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 o fi r her e: ablis:h a :o nd : : em of rem nera ion and e al a ion managemen for direc or: (he "Direc or:") and :enior managemen of Fla Gla:: Gro p Co., L d (hereinaf er referred o a: he "Compan " or "he Compan "), e: ablis:h re: rain - incen i e :cheme of he Direc or: and :enior managemen and perfec he Compan ': go ernance : n c re. The Compan ha: :e p a rem nera ion commi ee of he board of direc or: (he "Board") (hereinaf er referred o a: he "Rem nera ion Commi ee") and form la ed he:e implemen a ion n le: in accordance i h he Compan La of he People': Rep blic of China (hereinaf er referred o a: he "Compan La "), Code of Corpora e Go ernance for Li: ed Companie:, Mea: re: for he Admini: ra ion of Independen Direc or: of Li: ed Compan , R le: Go erning he Li: ing of Sec ri ie: on Shanghai S ock E change (hereinaf er referred a: "Shanghai S ock E change Li: ing R le:"), Self-Reg la or G ideline: for Li: ed Companie: of Shanghai S ock E change No. 1 - S andardi ed Opera ion, R le: Go erning he Li: ing of Sec ri ie: on The S ock E change of Hong Kong Limi ed (hereinaf er referred a: "Li: ing R le: of S ock E change"), he Ar icle: of A:: ocia ion of Fla Gla:: Gro p Co., L d (hereinaf er referred o a: he "Ar icle: of A:: ocia ion") and o her rele an reg la ion:.

Article 2 The Rem nera ion Commi ee of he Board i: a :peciali ed orking bod :e p nder he Board. I i: mainl re:pon:ible for form la ing he a:: e:: men : andard: of he Compan ': Direc or: and :enior managemen and performing : ch a:: e:: men :. I i: al:o re:pon:ible for form la ing and re ie ing he rem nera ion policie: and plan: of he Compan ': Direc or: and :enior managemen . The commi ee repor : o he Board and :hall be acco n able o he Board.

Article 3 For he p rpo:e of he:e n le:, an reference o "Direc or(:)" repre:en all Direc or: of he Compan , and an reference o " :enior managemen " repre:en he pre:iden , dep pre:iden , :ecre ar o he Board, chief financial officer and o her :enior managemen : aff nomina ed b he general manager and appro ed b he Board.

Chapter 2 Composition

Article 4 The Rem nera ion Commi ee :hall compri:e hree Direc or:, a majori of hom :hall be independen non-e ec i e Direc or:.

Article 5 Member: of he Rem nera ion Commi ee :hall be nomina ed b he chairman of he Board, or more han one-half of he independen non-e ec i e Direc or: or more han one- hird of all he Direc or:, and :hall be elec ed and appoin ed b he Board.

Article 6 The Rem nera ion Commi ee :hall ha e one chairman, ho :hall be ac ed b an independen non-e ec i e direc or member, :hall be re:pon:ible for con ening and pre:iding o er he commi ee, and :hall be de ermined b he Board.

Article 7 The erm of office of he Rem nera ion Commi ee shall be he same as ha of he Board. A member of he Rem nera ion Commi ee ma ser e consec i e erms if reelec ed pon he e pira ion of his/her erm.

If an member resigns from he posi ion of direc or of he Compan d ring his/her erm of office, he/she shall ipso fac o and immedia el cease o hold he posi ion of commi ee member. The acanc shall be filled b he Board i hin hree mon hs in accordance i h Ar icles 4 o 6 abo e.

Article 8 Where he n mber of members is less han he req ired n mber of members of he Rem nera ion Commi ee d e o he resigna ion or remo al of members or o her reasons, he Board of he Compan shall nomina e ne candida es for members in accordance i h applicable la s, reg la ions and o her rele an req iremen s. Before he n mber of members reaches he req ired n mber of he Rem nera ion Commi ee, he Rem nera ion Commi ee shall s spend he e erci e of he d ies and po ers pro ided in hese r les.

Article 9 The h man reso rces depar men of he Compan shall be respon sible for he dail affairs of he Rem nera ion Commi ee, and he secre ar o he Board shall be respon sible for affairs of he mee ings of he Rem nera ion Commi ee.

Chapter 3 Terms of Reference

Article 10 The Rem nera ion Commi ee of he Board of he Compan is primaril respon sible for es ablishing he ass essmen cri eria for Direc ors and senior managemen and cond c ing ass essmen s. I is also respon sible for form la ing and re ie ing he rem nera ion policies and schemes for Direc ors and senior e ec i es. I s main respon sibili ies incl de:

(1) he rem nera ion of Direc ors and senior managemen :

(i) form la ing rem nera ion policies, plans or schemes bases on he main scope, respon sibili ies and impor ance of he managemen posi ions of he Direc ors and senior managemen , and he rem nera ion le els of similar posi ions in o her en erprises, and sho ld make recommenda ions o he Board;

(ii) he rem nera ion policies, plans or schemes mainl incl de b no limi ed o performance e al a ion cri eria and proced res, he main e al a ion s s em, and he principal plan and s s em regarding incen i e and penal ;

(iii) cond c ing d e diligence ass essmen and ann al performance appraisal of he Direc ors (non-independen Direc ors) and senior managemen of he Compan and recommending re ards and p ni hmen s;

(2) he form la ion or change of he share incen i e scheme, he emplo ee share o ner hip plan, in ere s gran ed o an par icipan and he condi ion s for e erci e of righ s;

(3) he shareholding plan arranged b Direc or s and enior managemen in he propo ed pin-off of i b idiarie ;

(4) o er eeing he implemen a ion of he rem nera ion s em of he Compan ;

(5) re ie ing and appro ing he managemen 's propo al on rem nera ion ba ed on he corpora e goal s and objec i e s e b he Board;

(6) making recommenda ion s o he Board for he rem nera ion package of indi id al e ec i e Direc or s and enior managemen , incl ding benefi s in kind, pen ion righ s and compen a ion pa men s (incl ding an compen a ion pa able for lo s or ermina ion of heir office or appoin men);

(7) making recommenda ion s o he Board on he rem nera ion of non-e ec i e Direc or s;

(8) con idering he rem nera ion package, ime commi men , cope of re pon ibili of imilar companie s and o her emplo men erm s of o her po i ion s i hin he Gro p;

(9) re ie ing and appro ing he compen a ion pa able d e o e ec i e Direc or s and enior managemen for an lo s or ermina ion of office or appoin men , o a o en re ha ch compen a ion i con i en i h he con rac al erm s; if ch compen a ion i no con i en i h he con rac al erm s, en ring ha i i rea onable and appropria e and no e ce i e;

(10) re ie ing and appro ing compen a ion arrangemen s rela ing o he di mi al or remo al of Direc or s for mi cond c or he like, o a o en re ha ch arrangemen s are con i en i h he con rac al erm s; if ch compen a ion i no con i en i h he con rac al erm s, en ring ha i i rea onable and appropria e;

(11) en ring ha no Direc or or hi /her a ocia e (a defined nder he Li ing R le of S ock E change) i in ol ed in he de ermina ion of hi /her rem nera ion;

(12) in re pec of an er ice agreemen o be en ered in o be een an member of he Gro p and i direc or or propo ed direc or, o re ie and pro ide recommenda ion o he shareholder of he Compan (o her han shareholder( ) ho i /are direc or( ) i h a ma erial in ere in he rele an er ice agreemen s and heir re pec i e a ocia e) a o he her he erm of he er ice agreemen s are fair and rea onable and he her ch er ice agreemen s are in he in ere s of he Compan and he shareholder a hole, and o ad i e shareholder on ho o o e;

(13) formulating, managing and approving the share incentive scheme for the Directors, superiors 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 systems 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 systems 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 the latter shall answer such questions.

Article 16 Members of the Remuneration Committee shall conduct a early review on the hertherto 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 the hertherto 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 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 Rem nera ion Commi ee shall e erci e i d ie and po er in accordance i h rele an pro i ion nder he Compan La , he Ar icle of A ocia ion and he e n le and hall no infringe he in ere of he Compan and hareholder.

Chapter 4 Procedures of Decision-making

Article 18 The Rem nera ion Commi ee hall be re pon ible for he preliminar prepara ion ork for he Board on rem nera ion and a e e men deci ion, and pro ide informa ion incl ding b no limi ed o he follo ing a pec :

Chapter 5 Procedural Rules

Article 20 The Rem nera ion Commi ee shall con ene a lea one mee ing per ann m and shall no if all i s member hree da s prior o he mee ing. The mee ing shall be chaired b he chairman of he Rem nera ion Commi ee. Where he chairman of he Rem nera ion Commi ee i unable o a end, he/she ma a hori e ano her independen non-e ec i e direc or member o pre ide o er he mee ing.

Article 21 Mee ing of he Rem nera ion Commi ee ma onl be con ened i h he pre ence of more han o- hird of i s member. Each member shall ha e one o e. Reol ion of he mee ing shall be pa ed b more han one-half of all he member of he commi ee o ing in fa or.

Article 22 Member of he Rem nera ion Commi ee shall a end mee ing in per on and e pre opinion on ma er nder con idera ion. In he e en ha a member i unable o a end he mee ing in per on for an rea on, he member ma g bmi a po er of a orne igned b him or her and appoin ano her member o a end he mee ing and e pre opinion on hi/her behalf. If an independen non-e ec i e direc or member i unable o a end he mee ing for an rea on, he/she shall re ie he mee ing ma erial in ad ance o form e plici ad ice, appoin ano her independen non-e ec i e direc or member o a end on hi/her behalf. Each member co ld be en r s ed b no more han one member a one ime. The po er of a orne shall pecif he cope and d ra ion of a hori a ion.

Article 23 Vo e a he mee ing of he Rem nera ion Commi ee shall be made b a ho of hand or b poll or ia o her o ing me hod recogni ed b reg la or a hori (ie) of he place here he hare of he Compan are li ed. The mee ing shall be con ened on i e in principle. Pro ided ha all Direc or can fi ll e pre heir opinion a he mee ing, ch mee ing can be held b mean of ideo, elephone, or o her me hod hen nece ar .

Article 24 The Direc or, per i or and o her enior managemen of he Compan ma be in i ed o a end mee ing of he Rem nera ion Commi ee, here nece ar .

Article 25 Where nece ar , he Rem nera ion Commi ee ma engage in ermedia e agencie o pro ide profe ional ad ice for i deci ion-making a he e pen e of he Compan .

Article 26 The con ening proced re of, and o ing me hod and reol ion pa ed a , mee ing of he Rem nera ion Commi ee shall compl i h he req iremen s of he rele an la , reg la ion, he Ar icle of A ocia ion and he e r le.

Article 27 The Rem nera ion Commi ee shall keep min e for i s mee ing. Member of he commi ee pre en a ch mee ing and mee ing recorder shall ign he min e. The min e shall be kep b he ecre ar o he Board of he Compan for a period of no le han en ear.

Article 28 Member a end and pre en a a mee ing shall be obliged o keep confiden ial all ma er di c ed in ch mee ing, and shall no di clo e an rele an informa ion i ho a hori a ion before p blic di clo re b he Compan .

Chapter 6 Supplementary Provisions

Article 29 An ma er ı ndefined in he:e ı le: or incon:i: en i h rele an la :, admini: ra i e reg ı la ion:, norma i e doc ı men :, reg ı la or ı le: of he place here he Compan ’: :hare: are li: ed and he Ar icle: of A::ocia ion, he rele an la :, admini: ra i e reg ı la ion:, norma i e doc ı men :, he reg ı la or ı le: of he place here he Compan ’: :hare: are li: ed and he Ar icle: of A::ocia ion :hall pre ail fir: l .

Article 30 The erm ı abo e. ı nder he:e ı le: i: incl ı :i e, hile ı e ceeding i: e cl ı :i e.

Article 31 The Board of he Compan i: re:pon:ible for in erpre ing he:e ı le:. The:e ı le: ill ake effec a: re ie ed and appro ed b he Board, incl ı ding he :ame on re i:ion.

Article 32 If here i: an incon:i: enc be een he Engli:h and Chine:e er:ion: of he:e ı le:, he Chine:e er:ion :hall pre ail.