hong Kong Limited (Listing Rules).
- 1.2 The Chairman of the Committee shall be an INED.

2. ATTENDANCE AT MEETINGS

- 2.1 A majority of the members of the Board shall be independent non-executive Directors. The Committee shall be subject to the Listing Rules of the Stock Exchange of Hong Kong Limited (Listing Rules).
- 2.2 The Chairman of the Committee shall be an INED.
- 2.3 The Chairman of the Board and/or any other Director shall not be a member of the Committee.
- 2.4 The Committee shall be subject to the Listing Rules of the Stock Exchange of Hong Kong Limited (Listing Rules).

2.5 T c m a c a C m a a b c a C m m m

2.6 M m b C m m m a a c a a m C m m m b
m a c c m m a c m m a c a m b m a
c a a c a c a m m a c a a c a d a c a
a m a a a a a c a a c a a c

3. NOTICE OF MEETINGS

U c a d b a m m b C m m m c m m a
b a m m b C m m m a a d a b m m

4. FREQUENCY OF MEETINGS

M C m m m a b d a c a a T c a m
C m m m a m m b C m m m a a m m
c d a c a C m m m a b a a d b c a
C m m m c a m a C m m m

5. COMMITTEE'S RESOLUTIONS

A d c a a d b a m m b C m m m a b a a d
a d c a a a d b a a m m b C m m m a d m a c
a d c m m m a c m d b m m b
C m m m S i c m a b d a d c a d b a m m b c c
c m m m c a T m m m d c a m d
L m m R a B a d C m m m m m b d

6. AUTHORITIES AND PURPOSES

6.1 T C m m m a r d b B a d a a d m a
c m m m a m m

6.2 T C m m m d a a c d a a d a
a a b a a a c m a c d a a d
a a m a a c a / b a c m m m c m a
a m m a b a a d c a C m m m

6.3 T a b m C m m m a b C m m a
b m a d b c a m m m a c
D c a d m a a m C m m m

6.4 T C m m a d m a c m m da c c r
m' a ac a a d b D c m a d a a m a
C m a a a d d a d m a a c m m a m a
a c a a ac a a d/ m b c m m d d a d
m' a a ac a c d a d d a d b
m a c a d a a a d a d a d a d
c a a a d C m a a a c a a d
c m m c a c a c m a c C m a m m m N D c a
a c a a b d d c d m m a

6.5 T C m m a a D c a d a a m
C m a a a a d d a c b m a m
a d m a c a d a c a b c m a a
a d a d m a c a d m a d C m a m a c

6.6 T C m m a d b B a d a d a a a b
C m a b a d d a d d a a d c a d
c a a d a c a d a a c a d

6.7 T C m m b d d c c m d

7. DUTIES

T d C m m a b :

7.1 a a a d m a c m m da c a a a a d d
B a d m m a a c a a d a b
D c a d m a a m C m a ;

7.2 m a c m m da B a d a a c a c a m d
a d c c ac a a a a a m d c a m d
b C m a a d D c a d m a a m
C m a a a c a c m a a m

7.3 c d a d a a a d d a a / b
b d add d b a a C m a
a a a d acc a d d a d b d ;

7.4 c a m a a d/ c a b m a a
c D c ;

7.5 b c a r d b m a c m m da B a d
C m a c a d c a a m a D c a d
m a a m C m a a d a b m a a a d a a
c d m d m a c a d a a c m m da
b B a d c c m a a a a d/ b a d
D c a d m a a m C m a m m m ;

7.6 . a d a . m a a m c ; m a a a c .
B a d' c a a a d b c ;

7.7 .

