China Glass Holdings Limited
Terms of Reference and Rules of Procedures of the Remuneration Committee

(effective on 30 March 2026)

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1. General Provisions

A China Glass Holdings Limited (the "**Company**") is committed to upholding good corporate governance standards. In order to strengthen the decision-making function of the board of directors of the Company (the "**Board**"), establish a fair and effective salary incentive system, and enhance corporate governance, the Board has established a remuneration committee (the "**Committee**") and has formulated these rules of procedures in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, the Bye-laws and other relevant regulations of the Company.

B These rules will be reviewed and amended by the Company from time to time to ensure the effectiveness of the Committee's work.

C The Committee will ensure the implementation of and compliance with these rules.

2. Committee

A The Committee shall comprise at least three directors, two-thirds of whom shall be independent non-executive directors.

B Members of the Committee ("**Member**" or "**Members**") shall be nominated by the chairman of the Board, or more than one-half of the independent non-executive directors or one-third of all directors, subject to the approval by resolution of the Board.

C The Committee shall have one chairman ("**Chairman**") to be acted by a Member who is an independent non-executive director, responsible for presiding over the work of the Committee. The Chairman shall be elected by the Committee and the result shall be reported to the Board for approval.

D The term of office of Members shall be consistent with their term as directors and shall be eligible for re-election upon expiration of the term. During which if Members no longer act as directors of the Company, they shall automatically lose their office as Members and the vacancies shall be filled in accordance with paragraph B referred to above.

E The Committee shall have a working group ("**Working Group**") which may be composed of relevant personnel from the office of the board of the directors and other persons deemed appropriate by the Committee. The Working Group shall be responsible for data collection and research, daily liaison and meeting arrangements, etc. In respect of items that are to be drawn up by the Committee, the Working Group shall issue a draft for discussion at the Committee's meetings. As for items that are subject to review by the Committee, the Working Group shall collect sufficient data and information relating to the draft to be reviewed for the Committee's decision-making.

F The Committee may appoint the company secretary or a professional within the Company to act as the secretary to the Committee ("**Committee Secretary**").

3. Responsibilities, Powers and Functions

A The Committee is a special body established under the Board, whereas the Board reserves the final authority to approve the remuneration of directors and senior management. The Committee is authorized by the Board to investigate any activity within its terms of reference and is granted the authority to seek any information it requires from any employees. All employees are directed to cooperate as requested by members of the Committee. The Committee shall be provided by the Company with sufficient resources to perform its duties. Its specific responsibilities, powers and functions include:

(1) to review the remuneration proposals and regular incentive policies and plans regarding the directors and management, including the overall remuneration policies and structure, and make recommendations to the Board on the establishment of a formal and transparent procedure for developing remuneration policy;

(2) to review the Company's performance appraisal system and make recommendations to the Board;

(3) to review and approve the remuneration proposals of executive director(s) and the senior management with reference to the Board's corporate goals and objectives; and to make recommendations to the Board on the remuneration packages of individual executive director(s) 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;

(4) to make recommendations to the Board on the remuneration of non-executive directors and independent non-executive directors ;

(5) to review, within the scope of authorization by the Board, annual performance appraisal indicators and objectives drawn up by the chief executive for himself, evaluate the performance of the chief executive, determine his remuneration according to performance and, if beyond the scope of authorization, submit the matters to the Board for consideration and approval;

(6) to maintain, on behalf of the Board, annual performance appraisal indicators and objectives for other senior management submitted by the chief executive for record within the scope of authorization by the Board and, based upon such indicators and objectives, determine the distribution and amount of remuneration and, if beyond the scope of authorization, submit the matters to the Board for consideration and approval;

(7) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that they are consistent with contractual terms and are otherwise fair and not excessive;

(8) to review and approve compensation arrangements involved in the dismissal or removal of directors for misconduct to ensure that such arrangements are consistent with contractual terms and are otherwise reasonable and appropriate;

(9) to ensure that no director or any associates of such director is involved in deciding such director's own remuneration;

(10) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules;

(11) to prepare a remuneration report, (which should include a summary of the work of the Committee during the year) for inclusion in the Company's Corporate Governance Report;

(12) to report back to the Board on its decisions or recommendations (unless there are legal or regulatory restrictions on its ability to do so) and to keep the Board fully informed of its actions; and

(13) other matters authorized by the Board.

B For the purpose of this term of reference, "**senior management**" refers to the same persons referred to in the Company's annual report and required to be disclosed under paragraph E.1.2 Appendix C1 to the Listing Rules, the 'Corporate Governance Code'.

C In carrying out its duties under this terms of reference, the Committee should:

(1) to ensure the packages are sufficient to attract, retain and motivate directors to run the Company successfully without paying more than necessary;

(2) to be sensitive to the wider scene, including pay and employment conditions elsewhere, especially when determining annual salary increases;

(3) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company's group;

(4) to ensure that the remuneration package of executive directors should be designed to align their interest with those of shareholders and to give these directors keen incentives to perform at the highest levels; and

(5) to ensure that executive share options or share awards (if any) are offered in accordance with the Listing Rules.

D The Committee shall consult the chairman of the Board and/or the chief executive of the Company about their remuneration proposals for other executive directors and shall seek independent professional advice where necessary.

4. Rules of Procedures

A Meetings of the Committee shall include regular meetings and ad hoc meetings. Regular meetings shall be convened at least once a year whereas ad hoc meetings may be convened upon the proposal by Members. Notice of meetings shall be given to all Members in seven days prior to the meeting for regular meetings and three days prior to the meeting for ad hoc meetings. The quorum for meetings shall be not less than two-thirds of the Members;

B If Members are unable to attend the meeting, they may appoint another Member or, with the approval of the Chairman, another director to attend the meeting and exercise the voting right on their behalf (Members who are independent non-executive directors may only appoint another independent non-executive director to act on their behalf), whereas the Chairman may appoint another director to attend the meeting on his behalf upon the approval of the chairman of the Board. Members who have neither attended the meeting in person nor appointed another person to attend the meeting on their behalf are considered to be absent from the relevant meeting. Members who are absent from the meeting for two consecutive times are considered to be unable to perform their responsibilities and powers properly and the Board may remove such Members from their duties;

C Meetings shall be presided over by the Chairman and the Chairman, if unable to attend, may appoint another Member to preside over the meeting.

D The Committee may engage external professional bodies to provide advice for its decision- making and the expenses incurred shall be borne by the Company;

E As necessary or desirable, the Chairman may request that members of management be present at the meeting of the Committee;

F The Committee shall maintain minutes of the meeting where Members attending the meeting shall sign on the minutes. The minutes shall be organized, maintained and copied to the company secretary by the Committee Secretary for information of the Board. The initial and final draft of minutes shall be delivered to all Members successively within a reasonable period of time after the meeting for their comments and records respectively;

G Resolutions and voting results adopted at the meeting shall be reported to the Board in writing. Minutes and reports of the meeting may be made available to all Members of the Board for perusal; and

H Members attending the meeting shall keep confidential of all matters discussed at the meeting and no unauthorized disclosure of relevant information is permitted.

5. Decision-making Procedures

A The Working Group shall be responsible for undertaking preparatory work for the Committee's decision-making and organizing relevant materials of the Company;

B The Committee may vote on a show of hands or on a poll at the meetings. Ad hoc meetings may be convened in the form of communications over the resolutions. Each Member has one voting right. Resolutions adopted at the meeting shall be passed by more than one- half of all Members; and

C Where resolutions are voted on by way of communications at ad hoc meetings, Members who have signed on the resolutions shall be considered to have attended the relevant meeting and agreed to the contents of the resolutions.

6. General Information

A The Committee shall make available these terms of reference, explaining its role and authority delegated to it by the Board, by including them on the website of the Hong Kong Stock Exchange and the website of the Company.

B The Chairman (in his absence, another member) shall be available to attend the annual general meetings of the Company to answer questions thereat.