

SOLARTECH INTERNATIONAL HOLDINGS LIMITED (the “Company”)
(incorporated in Bermuda with limited liability)

Terms of Reference for the Remuneration Committee

1 Membership

- 1.1 Members of the Remuneration Committee shall be appointed by the board of directors (the “Board”) from time to time among the non-executive directors.
- 1.2 A majority of the members of the Remuneration Committee shall be independent non-executive directors.

2 Chairman

- 2.1 The chairman of the Remuneration Committee shall be appointed by the Board.

3 Secretary

- 3.1 The company secretary shall be the secretary of the Remuneration Committee.
- 3.2 In the absence of the secretary of the Remuneration Committee, the members present at the meeting of the Remuneration Committee shall elect another person as the secretary.

4 Quorum

- 4.1 The quorum for meetings of the Remuneration Committee shall be any two members.
- 4.2 A duly convened meeting of the Remuneration Committee at which a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Remuneration Committee.

5 Frequency of meetings

- 5.1 The Remuneration Committee shall meet at least once a year (“regular meeting”).

6 Attendance at meetings

- 6.1 Members of the Remuneration Committee may attend meetings of the Remuneration Committee either in person or through other electronic means of communication.

7 Notice of meetings

- 7.1 A meeting of the Remuneration Committee may be convened by any of its members, or by the secretary of the Remuneration Committee at the request of any of its members.
- 7.2 Unless otherwise agreed by all the members of the Remuneration Committee, notice of at least 14 days shall be given of a regular meeting of the Remuneration Committee, and such notice shall be sent to each member of the Remuneration Committee and to any other person invited to attend. For all other meetings of the Remuneration Committee, reasonable notice shall be given.
- 7.3 In respect of regular Remuneration Committee meetings and so far as practicable in all other cases, an agenda and accompanying supporting papers shall be sent to all members of the Remuneration Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as agreed).
- 7.4 Any member of the Remuneration Committee shall be entitled, by notice to the secretary of the Remuneration Committee, to include other matters relevant to the functions of the Remuneration Committee in the agenda of a Remuneration Committee meeting.

8 Conduct of meetings

- 8.1 Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes, the chairman of the meeting shall have an additional or casting vote.
- 8.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Remuneration Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Remuneration Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 of the Listing Rules apply.

9 Minutes of meetings

- 9.1 The secretary of the Remuneration Committee (or his/her delegate) in attendance at the meetings of the Remuneration Committee shall minute in sufficient detail the matters considered and decisions reached at such meetings. The minutes shall also include any concerns raised by any member of the Remuneration Committee and/or dissenting views expressed.
- 9.2 Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comment and records respectively, in both cases within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Remuneration Committee to all members of the Board.

- 9.3 Minutes of the Remuneration Committee shall be kept by the secretary of the Remuneration Committee and shall be available for inspection by any member of the Remuneration Committee or the Board at any reasonable time on reasonable notice.

10 Annual general meeting

- 10.1 The chairman of the Remuneration Committee or in his/her absence, another member of the Remuneration Committee or failing this, his/her duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Remuneration Committee's activities and their responsibilities.

11 Other regulations governing the meetings and proceedings of the Remuneration Committee

- 11.1 Unless otherwise specified above, the provisions contained in the Company's Bye-Laws for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Remuneration Committee.

12 Duties

- 12.1 The duties of the Remuneration Committee are as follows:-

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of the directors and the senior management and on the establishment of a formal and transparent procedure for developing such policy;
- (b) to determine the specific remuneration packages of all 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. The Remuneration Committee shall consider factors such as salaries paid by comparable companies, employment conditions elsewhere in the group and desirability of performance-based remuneration;
- (c) to make recommendations to the Board on the remuneration of the non-executive directors. In doing so the Remuneration Committee considers factors such as fees paid by comparable companies, time commitment and responsibilities of the non-executive directors;
- (d) to review and approve performance-based remuneration by reference to corporate goals and objectives set by the Board from time to time;

Note: "Senior Management" shall refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules.

- (e) to review and approve the 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 determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- (f) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- (g) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;
- (h) to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under Rule 13.68 of the Listing Rules;
- (i) to review the Company's policy on expense reimbursements for the directors and the senior management;
- (j) to ensure that any share options offered by the Company to its directors or senior management are in accordance with Chapter 17 of the Listing Rules, as applicable; and
- (k) to address and deal with such other matters as may be delegated by the Board to the Committee.

13 Reporting responsibilities

- 13.1 The Remuneration Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so.
- 13.2 The Remuneration Committee shall compile a report to shareholders on its role and work performed by it during the year, including determining the policy for the remuneration of executive directors, assessing performance of executive directors and approving executive directors' service contracts, for inclusion in the Company's Corporate Governance Report.

14 Others

- 14.1 The Remuneration Committee shall consult the Chairman of the Board and/or Chief Executive Officer about their proposals relating to the remuneration of other executive directors and shall have access to professional advice if considered necessary.
- 14.2 The Remuneration Committee shall be provided with sufficient resources to discharge its duties.

- 14.3 All members of the Remuneration Committee shall have access to the advice and services of the secretary of the Remuneration Committee with a view to ensuring that procedures of the Remuneration Committee and all applicable rules and regulations are followed.
- 14.4 In the event that the Remuneration Committee or any member of the Remuneration Committee requires access to outside independent professional advice in connection with its/his/her duties (e.g. legal advice and advice from human resource consultants), a request may be made to the Board through the company secretary. All such requests shall be processed in accordance with the Company's pre-defined procedures for seeking independent professional advice at the Company's expense.
- 14.5 Every member of the Remuneration Committee shall ensure that he/she can give sufficient time and attention to his/her duties as a member of the Remuneration Committee. He/She shall give the Company the benefit of his/her skills and expertise through regular attendance and active participation.
- 14.6 The Remuneration Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it discharge its duties.
- 14.7 The Remuneration Committee and each of its members shall have separate and independent access to the Company's senior management.
- 14.8 Where the Board resolves to approve any remuneration or compensation arrangements which the Remuneration Committee has previously resolved not to approve, the Remuneration Committee shall recommend to the Board to disclose the reasons for its resolution in the Company's next annual report.

15 Publication of the terms of reference of the Remuneration Committee

- 15.1 The terms of reference of the Remuneration Committee will be made available on request.