

**AMENDED AND RESTATED
CHARTER OF THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
AEI
ADOPTED AS OF FEBRUARY 10, 2010**

I. PURPOSE OF THE COMMITTEE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of AEI (the “Company”) shall be to oversee and annually review the Company’s compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation and equity-based plans, in accordance with all applicable laws, rules and regulations.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more members of the Board, the majority of which qualify as independent directors (“Independent Directors”) in accordance with the Company’s Corporate Governance Guidelines.

The initial members of the Committee shall be elected by majority vote of the Board. Thereafter, the members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and elected annually to one-year terms by majority vote of the Board. Vacancies on the Committee shall be filled by majority vote of the Board at then next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the Independent Directors then serving on the Board.

The Chairman of the Committee shall be designated by the Board, provided that if the Board does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee may establish its own rules of procedure, which shall be consistent with the Articles of Association of the Company, this Charter and applicable law. The Committee shall meet as provided by its rules, which shall be at least two times annually or more frequently as circumstances require. The Chairman of the Committee, the Chairman of the Board, the Chief Executive Officer, or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all person participating in the meeting can hear each other shall constitute a quorum.

The Committee may request that any directors, officers or employees of the Company, or other persons, attend any meeting of the Committee to provide such pertinent information and provide assistance to the Committee as the Committee deems necessary.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The

Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the company and be distributed to the Board.

To the extent allowed by applicable law, the Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. No subcommittee shall consist of fewer than two members, and the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Any subcommittee must have a published committee charter.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The following duties and responsibilities of the Committee are subject to the limitations, if any set forth in the Company's Articles of Association and applicable law.

A. Executive Compensation

The Committee shall have the following duties and responsibilities with respect to the Company's executive compensation plans:

(a) Review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(b) Review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend the Board the adoption of, new, or the amendment of existing, executive compensation plans;

(c) Evaluate annually the performance of the chief executive officer in light of the goals and objectives of the Company's executive compensation plans, and, either as a Committee or together with the Independent Directors of the Board (as directed by the Board), determine and approve his or her compensation level based on this evaluation. In determining the long-term incentive component of the chief executive officer's compensation, the Committee (and the Independent Directors, if so directed by the Board) shall consider all relevant factors, including the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers of comparable companies, and the awards given to the chief executive officer in past years;

(d) Evaluate annually the performance of other executive officers of the Company in light of the goals and objectives of the Company's executive compensation plans, and determine and approve the compensation level of each based on this evaluation. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including at least the factors applicable with respect to the chief executive officer;

(e) Evaluate annually the appropriate level of compensation for the Board and Committee service by non-employee members of the Board;

(f) Review and approve any severance or termination arrangements to be made with any executive officer of the Company;

(g) Perform such duties and responsibilities as may be assigned to the Committee under terms of any executive compensation plan or as may otherwise be delegated to the Committee by the Board in connection with any executive compensation plan;

(h) Review perquisites or other personal benefits to the Company's executive officers and recommend any changes to the Board; and

(i) To the extent applicable, produce an annual report on executive compensation for inclusion in the Company's proxy statement or other securities law filing or communication to shareholders, in accordance with all applicable rules and regulations.

B. Incentive-Compensation and Equity-Based Plans

The Committee shall have the following duties and responsibilities with respect to the Company's incentive-compensation and equity-based plans:

(a) Review at least annually the goals and objectives of the Company's incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(b) Review at least annually the Company's incentive-compensation plans and equity-based plans in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate; and

(c) Perform such duties and responsibilities as may be assigned to the Committee under terms of any incentive-compensation or equity-based plan or as may otherwise be delegated to the Committee by the Board in connection with any incentive-compensation or equity-based plan.

C. Other Compensation and Employee Benefit Plans

The Committee shall have the following duties and responsibilities with respect to the Company's other compensation and employee benefit plans:

(a) Review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, and recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(b) Review at least annually the Company's general compensation plans and other employee benefit plans in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate;

(c) Perform such duties and responsibilities as may be assigned to the Committee under terms of its general compensation plans and other employee benefit plans or as may otherwise be delegated to the Committee by the Board in connection with any general compensation plans and other employee benefit plans; and

(d) Approve the appointment of the members of administration and other committees with respect to qualified and non-qualified benefit plans.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense and with or without Board approval, such independent counsel, accountants, consultants or other advisers, as it deems necessary to assist the Committee in carrying out its responsibilities. The Committee shall have the sole authority to retain or terminate any consultant to be used to assist in the evaluation of director, chief executive officer or senior executive compensation, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Company.

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This Charter may be amended from time to time by resolution of the Board.

Nothing contained in this Charter is intended to create, or should be construed as creating, any liability of the members of the Committee, except to the extent otherwise provided under the applicable laws of the Cayman Islands, which shall continue to set the legal standard for the conduct of the members of the Committee.
