Flat Glass Group Co., Ltd.
Terms of Reference of the
Remuneration Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 n ordr o f r e h o nd y of r on nde on n g n for d or (D or) nd n or n g of F ro Co., d (n fr d o Co n y or Co n y) h r n- ne n e of D or nd n or n g nd Co n y' goern ne r . Co n y h e r on o of o rd of d or (Bo rd) (n fr d o e r on Co) nd for e d n r on r n ord ne h Co n y of e o e of Ch n (n fr d o Co n y 0 /odof 9

Article 7 [illegible] of office of [illegible] Committee [illegible] the [illegible] shall be [illegible] of the Board. A member of [illegible] Committee may serve [illegible] terms of office.

[illegible] any member [illegible] resignation of the Company during his/her term of office, [illegible] his/her [illegible] of [illegible] and [illegible] by the [illegible] of [illegible] Committee. [illegible] any [illegible] by the Board [illegible] in accordance with Articles 4 to 6 above.

Article [illegible] the number of members [illegible] and number of members of [illegible] Committee [illegible] on, the Board of the Company [illegible] and determine [illegible] for members [illegible] the [illegible] , [illegible] and [illegible] . Before the number of members [illegible] Committee, the Committee [illegible] and submit the [illegible] for [illegible] .

Article 9 [illegible] and [illegible] of the Company [illegible] for the [illegible] of the Committee, and the [illegible] by the Board [illegible] for [illegible] of the Committee.

Chapter 3 Terms of Reference

Article 10 The Committee of the Board of the Company [illegible] for [illegible] and [illegible] for Directors and [illegible] and [illegible] . [illegible] for [illegible] the Committee for [illegible] and [illegible] for Directors and [illegible] :

(1) The [illegible] of Directors and [illegible] :

( ) for [illegible] to the [illegible] on the [illegible] and [illegible] of the Directors and [illegible] , and the Committee [illegible] to the Board;

( ) the Committee [illegible] any [illegible] to [illegible] the [illegible] to [illegible] ;

( ) [illegible] and [illegible] of the Directors (non-[illegible] Directors) and [illegible] of the Company and [illegible] ;

(2) the formation or winding up of the new entity, the transfer, the proceeds, the ownership of the new entity and the consideration for the exercise of rights;

(3) the withholding in arrears by Directors and senior management of the proposed pay-off of bonuses;

(4) overseeing the implementation of the remuneration policy of the remuneration committee of the Company;

(5) reviewing and approving the management's corporate governance and remuneration disclosure in the annual reports and accounts to be prepared by the Board;

(6) making recommendations to the Board for the remuneration policy of and structure of and the establishment of a formal and transparent procedure for developing policy on executive remuneration, including ensuring that no Director or any of his associates is involved in deciding his own remuneration (including bonuses, benefits in kind and stock options);

(7) making recommendations to the Board on the remuneration of non-executive Directors;

(8) considering the remuneration policy, including but not limited to, basic salaries of any consultants and any compensation payable to the consultants in connection with the termination of their consultancy;

(9) reviewing and approving the performance-based remuneration by reference to the Group's corporate goals and objectives for any executive Director or senior management, and to determine whether the performance-based remuneration is linked with pre-determined and objective performance criteria; if the performance-based remuneration is not linked with pre-determined and objective performance criteria, to explain why;

(10) reviewing and approving compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is consistent with contractual terms and is otherwise fair and not excessive; if the compensation is not consistent with contractual terms and is otherwise unfair or excessive;

(11) ensuring that no Director or his/her associate is involved in deciding his own remuneration;

(12) advising shareholders of any material amendment to the service agreement of a proposed new Director and specifically highlighting any unusual terms of the service agreement of a proposed new Director, to make a recommendation to shareholders as to whether shareholders should vote in favour of the relevant proposed new Director, to advise shareholders whether the terms of the service agreement with a proposed new Director are fair and reasonable so far as shareholders are concerned, and to advise shareholders how they should vote on the proposed resolution;

(13) for ng, n g ng nd ro ng h ne n e for h D or , r or nde n or n g n of h Co n y, nd ne ng h f on of r on , ond on for gr nd ond on for er ng h r gh , nder h ne n e for ;

(14) o h r n er h or d y h Bo rd or d y , d n r e g on , d r n r e , h g or y r e of h e for h Co n y' h d, nd h Ar e of A o on.

f h Bo rd h no do d or f y do d h o n nd on of h e n, nder on Co n e, h h o n on of h e n, nder on Co n nd h f on for no do ng n h o on of h Bo rd, nd d oe , h n er.

Article 11 h Bo rd h e n e d o e h r g h o n, n or for h d e h n of h ho der .

Article 12 for n, nder on nd n for h D or of h Co n y ro oed y h e n, nder on Co n e h e ro oed y h Bo rd nd , n ed h o h g n r ng for ro e for n n on. for n, nder on d r on n for h e n or n g n of h Co n y h e ro oed o h Bo rd for ro .

Article 13 for er for n ne e n n d rd , roed nd n e n y e n for h D or for n, d y h e n, nder on Co n e h e ro oed o h g n r ng for ro f r on der on y h Bo rd of h Co n y, nd h for n ne e n n d rd , roed nd n e n y e n for h e n or n g n for n, d y h e n, nder on Co n e h e n n ed f r ro y h Bo rd of h Co n y.

Article 14 h h ne n e for n, d y h e n, nder on Co n e h e roed y h Bo rd nd h g n r ng of h Co n y, nd ed o h Ch n e r e g or y Co n on for f ng ord ng o .

Article 15 e er of h e n, nder on Co n e h fo o , h or nd n, nder on of h D or nde n or n g n of h Co n y, nd n ne y, y r e e on h h D or nde n or n g n of h Co n y o h r or , nd h y h n er , h e on .

Article 16 e er of h e n, nder on Co n e h ond , y r y e on h r h d on- ng roed for n, nder on of D or nde n or n g n o y ng h r e , d on on gro nd nd n h m r of h Co n y nd h ho der nd h r h on n d oed n h nn, or on h n, nder on of D or nde n or n g n on n h h , nd e h n or nd , h o h Bo rd.

Article 17 h e n, nder on Co n e h h r gh o , ro o o h Bo rd. h e n, nder on Co n e h ro o or or for h o , ge on or o nd on h ng nd , h h n o Bo rd for on der on.

[illegible]

Chapter 4 Procedures of Decision-making

Article 1

Chapter 5 Procedural Rules

Article 20 [illegible] on Co[illegible] h [illegible] t [illegible] ng [illegible] nn[illegible] nd h no f[illegible] t [illegible] r or t[illegible] ng. [illegible] ng h [illegible] d[illegible] r or t[illegible] ng. [illegible] ng h [illegible] r[illegible] n of t[illegible] [illegible] on Co[illegible]. [illegible] r[illegible] t[illegible] r[illegible] n of t[illegible] [illegible] on Co[illegible] n [illegible] o t[illegible]nd, [illegible]/ [illegible] [illegible] h or [illegible] no[illegible] r [illegible] t[illegible] [illegible] [illegible] [

Chapter 6 Supplementary Provisions

Article 29 Any [illegible] undertaken by the Area or non-contracting [illegible] during the transitional period, and any [illegible] of the Area and the Company, which [illegible] and the Articles of Association, shall [illegible] during the transitional period, and any [illegible] of the Area and the Company, which shall be [illegible].

Article 30 [illegible] under the Area, shall be [illegible].

Article 31 The Board of the Company shall [illegible] for matters [illegible]. The Area shall [illegible] and [illegible] by the Board, [illegible].

Article 32 [illegible] shall be [illegible] of the English and Chinese [illegible] of the Area, the Chinese [illegible].