

Flat Glass Group Co., Ltd.

Terms of Reference of the Remuneration Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to further establish a sound system of remuneration and evaluation management for directors (the “Directors”) and senior management of Flat Glass Group Co., Ltd (hereinafter referred to as the “Company” or “the Company”), establish restraint-incentive scheme of the Directors and senior management and perfect the Company’s governance structure. The Company has set up a remuneration committee of the board of directors (the “Board”) (hereinafter referred to as the “Remuneration Committee”) and formulated these implementation rules in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Code of Corporate Governance for Listed Companies, Measures for the Administration of Independent Directors of Listed Company, Rules Governing the Listing of Securities on Shanghai Stock Exchange (hereinafter referred as “Shanghai Stock Exchange Listing Rules”, Self-Regulatory Guidelines for Listed Companies of Shanghai Stock Exchange No. 1 – Standardized Operation, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred as “Listing Rules of Stock Exchange”), the Articles of Association of Flat Glass Group Co., Ltd (hereinafter referred to as the “Articles of Association”) and other relevant regulations.

Article 2 The Remuneration Committee of the Board is a specialized working body set up under the Board. It is mainly responsible for formulating the assessment standards of the Company’s Directors and senior management and performing such assessments. It is also responsible for formulating and reviewing the remuneration policies and plans of the Company’s Directors and senior management. The committee reports to the Board and shall be accountable to the Board.

Article 3 For the purpose of these rules, any reference to “Director(s)” represent all Directors of the Company, and any reference to “senior management” represent the president, deputy president, secretary to the Board, chief financial officer and other senior management staff nominated by the general manager and approved by the Board.

Chapter 2 Composition

Article 4 The Remuneration Committee shall comprise three Directors, a majority of whom shall be independent non-executive Directors.

Article 5 Members of the Remuneration Committee shall be nominated by the chairman of the Board, or more than one-half of the independent non-executive Directors or more than one-third of all the Directors, and shall be elected and appointed by the Board.

Article 6 The Remuneration Committee shall have one chairman, who shall be acted by an independent non-executive director member, shall be responsible for convening and presiding over the committee, and shall be determined by the Board.

Article 7 The term of office of the Remuneration Committee shall be the same as that of the Board. A member of the Remuneration Committee may serve consecutive terms if reelected upon the expiration of his/her term.

If any member resigns from the position of director of the Company during his/her term of office, he/she shall ipso facto and immediately cease to hold the position of committee member. The vacancy shall be filled by the Board within three months in accordance with Articles 4 to 6 above.

Article 8 Where the number of members is less than the required number of members of the Remuneration Committee due to the resignation or removal of members or other reasons, the Board of the Company shall nominate new candidates for members in accordance with applicable laws, regulations and other relevant requirements. Before the number of members reaches the required number of the Remuneration Committee, the Remuneration Committee shall suspend the exercise of the duties and powers provided in these rules.

Article 9 The human resources department of the Company shall be responsible for the daily affairs of the Remuneration Committee, and the secretary to the Board shall be responsible for affairs of the meetings of the Remuneration Committee.

Chapter 3 Terms of Reference

Article 10 The Remuneration Committee of the Board of the Company is primarily responsible for establishing the assessment criteria for Directors and senior management and conducting assessments. It is also responsible for formulating and reviewing the remuneration policies and schemes for Directors and senior executives. Its main responsibilities include:

- (1) the remuneration of Directors and senior management:
 - (i) formulating remuneration policies, plans or schemes based on the main scope, responsibilities and importance of the management positions of the Directors and senior management, and the remuneration levels of similar positions in other enterprises, and should make recommendations to the Board;
 - (ii) the remuneration policies, plans or schemes mainly include but not limited to performance evaluation criteria and procedures, the main evaluation system, and the principal plan and system regarding incentive and penalty;
 - (iii) conducting due diligence assessment and annual performance appraisal of the Directors (non-independent Directors) and senior management of the Company and recommending rewards and punishments;

- (2) the formulation or change of the share incentive scheme, the employee share ownership plan, interests granted to any participant and the conditions for exercise of rights;
- (3) the shareholding plan arranged by Directors and senior management in the proposed spin-off of subsidiaries;
- (4) overseeing the implementation of the remuneration system of the Company;
- (5) reviewing and approving the management's proposal on remuneration based on the corporate goals and objectives set by the Board;
- (6) making recommendations to the Board for the remuneration package of individual 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);
- (7) making recommendations to the Board on the remuneration of non-executive Directors;
- (8) considering the remuneration package, time commitment, scope of responsibility of similar companies and other employment terms of other positions within the Group;
- (9) reviewing and approving the compensation payable due to executive Directors and senior management for any loss or termination of office or appointment, so as to ensure that such compensation is consistent with the contractual terms; if such compensation is not consistent with the contractual terms, ensuring that it is reasonable and appropriate and not excessive;
- (10) reviewing and approving compensation arrangements relating to the dismissal or removal of Directors for misconduct or the like, so as to ensure that such arrangements are consistent with the contractual terms; if such compensation is not consistent with the contractual terms, ensuring that it is reasonable and appropriate;
- (11) ensuring that no Director or his/her associates (as defined under the Listing Rules of Stock Exchange) is involved in the determination of his/her remuneration;
- (12) in respect of any service agreement to be entered into between any members of the Group and its director or proposed director, to review and provide recommendation to the shareholders of the Company (other than shareholder(s) who is/are director(s) with a material interest in the relevant service agreements and their respective associates) as to whether the terms of the service agreements are fair and reasonable and whether such service agreements are in the interests of the Company and the shareholders as whole, and to advise shareholders on how to vote;

- (13) formulating, managing and approving the share incentive scheme for the Directors, supervisors and senior management of the Company, and reviewing the qualifications of persons, conditions for grant and conditions for exercising the rights under the share incentive scheme;
- (14) other matters as authorized by the Board or stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

If the Board has not adopted or fully adopted the recommendations of the Remuneration Committee, it shall state the opinions of the Remuneration Committee and the specific reasons for not adopting in the resolutions of the Board, and disclose such matter.

Article 11 The Board shall be entitled to reject the remuneration policies, plans or schemes that prejudice the interests of shareholders.

Article 12 The remuneration policies and plans for the Directors of the Company proposed by the Remuneration Committee shall be approved by the Board and submitted to the general meeting for approval before implementation. The remuneration distribution plan for the senior management of the Company shall be reported to the Board for approval.

Article 13 The performance assessment standards, procedures and main assessment system for the Directors formulated by the Remuneration Committee shall be reported to the general meeting for approval after consideration by the Board of the Company, and the performance assessment standards, procedures and main assessment system for the senior management formulated by the Remuneration Committee shall be implemented after approval by the Board of the Company.

Article 14 The share incentive scheme formulated by the Remuneration Committee shall be approved by the Board and the general meeting of the Company, and reported to the China Securities Regulatory Commission for filing according to law.

Article 15 Members of the Remuneration Committee shall follow up the work and remuneration of the Directors and senior management of the Company, and when necessary, may raise questions with the Directors and senior management of the Company about their work, and they shall answer such questions.

Article 16 Members of the Remuneration Committee shall conduct a yearly review on whether the decision-making procedures for remuneration of Directors and senior management are complying with rules, based on reasonable grounds and in the interests of the Company and all shareholders and whether the content disclosed in the annual report on the remuneration of Directors and senior management is consistent with the reality, and issue the review report and submit it to the Board.

Article 17 The Remuneration Committee shall have the right to submit proposals to the Board. The Remuneration Committee shall prepare proposals or reports for the resolutions, suggestions or recommendations at the meetings and submit them to Board for consideration.

The Remuneration Committee shall exercise its duties and powers in accordance with relevant provisions under the Company Law, the Articles of Association and these rules and shall not infringe the interests of the Company and shareholders.

Chapter 4 Procedures of Decision-making

Article 18 The Remuneration Committee shall be responsible for the preliminary preparation work for the Board on remuneration and assessment decisions, and provide information including but not limited to the following aspects:

- (1) information on the Company's fulfillment of its main financial indicators and business objectives;
- (2) information on the division of work of the Company's senior management and their main duties;
- (3) information on fulfillment of targets involved in the work performance evaluation system of Directors and senior management;
- (4) information on the business performance of business innovation and profit-making ability of Directors and senior management;
- (5) the basis of measurement and calculation in relation to formulating the Company's remuneration distribution plan and method of distribution with reference to the performance results of the Company.

Article 19 The procedures for evaluating Directors and senior management adopted by the Remuneration Committee:

- (1) the Directors and senior management of the Company shall report their work and self-assessments to the Remuneration Committee;
- (2) the Remuneration Committee shall carry out performance assessments of the Directors and senior management according to the performance assessment standards and procedures;
- (3) a proposal on the amount of remuneration and method of reward for the Directors and senior management based on the results of work performance assessments and remuneration distribution policy shall be, after a voting in its favor, reported to the Board;

Chapter 5 Procedural Rules

Article 20 The Remuneration Committee shall convene at least one meeting per annum and shall notify all its members three days prior to the meeting. The meeting shall be chaired by the chairman of the Remuneration Committee. Where the chairman of the Remuneration Committee is unable to attend, he/she may authorize another independent non-executive director member to preside over the meeting.

Article 21 Meetings of the Remuneration Committee may only be convened with the presence of more than two-thirds of its members. Each member shall have one vote. Resolutions of the meeting shall be passed by more than one-half of all the members of the committee voting in favor.

Article 22 Members of the Remuneration Committee shall attend meetings in person and express opinions on matters under consideration. In the event that a member is unable to attend the meeting in person for any reason, the member may submit a power of attorney signed by him or her and appoint another member to attend the meeting and express opinions on his/her behalf. If any independent non-executive director member is unable to attend the meeting for any reason, he/she shall review the meeting materials in advance to form explicit advice, appoint another independent non-executive director member to attend on his/her behalf. Each member could be entrusted by no more than one member at one time. The power of attorney shall specify the scope and duration of authorization.

Article 23 Votes at the meetings of the Remuneration Committee shall be made by a show of hands or by poll or via other voting method recognized by regulatory authority(ies) of the place where the shares of the Company are listed. The meetings shall be convened on site in principle. Provided that all Directors can fully express their opinions at the meetings, such meetings can be held by means of video, telephone, or other methods when necessary.

Article 24 The Directors, supervisors and other senior management of the Company may be invited to attend meetings of the Remuneration Committee, where necessary.

Article 25 Where necessary, the Remuneration Committee may engage intermediate agencies to provide professional advice for its decision-making at the expense of the Company.

Article 26 The convening procedure of, and voting method and resolutions passed at, meetings of the Remuneration Committee shall comply with the requirements of the relevant laws, regulations, the Articles of Association and these rules.

Article 27 The Remuneration Committee shall keep minutes for its meetings. Members of the committee present at such meetings and meeting recorder shall sign the minutes. The minutes shall be kept by the secretary to the Board of the Company for a period of not less than ten years.

Article 28 Members attend and present at a meeting shall be obliged to keep confidential all matters discussed in such meeting, and shall not disclose any relevant information without authorization before public disclosure by the Company.

Chapter 6 Supplementary Provisions

Article 29 Any matter undefined in these rules or inconsistent with relevant laws, administrative regulations, normative documents, regulatory rules of the place where the Company's shares are listed and the Articles of Association, the relevant laws, administrative regulations, normative documents, the regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail firstly.

Article 30 The term "above" under these rules is inclusive, while "exceeding" is exclusive.

Article 31 The Board of the Company is responsible for interpreting these rules. These rules will take effect as reviewed and approved by the Board, including the same on revision.

Article 32 If there is any inconsistency between the English and Chinese versions of these rules, the Chinese version shall prevail.