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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise.

A Share(s)	Registered shares of the Company which are listed on the PRC and traded in RMB on the Shanghai Stock Exchange
AGM	The annual general meeting of the Company held at the 2nd Floor, Cifengce Road, Address Building, Fagang Group Co., Ltd., 959 Yuhua Road, Xuzhou District, Jiangsu, Zhejiang Province, PRC, at 2:00 p.m. on Tuesday, 6 June 2023, at the address specified above
Article of Association	The articles of association of the Company (as amended from time to time)
Bid	The bid of the Company
Company	福萊特玻璃集團股份有限公司 (Fagang Group Co., Ltd.), a company incorporated in the PRC with its registered office at the H Share and A Share listing office of the Shanghai Stock Exchange and Shanghai Stock Exchange, respectively
Company Law	The Company Law of the PRC
CSRC	China Securities Regulatory Commission
Dec	The day of the Company
H Share(s)	Shares of the Company which are listed on the PRC and traded in RMB0.25 each, which are listed on the Hong Kong Stock Exchange, and listed on the Shanghai Stock Exchange (Listing Code: 6865)
H Shareholder	Holder(s) of H Share
HK\$	Hong Kong dollar, the official currency of Hong Kong
Hong Kong	The Hong Kong Special Administrative Region of the PRC
Listing Rule	The Rules Governing the Listing of Securities of the Shanghai Stock Exchange of Hong Kong Limited
PRC	The People's Republic of China, for the purposes of this circular, including Hong Kong, the Macao Special Administrative Region and Taiwan

DEFINITIONS

P	ed A c e A. e d. e	he ed a. e d. e	he A c e f A c a a ed
		b he B a d 6 Feb a 2023, bec Sha eh de '	
		a a a he AGM, he de a f h ch a e e	
		A e d. I P ed A. e d. e	he A c e f
		A c a	h c c a
PV		h	a c
RMB	Re . b	Re . b , he d f c e c f he PRC	
SFO		he Sec e a d F e O d a ce (Cha e 571 f he d	
		f H g K g)	
Sha e()		he A Sha e() a d he H Sha e()	
Sha eh de ()		he h de () f he Sha e() f he C . a	
S c E.cha ge		The S c E.cha ge f H g K g L . ed	
S e ()		he e () f he C . a	
S e C . . ee		he e c . . ee f he C . a	
%		e ce	

Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as total in certain tables and the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

Reference to the singular number includes references to the plural and vice versa and references to one gender include every gender.

English names of Chinese entities marked with “” are translations of their Chinese names and are included in this circular for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese names prevails.*



福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 6865)

Executive Directors:

M . R a H g a g (Chairman)

M . J a g J h a

M . W e Y e z h g

M . S h e Q f

Independent non-executive Directors:

LETTER FROM THE BOARD

II. PROPOSED PROVISION OF GUARANTEES BY THE GROUP FOR ITS POTENTIAL CREDIT FACILITIES

I do hereby acknowledge the board's decision to approve the Company's proposed credit facilities of RMB18 billion (becoming the maximum limit of the credit facilities) in 2023. During the past few years, the credit facilities have been growing. The Company's board has decided to increase the guarantee for the credit facilities with the absolute majority of the votes of each shareholder.

I acknowledge the 6.1.10 of the Regulating the Listing of Shanghai Stock Exchange, the shareholders have decided to have the AGM of the Shanghai Development, Finance, and Banking Limited.

I do hereby acknowledge the board's decision to approve the AGM of the Shanghai Development, Finance, and Banking Limited, which has been approved by the shareholders' general meeting, and the credit facilities with the absolute majority of the votes of each shareholder. The board has decided to have the AGM of the Shanghai Development, Finance, and Banking Limited, which has been approved by the AGM of the Shanghai Development, Finance, and Banking Limited.

III. THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS FOR 2022 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2023

The board has approved the Company's decision to implement the daily related party transactions for 2022 and the estimate on daily related party transactions for 2023.

LETTER FROM THE BOARD

Details of the estimated amounts and types of daily related party transactions for 2023 are set out in the table below:

Unit: RMB0'000

Types of related party transactions	Related parties	Current estimated amount	Actual amount incurred in the previous year	Reason for material difference between estimated amount and actual amount incurred
Leasing of office buildings	Yhe Investment Co., Ltd. (義和投資有限公司)	901.66	901.66	
Leasing of a berth	Fengyang Hongding Port Co., Ltd. (鳳陽鴻鼎港務有限公司)	180.00	180.00	
Acceptance of goods	Jiang Kaihong Food Supply Chain Management Co., Ltd. (嘉興凱鴻福萊特供應鏈管理有限公司)	35,000.00	29,712.19	Due to the difference in the quantity of goods received and the quantity of goods issued, the difference is caused by the difference in the quantity of goods received and the quantity of goods issued.
Acceptance of gas	Jiaxing Gas Group Co., Ltd. (嘉興市燃氣集團股份有限公司)	50,000.00	33,733.05	Due to the difference in the quantity of gas received and the quantity of gas issued, the difference is caused by the difference in the quantity of gas received and the quantity of gas issued.
Tax		86,081.66	64,526.90	

Notes:

- The data on the above transactions is based on the actual data added, and the difference is caused by the difference in the quantity of goods received and the quantity of goods issued.
- The data on the above transactions is based on the actual data added, and the difference is caused by the difference in the quantity of gas received and the quantity of gas issued.

The ce f he C . a ' ea g f aff d . e , fac b d g , e . a be h a d
 acce a ce f ga e ce ded b e e a e a ed a e de e . ed h efe e ce
 he e a g . a e ce . The c g . e h d f he C . a acce g c e ce ded
 b e a ed a e he a e a ha f he C . a acce g c e ce ded b he
 g c e ce de . The c g c e f e a ed a a ac be ee he C . a
 a d he ab e e a ed a e a e ba ed he c e f fa e a d , a d he e e a age e . e
 . ade h efe e ce he . a e ce f he a e e f a ac he c e e d . The
 ce f ch e a ed a a ac a e e h he e a g . a e ce e e f he a e
 e d a e he . a ce a ge c . a ed . a a ac .

The B a d be e e ha he ab e e a ed a a ac be ee he C . a a d e a ed
 a e a e e ce a f he d a e a f he C . a a d e g he b e
 de e . e a d ed ce e a a c f he C . a . S ch e a ed a a ac f fa ,
 ce a d ea ab e . a e -ba ed c g c e a d a a e e he ac a d c
 a d e a f he C . a . The e he ha . he C . a a d Sha eh de , e ec a he
 gh a d e e f . Sha eh de , d he affec he de e de ce f he C . a
 c ea e de e de ce e a ed a a a e f ch a ac .

The ab e e a ed a a ac d c e a c e ced a ac de Cha e
 14A f he L g R e .

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Refe e ce . ade he a ce . e f he C . a da ed 6 Feb a 2023 e a he
 P ed A c e A . e d . e .

LETTER FROM THE BOARD

VII. RECOMMENDATION

The Board (including the independent Director) considers that the proposed amendments to the Articles of Association and the Memorandum of Association of the Company are in the best interests of the Company and its shareholders. Accordingly, the Board recommends that the shareholders approve the proposed amendments at the AGM.

Yours faithfully
Board of Directors
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p>Article 1 The A ce f A ca ae f .aed acc da ce h he C . a La f he Pe e' Re b c f Ch a (he e af e efe ed a he C . a La), he Sec e La f he Pe e' Re b c f Ch a (he e af e efe ed a he Sec e La), he Sec a P f he S ae C c he O e ea Offe g a d L g f Sha e b J S c L ed C . a e (he e af e efe ed a he Sec a P), he Re f he S ae C c he Ad . e f he P A cab e he N ce Pe d f H d g Sha eh de ' Mee g f O e ea L ed C . a e (he e af e efe ed a he Ad . e Re), he Ma da P f A ce f A ca f C . a e L ed O e ea (he e af e efe ed a he Ma da P), G da ce f he A ce f A ca f L ed C . a e (he e af e efe ed a he G da ce f A ce f A ca), Le e f O S e.e a A.e.d.e he A ce f A ca f C . a e be L ed H g K g (he e af e efe ed a he O S e.e a A.e.d.e), R e G e g he L g f Sec e The S c E.cha ge f H g K g L ed (he e af e efe ed a he L g R e f he S c E.cha ge), The S c L g R e f he Sha gha S c E.cha ge (he e af e efe ed a he L g R e f SSE , ge he h he L g R e f he S c E.cha ge, ae efe ed a he L g R e),ad he ee a e e.e , h a a .afeg ad he ega ee f Fa Ga G C ., L.d. (he e af e efe ed a he C . a he C . a), ha eh de ad ced ad eg ae he ga -za ad c d c f he C . a . (MP1)</p>	<p>Article 1 The A ce f A ca ae f .aed acc da ce h he C . a La f he Pe e' Re b c f Ch a (he e af e efe ed a he C . a La), he Sec e La f he Pe e' Re b c f Ch a (he e af e efe ed a he Sec e La), he Sec a P f he S ae C c he O e ea Offe g a d L g f Sha e b J S c L ed C . a e (he e af e efe ed a he Sec a P), he Re f he S ae C c he Ad . e f he P A cab e he N ce Pe d f H d g Sha eh de ' Mee g f O e ea L ed C . a e (he e af e efe ed a he Ad . e Re), he Ma da P f A ce f A ca f C . a e L ed O e ea (he e af e efe ed a he Ma da P), G da ce f he A ce f A ca f L ed C . a e (he e af e efe ed a he G da ce f A ce f A ca), Le e f O S e.e a A.e.d.e he A ce f A ca f C . a e be L ed H g K g (he e af e efe ed a he O S e.e a A.e.d.e), R e G e g he L g f Sec e The S c E.cha ge f H g K g L ed (he e af e efe ed a he L g R e f he S c E.cha ge), The S c L g R e f he Sha gha S c E.cha ge (he e af e efe ed a he L g R e f SSE , ge he h he L g R e f he S c E.cha ge, ae efe ed a he L g R e),ad he ee a e e.e , h a a .afeg ad he ega ee f Fa Ga G C ., L.d. (福萊特玻璃集團股份有限公司) (he e af e efe ed a he C . a he C . a), ha eh de ad ced ad eg ae he ga -za ad c d c f he C . a . (MP1)</p>

Original Articles	Proposed Amendments
<p>The C . a c a ed a a c . ed c . a acc da ce h he C . a La , S ec a P a d he e e a PRC a dad. a e eg a .</p> <p>The C . a a c . ed c . a e ab hed 29 Dece. be 2005 b he . e de he e a e c g f he g a Zhe a g Fa Ga & M L d. The C . a a eg e ed h he Zhe a g P ca Ad. a f I d & C . e ce. The . e f he C . a ae: Ra H g a g, Ja g J h a, Ra Ze , Zhe g We g, She F a , Zh Q a . g, We Ye-zh g, She Q f , Ta H g-zh a d We Sh a . The C . a ' fed c a c ed c de 913300007044053729.</p> <p>Article 6 The A ce f A ca ha c . e effec a a b he c . ee a a de a . e a d f . he da e h ch he d . e c ha e f he C . a ae ed a SSE.</p> <p>U he effec e da f he e A ce f A ca , he A ce f A ca ha bec . e he ega d c . e eg a g he C . a ' ga -za a d ac e , a d he gh a d b ga be ee he C . a a d ha eh de a d a . g he ha eh de e e .</p>	<p>The C . a c a ed a a c . ed c . a acc da ce h he C . a La , S ec a P a d he e e a PRC a dad. a e eg a .</p> <p>The C . a a c . ed c . a e ab hed 29 Dece. be 2005 b he . e de he e a e c g f he g a Zhe a g Fa Ga & M L d. (浙江福萊特玻璃鏡業有限公司). The C . a a eg e ed h he Zhe a g P ca Ad. a f Market Regulation. The . e f he C . a ae: Ra H g a g, Ja g J h a, Ra Ze , Zhe g We g, She F a , Zh Q a . g, We Ye-zh g, She Q f , Ta H g-zh a d We Sh a . The C . a ' fed c a c ed c de 913300007044053729.</p> <p>Article 6 The Articles of Association shall be put into force upon the consideration and approval at the general meeting of the Company. Upon the effective day of the Articles of Association, the existing Articles of Association of the Company will lapse automatically.</p> <p>U he effec e da f he e A ce f A ca , he A ce f A ca ha bec . e he ega d c . e eg a g he C . a ' ga -za a d ac e , a d he gh a d b ga be ee he C . a a d ha eh de a d a . g he ha eh de e e .</p>

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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Original Articles	Proposed Amendments
<p>Article 21 The C . a . a c e a e c a a a a he eed f e a a d de e . e a d acc da ce V h he a , ad. a e eg a , de a . e a e , g e f he ace V he e he c a e aded a d ba ed he A c e f A c a . (MP20)</p> <p>The C . a . a c e a e c a a b :</p> <p>I a ce f V ha e b he C . a ha be bec a a a ec fed he A c e f A c a a d f V he ced e ec fed he e e a a d ad. a e eg a f he PRC a d he ace f g f he ha e f he C . a .</p> <p>The C . a ha eg e he cha ge f eg e ed ca a afe a ca a c e a e ed c V h he d a a d c . e c a ad. a a h a d . a e a a ce. e he e f.</p>	<p>Article 22 The C . a . a c e a e c a a a a he eed f e a a d de e . e a d acc da ce V h he a , ad. a e eg a , de a . e a e , g e f he ace V he e he c a e aded a d ba ed he A c e f A c a . (MP20)</p> <p>The C . a . a c e a e c a a b :</p> <p>I a ce f V ha e b he C . a ha be bec a a a ec fed he A c e f A c a a d f V he ced e ec fed he e e a a d ad. a e eg a f he PRC a d he ace f g f he ha e f he C . a .</p> <p>When the Company issues convertible corporate bonds, the procedures and arrangement for the issuance and conversion of convertible corporate bonds, as well as the changes in the Company's share capital resulting therefrom, shall be dealt with in accordance with the provisions of laws, administrative regulations, departmental rules and other documents and the provisions of the Company's listing document for convertible corporate bonds.</p> <p>The C . a ha eg e he cha ge f eg e ed ca a afe a ca a c e a e ed c V h he Market Regulation authority a d . a e a a ce. e he e f.</p>

Original Articles	Proposed Amendments
<p>Article 23 When a director, officer or shareholder of the Company shall be found to be in breach of the Company's articles of association, the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach. If the director, officer or shareholder fails to do so, the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach. The board of directors of the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach. If the director, officer or shareholder fails to do so, the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach.</p> <p>When the board of directors of the Company shall be found to be in breach of the Company's articles of association, the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach. If the director, officer or shareholder fails to do so, the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach. The board of directors of the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach.</p>	<p>Article 24 When a director, officer or shareholder of the Company shall be found to be in breach of the Company's articles of association, the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach. If the director, officer or shareholder fails to do so, the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach. The board of directors of the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach. If the director, officer or shareholder fails to do so, the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach.</p> <p>For the purpose of the preceding paragraph, shares or other securities with the nature of equity held by Directors, Supervisors, senior management and natural person shareholders include those held by their spouse, parents, and children and held under accounts opened by others.</p> <p>When the board of directors of the Company shall be found to be in breach of the Company's articles of association, the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach. If the director, officer or shareholder fails to do so, the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach. The board of directors of the Company shall have the right to require the director, officer or shareholder to pay to the Company a sum of money not exceeding the amount of the loss suffered by the Company as a result of the breach.</p> <p>If the Board of the Company fails to comply with the first clause of this article, the Directors shall bear joint liability.</p>

Original Articles	Proposed Amendments
<p>Article 26 The Company shall not repurchase its own shares, except in one of the following situations:</p> <p>(I) When the Company has been notified by the Registrar of Companies that the Company has been declared insolvent;</p> <p>(VII) If the Company is a subsidiary of a listed company.</p> <p>Except in the above circumstances, the Company shall not purchase its own shares. (MP24)</p>	<p>Article 27 The Company shall not repurchase its own shares, except in one of the following situations:</p> <p>(I) When the Company has been notified by the Registrar of Companies that the Company has been declared insolvent;</p> <p>(VII) If the Company is a subsidiary of a listed company.</p> <p>The Company shall purchase its issued shares in accordance with laws, administrative regulations, departmental rules, the listing rules of the stock exchanges on which the shares of the Company are listed and the Articles of Association. (MP24)</p>
<p>Article 27 The Company shall purchase its shares in any of the following situations:</p> <p>(I) If the Company has been notified by the Registrar of Companies that the Company has been declared insolvent;</p> <p>(II) If the Company has been notified by the Registrar of Companies that the Company has been declared insolvent;</p> <p>(III) If the Company has been notified by the Registrar of Companies that the Company has been declared insolvent;</p> <p>(IV) If the Company has been notified by the Registrar of Companies that the Company has been declared insolvent.</p> <p>When the Company has been notified by the Registrar of Companies that the Company has been declared insolvent, the Company shall purchase its shares in accordance with laws, administrative regulations, departmental rules, the listing rules of the stock exchanges on which the shares of the Company are listed and the Articles of Association. (MP25)</p>	<p>Article 28 The Company shall purchase its shares in any of the following situations:</p> <p>(I) If the Company has been notified by the Registrar of Companies that the Company has been declared insolvent;</p> <p>(II) If the Company has been notified by the Registrar of Companies that the Company has been declared insolvent;</p> <p>(III) If the Company has been notified by the Registrar of Companies that the Company has been declared insolvent;</p> <p>(IV) If the Company has been notified by the Registrar of Companies that the Company has been declared insolvent.</p> <p>When the Company has been notified by laws, administrative regulations and the CSRC.</p> <p>When the Company has been notified by laws, administrative regulations and the CSRC, the Company shall purchase its shares in accordance with laws, administrative regulations, departmental rules, the listing rules of the stock exchanges on which the shares of the Company are listed and the Articles of Association. (MP25)</p>

Original Articles	Proposed Amendments
<p>Article 29 Re-cha e f he C . a ' ha e f ea e (I) (II) f A ce 26 f he A ce f A ca ha be bec e a a ge e a . ee g. Whe e he C . a e cha e ha e de he c c . a ce a . e ed (III), (V) & (VI) f A ce 26 f he A ce f A ca , he e cha e ha be e ed b . e ha V - h d f he d ec e e a a b a d . ee g.</p> <p>(MP27)</p>	<p>Article 30 Re-cha e f he C . a ' ha e f ea e (I) (II) f Article 27 f he A ce f A ca ha be bec e a a ge e a . ee g. Whe e he C . a e cha e ha e de he c c . a ce a . e ed (III), (V) & (VI) f Article 27 f he A ce f A ca , he e cha e ha be e ed b . e ha V - h d f he d ec e e a a b a d . ee g.</p> <p>(MP27)</p>

Original Articles	Proposed Amendments
<p>Article 51 The d a ha eh de f he C . a ha be e ed he f V g gh : (MP45)</p> <p>(V) The ha eh de ha ha e he gh ba ee a f . a acc da ce V h he V , ad. a e eg a a d he A ce f A ca d gV e d c . e V h e ec he ca f ha e he d he C . a a d . be f ha e he d a d a fe e f ca f he a f he ha eh de b he C . a , c d g:</p> <p>1. Ob a g a c f he A ce f A ca a . e f d c c ;</p> <p>2. Be g e ed acce a d c a . e f ea ab ee . e e ;</p> <p>(1) C e f a ha eh de ' eg e ;</p> <p>(2) Pe a f . a f he C . a ' d ec , e , . a age a d he e . a age . e , c d g:</p> <p>(3) Re f a f he ed ha e ca a f he C . a ;</p> <p>(4) Re f he a a a e , . be f ha e , a d he h ghe a d V e ce f each ca f ha e e cha ed b he C . a ce he a f ca ea , a d he a e . e e a d b he C . a f h e;</p>	<p>Article 52 The d a ha eh de f he C . a ha be e ed he f V g gh : (MP45)</p> <p>(V) The ha eh de ha ha e he gh ba ee a f . a acc da ce V h he V , ad. a e eg a a d he A ce f A ca d gV e d c . e V h e ec he ca f ha e he d he C . a a d . be f ha e he d a d a fe e f ca f he a f he ha eh de b he C . a , c d g:</p> <p>1. Ob a g a c f he A ce f A ca a . e f d c c ;</p> <p>2. Be g e ed acce a d c a . e f ea ab ee . e e ;</p> <p>(1) C e f a ha eh de ' eg e ;</p> <p>(2) Pe a f . a f he C . a ' d ec , e , president a d he e . a age . e , c d g:</p> <p>(3) Re f a f he ed ha e ca a f he C . a ;</p> <p>(4) Re f he a a a e , . be f ha e , a d he h ghe a d V e ce f each ca f ha e e cha ed b he C . a ce he a f ca ea , a d he a e . e e a d b he C . a f h e;</p>

Original Articles	Proposed Amendments
<p>(5) C e f f c a e b d ;</p> <p>(6) The a e a d e d f a c a a e. e f h e C . a , a d h e e f h e b a d f d e c , a d a d b a d f e ;</p> <p>(7) C f h e a e a a e c e f e d h h e d a d c . . e c e a h f Ch a h e c . e e a h e ; a d</p> <p>(8) M e f h e g e e a . e e g (f e c f h a e h d e).</p>	<p>(5) C e f f c a e b d ;</p> <p>(6) The a e a d e d f a c a a e. e f h e C . a , a d h e e f h e b a d f d e c , a d a d b a d f e ;</p> <p>(7) C f h e a e a a e c e f e d h h e d a d c . . e c e a h f Ch a h e c . e e a h e ; a d</p> <p>(8) M e f h e g e e a . e e g (f e c f h a e h d e).</p>
(Adding Article 54)	<p>Article 54 In the event that the particulars of a resolution passed at a shareholders' general meeting or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition a people's court to establish such particulars as invalid.</p> <p>In the event that the procedures for convening a shareholders' general meeting or a board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution.</p>

Original Articles	Proposed Amendments
(Adding Article 55)	<p>Article 55 In the event that a director or a senior management officer violates laws, administrative regulations or the Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly having been holding more than one percent of voting shares of the Company for one hundred and eighty consecutive days or more shall have the right to request in writing that the board of supervisors bring legal action before a court. In the event that the board of supervisors violates laws, administrative regulations or the Articles of Association when executing its duties for the Company, thus causing losses to the Company, shareholders may request in writing that the board of directors bring legal action before a people's court.</p> <p>In the event that the board of supervisors or the board of directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within thirty days upon receipt of such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before a court in their own names in the interests of the Company.</p> <p>In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before a court in accordance with the provisions of the preceding two paragraphs.</p>

Original Articles	Proposed Amendments
(Adding Article 56)	Article 56 In the event that a director or a senior management officer of the Company violates laws, administrative regulations or these Articles of Association, thus causing damage to the interests of shareholders, the shareholders may bring legal action before a people's court.
Article 59 A ge e a . ee g ha e.e c e he f ǂ g f c a d ǂ e : (MP50)	Article 63 A ge e a . ee g ha e.e c e he f ǂ g f c a d ǂ e : (MP50)
(XIV) T c de a d a e he g a a ee . a e a e c bed A ce 60;	(XIV) T c de a d a e he g a a ee . a e a e c bed Article 64 ;
(XV) T e.a. e he C . a ' cha e d a f . a a e ǂ h e ea a a . e.cceed g 30% f he a a e f he C . a ;	(XV) T e.a. e he C . a ' cha e d a f . a a e ǂ h e ea a a . e.cceed g 30% f he a a e f he C . a ;
(XVI) T e.a. e a d a e cha ge he e f ceed ;	(XVI) T e.a. e a d a e cha ge he e f ceed ;
(XVII) T e.a. e a d a e e ce e a ;	(XVII) T e.a. e a d a e e ce e a and employee shareholding plan ;
(XVIII) T dec de . a e ǂ he e he C . a e cha e ha e de he c c . a ce a . e ed (I) & (II) f A ce 26 f he e A ce f A ca ;	(XVIII) T dec de . a e ǂ he e he C . a e cha e ha e de he c c . a ce a . e ed (I) & (II) f Article 27 f he e A ce f A ca ;
(XIX) T e.a. e he . a e ǂ h ch e ha be . ade b he ha eh de 'ge e a . ee ga e ed b he ǂ , ad . a e eg a a d he A ce f A ca ;	(XIX) T e.a. e he . a e ǂ h ch e ha be . ade b he ha eh de 'ge e a . ee ga e ed b he ǂ , ad . a e eg a , departmental rules a d he A ce f A ca ;

Original Articles	Proposed Amendments
<p>Article 60 The f 股 g e . e a g a a e e b he C . a ha be c de ed a d a ed b he ha eh de 'ge e a . ee g.</p> <p>(I) A g a a e e ded af e he a a. f e . e a g a a e e b he C . a a d c ed b d a e . ee e .ceed ff e ce f he a e a d ed e a e ;</p> <p>(II) A g a a e e ded f a a ge a 股 h e a e - ab a e e e e ce ;</p> <p>(III) A g a a e e 股 h a g e g a a eed a. e .ce f e e ce f he a e a d ed e a e ;</p> <p>(IV) A g a a e e e .ceed g 30% f he a a d ed a e f he a e e d c . a e ca c aed 股 h 股 e e c ec e . h bec he g a a e e a. ;</p> <p>(V) A g a a e e e .ceed g 50% f he a a d ed a e f he a e e d c . a e ca c aed 股 h 股 e e c ec e . h bec he g a a e e a. a d he ab e a. e .ceed RMB50 . ;</p> <p>(VI) A g a a e e ded ha eh de , de fac c e a d he e a ed a e .</p>	<p>Article 64 The f 股 g e . e a g a a e e b he C . a ha be c de ed a d a ed b he ha eh de 'ge e a . ee g.</p> <p>(I) A g a a e e ded af e he a a. f e . e a g a a e e b he C . a a d c ed b d a e . ee e .ceed ff e ce f he a e a d ed e a e ;</p> <p>(II) Any guarantee provided after the total amount of external guarantees by the Company and its controlled subsidiaries exceed thirty percent of the latest audited total assets;</p> <p>(III) A g a a e e ded f a a ge a 股 h e a e - ab a e e e e ce ;</p> <p>(IV) A g a a e e 股 h a g e g a a eed a. e .ce f e e ce f he a e a d ed e a e ;</p> <p>(V) A g a a e e e .ceed g 30% f he a a d ed a e f he a e e d c . a e ca c aed 股 h 股 e e c ec e . h bec he g a a e e a. ;</p> <p>(VI) Any guarantee provided to shareholders, de facto controllers and their connected parties;</p> <p>(VII) Other guarantee as stipulated by Listing Rules of Stock Exchange and Articles of Associations of the Company.</p> <p>The above external guarantees subject to the approval of the general meeting of the Company shall be considered and approved by the board of directors before they are submitted to the general meeting for approval. All the directors of the Company shall carefully consider and strictly control any debt risks arising from providing guarantee for any external party and shall be legitimately liable for any losses caused by any non-compliant or improper provision of such guarantee.</p>

Original Articles	Proposed Amendments
<p>Article 61 The C . a . a e e a c ac ♡ h a e he ha a d ec , e , a age he e e.ec e ha e a a g fca a f he C . a ' b e he ca e f he a d e , e a a b a ed b ha eh de a a ge e a . ee g b ♡ a f ec a e . (MP51)</p>	<p>Article 65 The C . a . a e e a c ac ♡ h a e he ha a d ec , e , president he e e.ec e ha e a a g fca a f he C . a ' b e he ca e f he a d e except under special circumstances such as where the Company is in a crisis. U e a a b a ed b ha eh de a a ge e a . ee g b ♡ a f ec a e . (MP51)</p>
<p>Article 62 Ge e a . ee g a e d ded a a ge e a . ee g a d e. a d a ge e a . ee g . Ge e a . ee g ha be c e ed b he b a d f d ec . A a ge e a . ee g ha be c e ed ce a ea ♡ h . . h afe he e d f he eced g f ca ea . (MP52)</p>	<p>Article 66 Ge e a . ee g a e d ded a a ge e a . ee g a d e. a d a ge e a . ee g . Ge e a . ee g ha be c e ed b he b a d f d ec . A a ge e a . ee g ha be c e ed ce a ea ♡ h . . h afe he e d f he eced g f ca ea . (MP52)</p>
<p>I a f he f ♡ g c c . a ce , he b a d f d ec ha c e e a e. a d a ge e a . ee g ♡ h ♡ . h :</p>	<p>I a f he f ♡ g c c . a ce , he b a d f d ec ha c e e a e. a d a ge e a . ee g within two months upon occurrence of such circumstance f:</p>
<p>(I) Whe he . be f d ec fa h f he . . . be e ed b he C . a La ♡ e ha ♡ - h d f he . be e ed b he A ce f A ca ;</p>	<p>(I) Whe he . be f d ec fa h f he . . . be e ed b he C . a La ♡ e ha ♡ - h d f he . be e ed b he A ce f A ca ;</p>
<p>(II) Whe he acc ed e f he C . a a. e- h d f a ha e ca a ;</p>	<p>(II) Whe he acc ed e f he C . a a. e- h d f a ha e ca a ;</p>
<p>(III) Whe ha eh de () d d a h d g 10% . e f he C . a ' ed a d a d g ha e ca g g gh e e () ♡ g f he c e g f a e. a d a ge e a . ee g ;</p>	<p>(III) Whe ha eh de () d d a h d g 10% . e f he C . a ' ed a d a d g ha e ca g g gh e e () ♡ g f he c e g f a e. a d a ge e a . ee g ;</p>
<p>(IV) Whe he b a d f d ec dee. ece a he b a d f e e c e e a e. a d a ge e a . ee g ;</p>	<p>(IV) Whe he b a d f d ec dee. ece a he b a d f e e c e e a e. a d a ge e a . ee g ;</p>
<p>(V) Whe . e ha ha f f de e de d ec e c e e he . ee g ;</p>	

Original Articles	Proposed Amendments
<p>(VI) I a he c c . a ce a ed b he ¶, ad. a e eg a , de a . e a eg a , he L g R e a d he A ce f A c a .</p> <p>The e e f he ge e a . ee g ha be he d . e c f he C . a he e ee . c fed he ce f he ge e a . ee g. A ge e a . ee g ha be c d ced he f . f a h ca . ee g a he de g a ed e e f . ee g. I add , he C . a ¶ de e a d he . ea f he c e e ce f a c a b he ha eh de . A ha eh de ¶ h a c a e a ge e a . ee g he af e a d . ea ha be dee . ed a be g e e .</p>	<p>(V) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, the Listing Rules and the Articles of Association.</p> <p>The e e f he ge e a . ee g ha be he d . e c f he C . a he e ee . c fed he ce f he ge e a . ee g. After issuing the notice of a general meeting, the venue of the physical general meeting shall not be changed without any justifiable causes. If there is a need to change, the convener shall make an announcement and explain the reasons at least two working days prior to the physical meeting date. A ge e a . ee g ha be c d ced he f . f a h ca . ee g a he de g a ed e e f . ee g. I add , he C . a ¶ de e a d he . ea f he c e e ce f a c a b he ha eh de . A ha eh de ¶ h a c a e a ge e a . ee g he af e a d . ea ha be dee . ed a be g e e .</p>
<p>Article 63 A ¶ e ce c e g he a a ge e a . ee g ha be g e b he c e e e ha 20 b e da bef e he da e f he . ee g f a ha eh de f he . ee g; ¶ he ea a ¶ e ce f he e . a d a ge e a . ee g ha be g e e ha 15 b e da bef e he da e f he . ee g f a ha eh de f he . ee g. A b e da a . e ed h a c e f a c a efe a ad g da f ec e he H g K g S c E . cha ge.</p> <p>The ca c a f he ab e . e ed e d ha c de he da e f b h g he a ce . e a d ha f he . ee g c e ed.</p>	<p>Article 67 A ¶ e ce c e g he a a ge e a . ee g ha be g e b he c e e e ha 21 days bef e he da e f he . ee g f a ha eh de f he . ee g; ¶ he ea a ¶ e ce f he e . a d a ge e a . ee g ha be g e e ha 15 days bef e he da e f he . ee g f a ha eh de f he . ee g.</p> <p>The ca c a f he ab e . e ed e d ha c de he da e f b h g he a ce . e a d ha f he . ee g c e ed.</p>

Original Articles	Proposed Amendments
<p>Article 64 Notice of general meeting shall be given by the company to the members of the company: (MP56)</p> <p>(I) In the case of a general meeting;</p> <p>(II) Subject to the provisions of the articles, the company shall give notice of the meeting to the members of the company;</p> <p>(III) Subject to the provisions of the articles, the company shall give notice of the meeting to the members of the company;</p> <p>(V) The company shall give notice of the meeting to the members of the company, and the notice shall specify the time and place of the meeting, the business to be transacted, and the names of the persons entitled to attend and vote at the meeting. The notice shall be given to the members of the company at least 14 days before the meeting, and the notice shall be given to the members of the company in the manner specified in the articles.</p> <p>(X) The company shall give notice of the meeting to the members of the company, and the notice shall specify the time and place of the meeting, the business to be transacted, and the names of the persons entitled to attend and vote at the meeting. The notice shall be given to the members of the company at least 14 days before the meeting, and the notice shall be given to the members of the company in the manner specified in the articles.</p>	<p>Article 68 Notice of general meeting shall be given by the company to the members of the company: (MP56)</p> <p>(I) In the case of a general meeting;</p> <p>(II) Subject to the provisions of the articles, the company shall give notice of the meeting to the members of the company;</p> <p>(III) Subject to the provisions of the articles, the company shall give notice of the meeting to the members of the company, and proposals to be considered at the meeting;</p> <p>(V) The company shall give notice of the meeting to the members of the company, and the notice shall specify the time and place of the meeting, the business to be transacted, and the names of the persons entitled to attend and vote at the meeting. The notice shall be given to the members of the company at least 14 days before the meeting, and the notice shall be given to the members of the company in the manner specified in the articles.</p> <p>(X) The company shall give notice of the meeting to the members of the company, and the notice shall specify the time and place of the meeting, the business to be transacted, and the names of the persons entitled to attend and vote at the meeting. The notice shall be given to the members of the company at least 14 days before the meeting, and the notice shall be given to the members of the company in the manner specified in the articles.</p> <p>(XI) Specifies the voting time and voting procedure for voting on the network or otherwise.</p>
<p>(Adding Article 71)</p>	<p>Article 71 After a notice of shareholders' general meeting is given, the shareholders' general meeting shall not be postponed or canceled, and the proposals set out in the notice of shareholders' general meeting shall not be canceled without due reason. Once the meeting is postponed or cancelled, the convener shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.</p>

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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Original Articles	Proposed Amendments
<p>Article 78 Shareholders (including the holder of the shares) who have acquired shares in the Company shall be entitled to the following rights:</p> <p>Each shareholder shall have the right to elect and to be elected as a director of the Company.</p> <p>When a shareholder is affected by the loss of his shares, he shall be entitled to the same rights as the shareholder who has lost his shares.</p> <p>The Company shall have the right to elect and to be elected as a director of the Company.</p>	<p>Article 83 Shareholders (including the holder of the shares) who have acquired shares in the Company shall be entitled to the following rights:</p> <p>Each shareholder shall have the right to elect and to be elected as a director of the Company.</p> <p>When a shareholder is affected by the loss of his shares, he shall be entitled to the same rights as the shareholder who has lost his shares.</p> <p>The Company shall have the right to elect and to be elected as a director of the Company.</p> <p>Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.</p>

Original Articles	Proposed Amendments
<p>The board of directors of the Company, de facto directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC shall collect the voting rights from the shareholders. Save for statutory conditions, the Company shall not impose any restriction on minimum shareholdings in collecting the voting rights.</p>	<p>The board of directors of the Company, de facto directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC shall collect the voting rights from the shareholders. Save for statutory conditions, the Company shall not impose any restriction on minimum shareholdings in collecting the voting rights.</p>
<p>Article 79 When the board of directors of the Company decides to elect or re-elect a director, the board of directors shall prepare a filing at the stock exchange.</p> <p>Before the board of directors of the Company makes a decision, the board of directors shall prepare a filing at the stock exchange.</p> <p>When the board of directors of the Company decides to elect or re-elect a director, the board of directors shall prepare a filing at the stock exchange.</p>	<p>Article 84 When the board of directors of the Company decides to elect or re-elect a director, the board of directors shall prepare a filing at the stock exchange.</p> <p>Before the board of directors of the Company makes a decision, the board of directors shall prepare a filing at the stock exchange.</p> <p>When the board of supervisors or the board of directors of the Company decides to elect or re-elect a director, the board of supervisors or the board of directors shall prepare a filing at the stock exchange.</p>

Original Articles	Proposed Amendments
<p>Article 84 The fca dda e f d ec a d e ha be b. ed he ha eh de ' ee g a a a f g. The . e h d a d ced e f . a f d ec a d e a e a f ¶ :</p> <p>(V) Whe he ha eh de . a e d ec (), de e de d ec () e (), he . a a , de a f he . a ed ca d da e , dec a a de a g f he ca d da e ha be b. ed he b a d f d ec 10 b e da bef e c e g he ge e a . ee g.</p>	<p>Article 89 The fca dda e f d ec a d e ha be b. ed he ha eh de ' ee g a a a f g. The . e h d a d ced e f . a f d ec a d e a e a f ¶ :</p> <p>(V) Whe he ha eh de . a e d ec (), de e de d ec () e (), he . a a , de a f he . a ed ca d da e , dec a a de a g f he ca d da e ha be b. ed he b a d f d ec 10 days bef e c e g he ge e a . ee g.</p>

Original Articles	Proposed Amendments
<p>Article 86 Re f a g e e a . e e g h a b e d d e d d a e a d e c a e . (MP64)</p> <p>O d a e h a b e a e d b e e e e g . e h a h a f f g g h h e d b h a e h d e (c d g . e h e e f) e e a h e g e e a . e e g .</p> <p>S e c a e h a b e a d e d b h a e h d e e e e g 2/3 . e f h e g g h f h e h a e h d e (c d g . e h e e f) e e c e .</p> <p>S h a e h d e (c d g . e h e e f) e e a h e h a e h d e ' . e e g h a e e e f h e f ♡ g c . . e f e a c h e h a e e d b e e d : f , a g a a b a . S e c e e g a a d c e a g a h e . a h d g f h e S c C e c P g a . e b e ♡ e e M a a d a d H g K g h a f ♡ h e e f h e b e e f c a h d e f h e h a e g . I c . e e , ♡ g f e d , e g b e c a e h a b e d e e d a h e e ' ♡ a e f h e g g h , a d h e g e e e e g h e h a e h e d b c h e h a b e c e d a a b e .</p> <p>The C . a h a , h e e . e f e g h e ♡ f e a d a d f h e h a e h d e ' . e e g , d e c e e c e h a e h d e a e d g h e g e e a . e e g h g h a . e h d a d c h a e , ♡ h g e h e f . d e f . a e c h g . e a e c h a e g a f . .</p> <p>The a e g g h h a b e e e c e d ♡ h e f h e g . e h d , a e - e , e h e g . e h d . The f g e c d e e d a a d c a e f . e g f h e a e g g h .</p>	<p>Article 91 Re f a g e e a . e e g h a b e d d e d d a e a d e c a e . (MP64)</p> <p>O d a e h a b e a e d b e e e e g . e h a h a f f g g h h e d b h a e h d e (c d g . e h e e f) e e a h e g e e a . e e g .</p> <p>S e c a e h a b e a d e d b h a e h d e e e e g 2/3 . e f h e g g h f h e h a e h d e (c d g . e h e e f) e e c e .</p> <p>S h a e h d e (c d g . e h e e f) e e a h e h a e h d e ' . e e g h a e e e f h e f ♡ g c . . e f e a c h e h a e e d b e e d : f , a g a a b a . S e c e e g a a d c e a g a h e . a h d g f h e S c C e c P g a . e b e ♡ e e M a a d a d H g K g h a f ♡ h e e f h e b e e f c a h d e f h e h a e g . Incomplete, wrongly filled, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".</p> <p>The same voting rights shall be exercised with only one of the voting methods, namely on-site, online or other voting methods. The first voting result is considered as valid in case of multiple voting of the same voting rights.</p>

Original Articles	Proposed Amendments
<p>Article 88 The following shall have been adopted by the general meeting: (MP71)</p> <p>(I) The general meeting shall have the authority to add the following to the articles of association:</p> <p>(II) The general meeting shall have the authority to add the following to the articles of association:</p> <p>(III) The general meeting shall have the authority to add the following to the articles of association:</p>	<p>Article 93 The following shall have been adopted by the general meeting: (MP71)</p> <p>(I) The general meeting shall have the authority to add the following to the articles of association:</p> <p>(II) The general meeting shall have the authority to add the following to the articles of association:</p> <p>(III) The general meeting shall have the authority to add the following to the articles of association: and</p>
<p>(Adding Article 98)</p>	<p>Article 98 Minutes of the general meeting of shareholders shall be prepared by the Secretary to the board of directors and the</p>

Original Articles	Proposed Amendments
	<p>(V) the enquiries or recommendations raised by the shareholders and the corresponding explanations or clarification;</p> <p>(VI) the names of the lawyer, the vote counters and the vote scrutinizers;</p> <p>(VII) any other matters that shall be recorded in the minutes as required by the Articles of Association of the Company.</p>
<p>Article 93 Records of the general meeting shall be recorded in the minutes, which shall be signed by the chairman of the meeting and the secretary to the board of directors. The records shall be kept by the company and shall be available for inspection by the shareholders of the company.</p>	<p>Article 99 The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, the supervisors, the secretary to the board of directors, the convener or his/her representative and the chairperson shall sign on the minutes. The minutes shall be kept, together with other valid information such as the book of signatures of the shareholders present at the meeting and the power of attorney for the proxies, and the valid information regarding the voting via the Internet or other means, for no less than 10 years.</p>
<p>(Adding Article 100)</p>	<p>Article 100 The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC sub-office and the stock exchange where the Company is located. If the listing rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.</p>

Original Articles	Proposed Amendments
(Adding Article 102)	<p>Article 102 The on-the-spot General Meeting shall not end earlier than the end of the meeting held online or by any other means, and the chairperson of the meeting shall announce the voting results on each proposal at the on-the- spot meeting and whether the proposal is adopted based on the voting results.</p> <p>All parties involved in the voting on the spot, online or by any other means at the General Meeting, including the Company, vote counters, scrutineers, major shareholders and network service providers, shall be obliged to keep confidential the voting before the voting results are formally announced.</p>
(Adding Article 103)	<p>Article 103 Resolutions passed at the meeting shall be immediately announced in accordance with the listing rules of the stock exchange where the Company's shares are publicly traded. The announcement should list the number of shareholders or their agents appearing at the meeting, the total number of voting shares of such shareholders or agents, the ratio of such voting shares to total voting shares at the Company, the means by which votes were cast, the voting result for each proposal, and the particulars of each resolution passed. Statistics on the attendance and the voting of domestic shareholders and foreign shareholders shall be kept on an individual basis, and announced accordingly.</p>
<p>Article 99 R gh c fe ed a c a f ha eh de he ca ac f ha eh de . a be a ed ab ga ed e a ed b a ec a e f ha eh de ' ge e a . ee ga db h de f ha e f ha ca a a e a a e . ee g c d ced acc da ce ♡ h A c e 100 105 a ed he A c e f A c a . (MP79)</p>	<p>Article 108 R gh c fe ed a c a f ha eh de he ca ac f ha eh de . a be a ed ab ga ed e a ed b a ec a e f ha eh de ' ge e a . ee ga db h de f ha e f ha ca a a e a a e . ee g c d ced acc da ce ♡ h Articles 110 to 114 a ed he A c e f A c a . (MP79)</p>

Original Articles	Proposed Amendments
<p>Article 101 The ca ha eh de affec ed, he he he ee ed e a a ge e a . ee g, ha ee he e be e ed e a a ca . ee g h e ec . a e e f h (II) (VIII), (XI) (XII) f A ce 100, b ee ed ha eh de () ha be e ed e ca . ee g .</p> <p>The . ea g f ee ed ha eh de he eced g a ag a h :</p> <p>(I) he ca e f a e cha e f ha e b ffe a ha eh de a a acc d g A ce 27 de he A ce f A ca b c dea g a c e cha ge, a c g ha eh de h he . ea g f A ce 57 a ed he A ce f A ca ;</p> <p>(II) he ca e f a e cha e f ha e b a ff-. a e c ac acc d g A ce 27 ded he A ce f A ca , a h de f he ha e h ch he ed c ac e a e ;</p> <p>(III) he ca e f a e c g f he C . a , a ha eh de h a ca h bea e ha a a e b de . ed ha ca de he ed e c g h ha a ee he ed e c g d ffe e f . he ee f ha eh de f ha ca .</p> <p>(MP81)</p>	<p>Article 110 The ca ha eh de affec ed, he he he ee ed e a a ge e a . ee g, ha ee he e be e ed e a a ca . ee g h e ec . a e e f h (II) (VIII), (XI) (XII) f Article 109, b ee ed ha eh de () ha be e cha e f ha e b ffe a ha eh de a a acc d g A ce 27 de he A ce f</p> <p>ff-. a e c ac acc d g A ce 27 ded he A ce f A ca , a h de f he ha e h ch he ed c ac</p>

Original Articles	Proposed Amendments
<p>Article 102 Re f a c a . e e g h a b e a e d b e e e e g . e h a ¶ - h d f h e g g h f h a e h d e f h a c a e e a h e . e e g ¶ h , a c c d a c e ¶ h A c c e 101, a e e e d e a h e . e e g . (MP82)</p>	<p>Article 111 Re f a c a . e e g h a b e a e d b e e e e g . e h a ¶ - h d f h e g g h f h a e h d e f h a c a e e a h e . e e g ¶ h , a c c d a c e ¶ h Article 110, a e e e d e a h e . e e g . (MP82)</p>
<p>Article 103 Whe e h e C . a c e e a c a . e e g , a ¶ e c e h a b e g e a a c e . e h a b e b h e d a e a 20 b e d a b e f e h e d a e f h e a a g e e a . e e g a d a e a 15 b e d a b e f e h e d a e f h e e . a d a g e e a . e e g f a h e h a e h d e f h e a d c a h e h a e h d e ' e g e f h e . a e b e c d e d a h e . e e g , a d h e d a e a d e e f h e . e e g . The c a c a f h e a b e . e e d e d h a c d e h e d a e f b h g h e a c e . e a d h a f h e . e e g c e e d .</p>	<p>Article 112 Whe e h e C . a c e e a c a . e e g , a ¶ e c e h a b e g e a a c e . e h a b e b h e d a e a 21 days b e f e h e d a e f h e a a g e e a . e e g a d a e a 15 days b e f e h e d a e f h e e . a d a g e e a . e e g f a h e h a e h d e f h e a d c a h e h a e h d e ' e g e f h e . a e b e c d e d a h e . e e g , a d h e d a e a d e e f h e . e e g . The c a c a f h e a b e . e e d e d h a c d e h e d a e f b h g h e a c e . e a d h a f h e . e e g c e e d .</p>
<p>The . e e d b c a . e e g (a d e d . e e g e . c d e d) c e e d f h e e f a c a e g h . b e a e a e - h d f h e h d e f e d h a e f c h c a .</p>	<p>The . e e d b c a . e e g (a d e d . e e g e . c d e d) c e e d f h e e f a c a e g h . b e a e a e - h d f h e h d e f e d h a e f c h c a .</p>

Original Articles	Proposed Amendments
<p>Article 109 The board of directors shall be accountable to the general meeting of shareholders of the Company (MP88)</p> <p>(VI) The shareholders shall elect or reduce the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans;</p> <p>(VII) The shareholders shall elect or reduce the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans;</p> <p>(VIII) The shareholders shall elect or reduce the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans;</p> <p>(IX) The shareholders shall elect or reduce the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans;</p> <p>(X) The shareholders shall elect or reduce the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans;</p> <p>(XI) The shareholders shall elect or reduce the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans;</p> <p>(XII) The shareholders shall elect or reduce the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans;</p>	<p>Article 118 The board of directors shall be accountable to the general meeting of shareholders of the Company (MP88)</p> <p>(VI) The shareholders shall increase or reduction of the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans;</p> <p>(VII) The shareholders shall material acquisitions, purchase of shares of the Company registered capital, and change of the Company form;</p> <p>(VIII) The shareholders shall material acquisitions, purchase of shares of the Company registered capital, and change of the Company form;</p> <p>(IX) The shareholders shall material acquisitions, purchase of shares of the Company registered capital, and change of the Company form;</p> <p>(X) The shareholders shall material acquisitions, purchase of shares of the Company registered capital, and change of the Company form;</p> <p>(XI) The shareholders shall material acquisitions, purchase of shares of the Company registered capital, and change of the Company form;</p> <p>(XII) The shareholders shall material acquisitions, purchase of shares of the Company registered capital, and change of the Company form;</p> <p>(XIII) The shareholders shall material acquisitions, purchase of shares of the Company registered capital, and change of the Company form;</p>

Original Articles	Proposed Amendments
(XIII) T f . a e he a f a a e d e he A c e f A c a ;	(XIV) T e he ca d da e f de e de d ec he ge e a . ee g a d gge e. a a d e ace. e f de e de d ec ;
(XIV) T dec de he d . e c a d e ea b a ch c e f he C . a ;	(XV) T gge a . e , e & a d . a f he acc g f . he ge e a . ee g;
(XV) T dec de he c da , d a d e c g f he C . a , h - ed b d a e a d c ed b d a e ;	(XVI) T ece e he e f he president a d e . a e h ;
(XVI) T dec de he c e f he ec a c . . ee f he b a d f d ec a d ec a d d . he e - -cha ge f he c . . ee ;	(XVII) T . a age . a e e ec f d c e f he C . a ' f . a ;
(XVII) T e he ca d da e f de e de d ec he ge e a . ee g a d gge e. a a d e ace. e f de e de d ec ;	(XVIII) T f . a e he e ce e a ;
(XVIII) T gge a . e , e & a d . a f he acc g f . he ge e a . ee g;	(XIX) The b a d f d ec ha e . e c e he dec . a g a h f e g e . e (c d g ca a ce a e a d e a fe f he e . e e e e), f a c g, e e e . e , e f a c g a d e . e a g a a ee he ha h e be de e . ed b e f he ge e a . ee g acc da ce h he a d eg a a d he A c e f A c a ;
(XIX) T ece e he e f he ge e a . a age a d e . a e h ;	(XX) A single donation involving over RMB20 million but not more than RMB50 million, and involving a cumulative amount of not more than RMB60 million in a fiscal year shall be subject to consideration and approval by the board of directors. A single donation involving over RMB50 million or involving a cumulative amount of more than RMB60 million in a fiscal year shall be subject to consideration and approval at the general meeting of the Company;
(XX) T . a age . a e e ec f d c e f he C . a ' f . a ;	(XXI) T de e . e he . a e f he C . a he ha . a e h ch ha be de e . ed a he ge e a . ee g acc da ce h he C . a L a d he A c e f A c a ;
(XXI) T f . a e he e ce e a ;	
(XXII) The b a d f d ec ha e . e c e he dec . a g a h f e g e . e (c d g ca a ce a e a d e a fe f he e . e e e e), f a c g, e e e . e , e f a c g a d e . e a g a a ee he ha h e be de e . ed b e f he ge e a . ee g acc da ce h he a d eg a a d he A c e f A c a ;	

Original Articles	Proposed Amendments
(XXIII) T de e . e he . a e f he C . a he ha . a e h ch ha be de e . ed a he ge e a . ee g acc da ce h he C . a L a d he A ce f A ca ;	(XXII) T de e . e he C . a ' . a age. e e , c d g a e . e , f a c a c , e a a d a d ega c , a d . e. e e he e f;
(XXIV) T de e . e he C . a ' . a age. e e , c d g a e . e , f a c a c , e a a d a d ega c , a d . e. e e he e f;	(XXIII) O he e a e c bed he A ce f A ca ga ed a h -za b he ge e a . ee g;
(XXV) O he e a e c bed he A ce f A ca ga ed a h -za b he ge e a . ee g;	(XXIV) O he . a e c fe ed b he , ad. a e eg a , de a . e a e a d he eg a f he L g R e he A ce f A ca .
(XXVI) O he . a e c fe ed b he , ad. a e eg a , de a . e a e a d he eg a f he L g R e he A ce f A ca .	The b a d f d ec . a e e he e ec fed he eced g a ag a h b a a f . e ha ha f f he d ec a e f he e ec fed (VI), (VII) a d (XI), a d he eg a f he L g R e, f h ch a a f . e ha -h d f he d ec e ed.
The b a d f d ec . a e e he e ec fed he eced g a ag a h b a a f . e ha ha f f he d ec a e f he e ec fed (VI), (VII) a d (XIII), a d he eg a f he L g R e, f h ch a a f . e ha -h d f he d ec e ed.	If he e e ed d ec h a e d he . ee g a e e ha h ee, he b a d f d ec ha . e b. he e e a a he ha eh de ' . ee g f a a . The b a d f d ec ha a e he e e a a f a a f ch a he b. g a d ec d g he f he e e ed d ec .
If he e e ed d ec h a e d he . ee g a e e ha h ee, he b a d f d ec ha . e b. he e e a a he ha eh de ' . ee g f a a . The b a d f d ec ha a e he e e a a f a a f ch a he b. g a d ec d g he f he e e ed d ec .	

Original Articles	Proposed Amendments
<p>Article 114 The de e de d ec ha a e.e c e he f V g ec a V e add he f c a d V e a e c bed he C . a Lā, he e e a ā, ad. a e eg a a d a g a ed he A c e f A c a .</p> <p>(V) T de e de a e. e a a d a d c g ga ;</p> <p>(VI) T c g gh f . ha eh de a b c . a e c e g he ha eh de ' . ee g.</p> <p>Whe he de e de d ec e.e c e he f c a d V e a e c bed a ag a h (I) a d (II) f h A c e, he . a e ha be b. ed he b a d f d ec f d c c e b . e ha ha f f he de e de d ec ; f a ag a h (III), (IV) a d (VI), ha be a ed b . e ha ha f f he de e de d ec ; a d f a ag a h (V), ha be a ed b a de e de d ec . A fee a g f . e.e c g he af e a d f c a d V e b he de e de d ec ha be b e b he C . a . If he ab e . e ed a a e ef ed he f c a d V e a e ab e be e.e c ed, he C . a ha d c e he f . a c ce ed.</p> <p>Se a a e e. e a , a d , . a c . . ee ha be f . ed de he b a d f d ec a d de e de d ec ha . a e . e ha ha f f he . e. be f he e ec e c . . ee .</p>	<p>Article 123 The de e de d ec ha a e.e c e he f V g ec a V e add he f c a d V e a e c bed he C . a Lā, he e e a ā, ad. a e eg a a d a g a ed he A c e f A c a .</p> <p>(V) To publicly solicit proxies from shareholders before general meetings;</p> <p>(VI) To independently retain external auditing and consulting institutions to audit or to be advised on specific matters concerning the Company.</p> <p>Whe he de e de d ec e.e c e he f c a d V e a e c bed a ag a h (I) a d (II) f h A c e, he . a e ha be b. ed he b a d f d ec f d c c e b . e ha ha f f he de e de d ec ; for paragraph (I) to (V), ha be a ed b . e ha ha f f all independent directors; a d f paragraph (VI), ha be a ed b a de e de d ec . A fee a g f . e.e c g he af e a d f c a d V e b he de e de d ec ha be b e b he C . a . If he ab e . e ed a a e ef ed he f c a d V e a e ab e be e.e c ed, he C . a ha d c e he f . a c ce ed.</p> <p>For requirements prescribed in the laws, regulations, regulatory documents and relevant provisions of the stock exchange where the Company is listed and regulatory authority, those requirements shall prevail.</p>

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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Original Articles	Proposed Amendments
<p>Article 135 he b a d f e ha be acc abe he ge e a . ee g a d ha e . e c e he f ¶ g ¶ e acc d g he ¶ : (MP108)</p> <p>(I) T e ¶ he f a c a e a f he C . a ;</p> <p>(II) T e e he e f . a ce f d ec , ge e a . a age a d he e . a age. e f he d e he C . a , a d e d . a f d ec a d e . a age. e ¶ h ha e a ed he ¶ , ad . a e eg a , he A c e f A c a he e f ge e a . ee g ;</p> <p>(III) T de. a d ed e f . he C . a ' d ec , ge e a . a age a d e . a age. e h d he ac be dee. ed ha . f he C . a ' e e ;</p> <p>(IV) T e . a e f a c a f . a ch a f a c a e , b e e a d f d b a a ed b he b a d f d ec he ge e a . ee g, a d f he e a e a e e , e gage eg e ed acc a ac c g a d he a . e f he C . a a he e . a a ;</p> <p>(V) T e he c e g f e . a d a ge e a . ee g a d, ca e he b a d f d ec d e e f . he b ga c e e a d e de e he ge e a . ee g a e c bed he C . a L¶ , c e e a d e de e he ge e a . ee g ;</p> <p>(VI) T e . he ge e a . ee g ;</p> <p>(VII) T e he c e g f e . a d a . ee g f he b a d f d ec ;</p>	<p>Article 144 he b a d f e ha be acc abe he ge e a . ee g a d ha e . e c e he f ¶ g ¶ e acc d g he ¶ : (MP108)</p> <p>(I) To examine the periodic reports of the company prepared by the board of directors and produce written examination opinions thereon;</p> <p>(II) T e ¶ he f a c a e a f he C . a ;</p> <p>(III) T e e he e f . a ce f d ec , president a d he e . a age. e f he d e he C . a , a d e d . a f d ec a d e . a age. e ¶ h ha e a ed he ¶ , ad . a e eg a , he A c e f A c a he e f ge e a . ee g ;</p> <p>(IV) T de. a d ed e f . he C . a ' d ec , president a d e . a age. e h d he ac be dee. ed ha . f he C . a ' e e ;</p> <p>(V) T e he c e g f e . a d a ge e a . ee g a d, ca e he b a d f d ec d e e f . he b ga c e e a d e de e he ge e a . ee g ;</p> <p>(VI) T e . he ge e a . ee g ;</p> <p>(VII) T e he c e g f e . a d a . ee g f he b a d f d ec ;</p>

Original Articles	Proposed Amendments
<p>(VIII) The board shall have the authority to manage the business and affairs of the Corporation and to cause the Corporation to be managed in accordance with the provisions of the Charter and the Bylaws of the Corporation;</p> <p>(IX) The board shall have the authority to cause the Corporation to be managed in accordance with the provisions of the Charter and the Bylaws of the Corporation;</p> <p>(X) The board shall have the authority to cause the Corporation to be managed in accordance with the provisions of the Charter and the Bylaws of the Corporation.</p> <p>The board shall have the authority to cause the Corporation to be managed in accordance with the provisions of the Charter and the Bylaws of the Corporation.</p>	<p>(IX) The board shall have the authority to cause the Corporation to be managed in accordance with the provisions of the Charter and the Bylaws of the Corporation;</p> <p>(X) The board shall have the authority to cause the Corporation to be managed in accordance with the provisions of the Charter and the Bylaws of the Corporation.</p> <p>The board shall have the authority to cause the Corporation to be managed in accordance with the provisions of the Charter and the Bylaws of the Corporation.</p>
(Adding Article 145)	Article 145 The supervisors shall ensure that the information disclosed shall be true, accurate and complete, and sign a written confirmation for regular reports.
Article 137 The board shall have the authority to cause the Corporation to be managed in accordance with the provisions of the Charter and the Bylaws of the Corporation.	<p>Article 147 The board shall have the authority to cause the Corporation to be managed in accordance with the provisions of the Charter and the Bylaws of the Corporation.</p> <p>Supervisors can request to have the speech they make in the meeting recorded in the minutes. The meeting minutes of the board of supervisors shall be kept as a file of the Company for ten years.</p>
Article 148 The board shall have the authority to cause the Corporation to be managed in accordance with the provisions of the Charter and the Bylaws of the Corporation.	Article 158 The board shall have the authority to cause the Corporation to be managed in accordance with the provisions of the Charter and the Bylaws of the Corporation.

Original Articles	Proposed Amendments
<p>Article 154 A a g a a ee ded b he C . a a f Pa ag a h l f A c e 151 ha be e f ceab e e .ce he f √ g c c . a ce :</p> <p>(I) The e de d e √ ha ha ded a he c eced e f he d ec , e , ge e a . a age a d he e . a age. e f he C . a a e c . a ;</p> <p>(II) The c a e a ded b he C . a ha bee d b he e de √ f a b a f de cha e . (MP125)</p>	<p>Article 164 A a g a a ee ded b he C . a a f Pa ag a h l f Article 162 ha be e f ceab e e .ce he f √ g c c . a ce :</p> <p>(I) The e de d e √ ha ha ded a he c eced e f he d ec , e , president a d he e . a age. e f he C . a a e c . a ;</p> <p>(II) The c a e a ded b he C . a ha bee d b he e de √ f a b a f de cha e . (MP125)</p>
<p>Article 158 The C . a ha ec f he c ac c c ded √ h he d ec e e a e . e a ha f he C . a be g a e e , he d ec e f he C . a ha e he gh ee c . e a he a . e f f ffce f e e . e , bec a ed a he ge e a . ee g. The af e a d a e e f he C . a c de a f he f √ g: (MP129)</p> <p>(I) A ffe . ade b a e a he ha eh de ;</p> <p>(II) A ffe . ade b a e √ h he a . f ca g he ffe bec . e a c g ha eh de f he C . a . The def f a c g ha eh de he a e a ha A c e 57 f he A c e f A c a .</p> <p>A . e ece ed b he e e a d ec e a f h A c e ha be g h e √ h acce he a d ffe a d e he ha e , a d he a d d ec e ha bea he e . e e f d b g he a d . e , √ h ch ha be ded c ed f . he a d . e .</p>	<p>Article 168 The C . a ha ec f he c ac c c ded √ h he d ec e e a e . e a ha f he C . a be g a e e , he d ec e f he C . a ha e he gh ee c . e a he a . e f f ffce f e e . e , bec a ed a he ge e a . ee g. The af e a d a e e f he C . a c de a f he f √ g: (MP129)</p> <p>(I) A ffe . ade b a e a he ha eh de ;</p> <p>(II) A ffe . ade b a e √ h he a . f ca g he ffe bec . e a c g ha eh de f he C . a . The def f a c g ha eh de he a e a ha Article 61 f he A c e f A c a .</p> <p>A . e ece ed b he e e a d ec e a f h A c e ha be g h e √ h acce he a d ffe a d e he ha e , a d he a d d ec e ha bea he e . e e f d b g he a d . e , √ h ch ha be ded c ed f . he a d . e .</p>

Original Articles	Proposed Amendments
<p>Article 171 The c f f d b f he C . a :</p> <p>(II) The C . a ' f d b c a d he ec f c d de d d b a ha be f . a ed, c de ed a d a ed b he b a d f d ec a d he e ed he ge e a . ee g f ha eh de f a a ; ¶ he he b a d f d ec f . a e he f d b c a d d de d d b a , ha a e f c de a f he f he de e de d ec , he b a d f e a d he b c e .</p> <p>(III) The C . a d b e he d de d f . f ca h d de d, c d de d a c . b a f b h.</p> <p>(V) The C . a h d ac e d b e he f ca h a ha be e ha 20% f he d b ab e f ea -zed ha ea . F ca h-ba ed d b , he C . a . c de ¶ he he ca h ab e . ee he eed f he C . a ' . a e a a d g- e . de e . e afe ch d b de e e ha he d b a he e e f ha eh de a a ¶ h e:</p> <p>(1) Whe e he C . a a de e ed age ¶ h g f ca ca a e . e d e a a ge . e , he d de d d b ed he f . f ca h ha be e ha 80% f he a f d b ;</p>	<p>Article 181 The c f f d b f he C . a :</p> <p>(II) The C . a ' f d b c a d he ec f c d de d d b a ha be f . a ed, c de ed a d a ed b he b a d f d ec a d he e ed he ge e a . ee g f ha eh de f a a ; ¶ he he b a d f d ec f . a e he f d b c a d d de d d b a , ha a e f c de a f he f he de e de d ec , he b a d f e a d he b c e .</p> <p>The Independent Directors may solicit the opinions from minority shareholders and make a dividend distribution proposal to be submitted directly to the board of directors for deliberation.</p> <p>Prior to the consideration of detailed cash dividend proposals by the general meeting of the Company, the Company may communicate and exchange opinions with shareholders and especially minority shareholders by different ways, thereby fully listening to opinions and appeals of minority shareholders and responsively answering questions that minority shareholders concern.</p> <p>(III) The C . a d b e he d de d f . f ca h d de d, c d de d a c . b a f b h.</p>

Original Articles	Proposed Amendments
<p>(2) Where the Company has adopted a dividend policy, the Board shall determine the dividend, which shall be not less than 40% of the profit after tax;</p> <p>(3) Where the Company has adopted a dividend policy, the Board shall determine the dividend, which shall be not less than 20% of the profit after tax.</p> <p>If the Company has adopted a dividend policy, the Board shall determine the dividend, which shall be not less than 80% of the profit after tax.</p> <p>Under the circumstances, the Board shall determine the dividend, which shall be not less than 40% of the profit after tax.</p> <p>If the Company has adopted a dividend policy, the Board shall determine the dividend, which shall be not less than 20% of the profit after tax.</p> <p>If the Company has adopted a dividend policy, the Board shall determine the dividend, which shall be not less than 80% of the profit after tax.</p> <p>The proportion of cash dividends in the profit distribution shall be cash dividends divided by the sum of cash dividends and share dividends.</p>	<p>(V) The Company has adopted a dividend policy, which shall be not less than 20% of the profit after tax.</p> <p>(1) Where the Company has adopted a dividend policy, the Board shall determine the dividend, which shall be not less than 80% of the profit after tax;</p> <p>(2) Where the Company has adopted a dividend policy, the Board shall determine the dividend, which shall be not less than 40% of the profit after tax;</p> <p>(3) Where the Company has adopted a dividend policy, the Board shall determine the dividend, which shall be not less than 20% of the profit after tax.</p> <p>If the Company has adopted a dividend policy, the Board shall determine the dividend, which shall be not less than 80% of the profit after tax.</p> <p>The proportion of cash dividends in the profit distribution shall be cash dividends divided by the sum of cash dividends and share dividends.</p>

Original Articles	Proposed Amendments
<p>(IX) If the first board considered by the Company according to the provisions of the Articles of Association, the independent director shall have the right to request the Company to convene a shareholders' general meeting to discuss the relevant matters. The independent director shall give specific opinions on this.</p> <p>(X) If a shareholder representing 10% or more of the total shares of the Company requests the Company to convene a shareholders' general meeting, the independent director shall give specific opinions on this.</p>	<p>Under the Articles of Association, the independent director shall have the right to request the Company to convene a shareholders' general meeting to discuss the relevant matters. The independent director shall give specific opinions on this.</p> <p>(IX) If the first board considered by the Company according to the provisions of the Articles of Association, the independent director shall have the right to request the Company to convene a shareholders' general meeting to discuss the relevant matters. The independent director shall give specific opinions on this.</p> <p>(X) If a shareholder representing 10% or more of the total shares of the Company requests the Company to convene a shareholders' general meeting, the independent director shall give specific opinions on this.</p>

Original Articles	Proposed Amendments
<p>Article 187 The C . a ha be d ed a d da ed acc d g a f he f g c c . a ce :</p> <p>(I) E . a f b e e . ;</p> <p>(II) The ge e a . ee g ha e ed d e he C . a ;</p> <p>(III) Me ge d f he C . a e a d ;</p> <p>(IV) The C . a dec a ed ba acc d g a beca e ab e a deb a he fa d e;</p> <p>(V) The C . a c ed d d e he a f a d ad . a e eg a acc da ce h ;</p> <p>(IV) If he C . a ge e be e a a d . a age . e a d c a . a c . a e a e f he e e f he ha eh de , a d ca be f d h gh a he cha e , he ha eh de h d g . e ha 10% f he a g gh f he C . a . a e e he e e' c d e he C . a . (MP153)</p>	<p>Article 197 The C . a ha be d ed a d da ed acc d g a f he f g c c . a ce :</p> <p>(I) E . a f b e e . a e c bed by the Articles of Association or any of the situations for dissolution prescribed in the Company's Articles of Association occurs;</p> <p>(II) The ge e a . ee g ha e ed d e he C . a ;</p> <p>(III) Me ge d f he C . a e a d ;</p> <p>(IV) The C . a dec a ed ba acc d g a beca e ab e a deb a he fa d e;</p> <p>(V) The business license is cancelled, or the Company is ordered to close down or to be dissolved acc d g a d e he a f a d ad . a e eg a ;</p> <p>(VI) If he C . a ge e be e a a d . a age . e a d c a . a c . a e a e f he e e f he ha eh de , a d ca be f d h gh a he cha e , he ha eh de h d g . e ha 10% f he a g gh f he C . a . a e e he e e' c d e he C . a . (MP153)</p>
<p>Article 188 If he e a c c . a ce a a ed a ag a h (I) f A c e 187 f h A c e f A c a , he C . a . a c e e . h gh a . e d . e f h A c e f A c a .</p> <p>If h A c e f A c a a . e ded bec he af e a d , . be a ed b ha eh de e e e g - h d ab e f he g gh e e a he ge e a . ee g .</p>	<p>Article 198 If he e a c c . a ce a a ed a ag a h (I) f Article 197 f h A c e f A c a , he C . a . a c e e . h gh a . e d . e f h A c e f A c a .</p> <p>If h A c e f A c a a . e ded bec he af e a d , . be a ed b ha eh de e e e g - h d ab e f he g gh e e a he ge e a . ee g .</p>

Original Articles	Proposed Amendments
<p>Article 189 Where the Liquidation Committee (I) and (II) of Article 187 of the Articles of Association, a liquidation committee shall be established within 15 days after the date of the decision of the shareholders to liquidate the Company.</p> <p>If the Liquidation Committee (IV) of Article 187 of the Articles of Association, a liquidation committee shall be established within 15 days after the date of the decision of the shareholders to liquidate the Company.</p> <p>If the Liquidation Committee (V) of Article 187 of the Articles of Association, the liquidation committee shall be established within 15 days after the date of the decision of the shareholders to liquidate the Company. (MP154)</p>	<p>Article 199 Where the Liquidation Committee (I), (II), (V) and (VI) of Article 197 of the Articles of Association, a liquidation committee shall be established within 15 days. The liquidation group shall be composed of people determined by the directors or the general meeting. Where no liquidation group is formed within the time limit, the creditors may plead the people's court to designate relevant persons to form a liquidation group.</p> <p>If the Liquidation Committee (IV) of Article 197 of the Articles of Association, a liquidation committee shall be established within 15 days after the date of the decision of the shareholders to liquidate the Company. (MP154)</p>
(Adding Article 212)	<p>Article 212 Where the amendments to the Articles of Association involve matters requiring disclosure by laws and regulations, the amendments shall be announced in accordance with regulations.</p>
(Adding Article 216)	<p>Article 216 Notices of the shareholders' general meetings of the Company shall be made by announcement. Notice of the Board meetings and board of supervisors of the Company shall be made by hand, facsimile, telephone, email, or other forms.</p>

Sa e f he ab e- e ed a e d e a d he cha ge f he e a be f he A ce f
A ca ca ed b cha e d e , he a e d e f he e e efe g he a age a d
de a age e de a d ce e de he A ce f A ca , he he e a
cha ged.

The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

Rules of Procedures for General Meetings of Flat Glass Group Co., Ltd.

Chapter 1 General Provisions

Article 1

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

When the Board agrees to the amendments, the amendments shall be adopted by the Board. A change in the amendments shall be made by the Board.

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If the Board agrees to the amendments, the amendments shall be adopted by the Board. A change in the amendments shall be made by the Board.

In case of failure of the amendments, the amendments shall be adopted by the Board. A change in the amendments shall be made by the Board. The amendments shall be adopted by the Board. The amendments shall be adopted by the Board.

Article 10

When the Board agrees to the amendments, the amendments shall be adopted by the Board. A change in the amendments shall be made by the Board. The amendments shall be adopted by the Board. The amendments shall be adopted by the Board.

Before the amendments, the amendments shall be adopted by the Board. A change in the amendments shall be made by the Board. The amendments shall be adopted by the Board. The amendments shall be adopted by the Board.

Article 11

When the Board agrees to the amendments, the amendments shall be adopted by the Board. A change in the amendments shall be made by the Board. The amendments shall be adopted by the Board. The amendments shall be adopted by the Board.

Article 12

When the Board agrees to the amendments, the amendments shall be adopted by the Board. A change in the amendments shall be made by the Board.

Chapter 3 Proposals and Notice of General Meetings

Article 13

The c e f a a ha be de e . ed b he ge e a . ee g, ha ha e def e c
a d ec f c e f e , a d ha c . h he e e a f a , ad . a e
eg a a d he A c e f A c a .

Article 14

Whe e he C . a c e e a ge e a . ee g, he B a d, S e C . ee, a d
ha eh de () e e a h d g . e ha 3% ha e f he C . a . a . a e a
he C . a e f . Ma e h he c e f a h f he ha eh de ' . ee g f he
a ha be c ded he age da f he . ee g.

Sha eh de () e e a h d g . e ha 3% ha e f he C . a . a b.
e a a he c e e 10 da bef e a ge e a . ee g c e ed. The
c e e ha e e a e e a ce f ge e a . ee g h da afe e ce f he
a a da ce he c e f he a a .

Sa e a ec f ed he eced g a ag a h, he c e e ha cha ge he a e
he ce f he ge e a . ee g add a a afe he a d ce e ed.

P a e he ce f ge e a . ee g c . g h he eced g a c e
f he e e ha be ed e ed a he ge e a . ee g.

Article 15

Whe he C . a c e e a ge e a . ee g, he c e e ha f he Sha eh de b a
fa ce e a ea 2021 e a b e da bef e he da e f he a a ge e a . ee g, a d f
a e . a d a ge e a . ee g, he Sha eh de ha be fed b a fa ce e a ea 15
e a b e da bef e he da e f he . ee g.

The d a f he af e a d ce f he ge e a . ee g ha c de he da e h ch
he a ce e b hed a d . ee g c e ed. ~~The b e da e ed he R e~~
~~ha . ea he da e h ch he H g K g S e E cha ge e f ce e ad g.~~

Article 16

N ce a d e e a ce f he ge e a . ee g f ha eh de ha f a d c . ee
d c e he ec f c c e f a he a , a d a he f . a e . a a e ed
. a e ea abe dg e he . a e be d c ed. The de e de d ec eed a
c . e he . a e be d c ed, he f he de e de d ec h da be
d c ed a he a e . e h he ha eh de ' ge e a . ee g ce e e a ce be
ed.

Article 17

If the e.ec f d ec e ed be d c ed a a ge e a . ee g, he ce f ch . ee g ha ade a e d c e he de a ed f . a f he d ec e ca d da e acc d h H g K g L g R e a d L g R e f SSE, h ch f . a ha a ea c de:

(I) Pe a a c a , c d g ed ca a bac g d, e . e e ce , a d c c e ;

(II) Whe he e ha a e a ed c ec h he ed c . a , c g ha eh de a d effec e c e ;

(III) The a. f ha e f he c . a e h d ;

(IV) Whe he e ha bee hed b CSRC a he e e a de a . e e . a ded b he c e .cha ge.

(VII) C a a c e a a e e h a a h a e h d e e e d a e d a d e a c h . e e g
e e d a e e e e a e d a d e a c h . e e g h b e h a f a d
h a c h . e e d b e a h a e h d e ;

(VIII) S e c f h e . e a d e e f e g h e ¶ e f a e f h e g . f h e
. e e g ;

(IX) S e c f h e e e g a d a e f h a e h d e e e d a e d h e g e e a . e e g ;

(X) S e c f h e a . e a d e e h e . b e f h e c d a f h e . e e g ;

(XI) S e c f h e . e a d c e d e f g e h e ¶ e .

(XII) A d h e c e f d c e f H g K g L g R e a d L g R e f S S E .

The e a b e ¶ e e h e e e g a d a e a d h e d a e f . e e g . a b e . e h a
e e ¶ d a e . c e a h e ¶ e e e d b h e e e a c e . c h a g e e g a a h
¶ h e e h e h a e a e e d . O c e h e e e g a d a e h a b e e c f . e d , ¶ h c h c a b e
c h a g e d a . e .

Article 19

The c e f a g e e a . e e g h a b e d e e d a e . e d ¶ a f h e S c E . c h a g e
h a c . a e d (c d g , b . e d , e - . a , b e , b h e d h e ¶ e b e f
h e c . a h e e e a c e . c h a g e ¶ e b e , e c .) h a e h d e (¶ h e h e h e a e
e e d e a h e g e e a . e e g) d e e h e a d d e e a h ¶ h e h a e h d e ' e g e .
F d . e c h a e h d e (A h a e h d e a f e A h a e e d) , c e f g e e a . e e g . a b e
e d b a c e . e .

The a c e . e e f e e d h e e c e d g a a g a h h a b e b h e d e . e
¶ a e d e g a e d b h e e g a e c e e a h d e h e S a e C c . O c e h e
a c e . e h a b e e b h e d , a h d e f d . e c e d h a e h a b e d e e d h a e
e e e d h e c e f e e a g e e a . e e g . F H h a e h d e , a c e . e h a b e b h e d
b a e d h e H g K g L g R e .

Article 20

A f e a c e f h a e h d e ' g e e a . e e g d e d , h e h a e h d e ' g e e a . e e g
h a b e e d c a c e e d , a d h e a e h e c e f h a e h d e ' g e e a
. e e g h a b e c a c e e d ¶ h d e e a . O c e h e . e e g e d c a c e e d , h e
c e e h a . a e a a c e . e a d e . a h e e a a e a ¶ ¶ g d a h e
c h e d e d . e e g d a e .

~~Article 20~~

~~A f e h e e e f g e e a . e e g e d , h e a . e . e e g h a b e e d c a c e e d~~
~~¶ h e c a .~~

~~I he ea e fa e e ea ee a f he ee g, he e e e ha a e a
a ee e a d g e he ea he ef a ea V V da he da e V h ch he
ee g g a ched ed.~~

Chapter 4 Convening of General Meetings

Article 21

When the C. a e ce f ha eh de 'ge e a . ee g he . a e e ed b he
e e a c e. cha ge eg a a h e f he ace V he e he ha e a e ed, Pe e V h
ha e gh be fed b ha e ece ed bee fed a ce f he . ee g b acc de , he
. ee g a d he dec V be a d beca e f h .

Article 22

The ace V he e he C. a c e e age e a . ee g ha be he d . c e f he C. a
he e V h ch he c e e f a ge e a . ee g de e . ed he ce f he ge e a . ee g
acc da ce V h he c e f fac a g he Sha eh de ' a c a he ge e a . ee g.

The ge e a . ee g ha e a e e a d be he d he f . f - e . ee g, a d ha be
a acc da ce V h he f V , ad . a e eg a , a d he Ch a Sec e
Reg a C. . he a ce fa ca , a d he c . a V de a c e e ce f
he ha eh de a c a e he ge e a . ee g de a afe, ec . , c e e e e
e V a d he V a . Sha eh de V h a e d he ge e a . ee g he . a e . e ed ab e,
V h ch V be ee a a e ded.

Article 23

When the ge e a . ee g f he C. a e he e e he . eh d , he g . e a d
he g ced e f he e e he . eh d h d be a ed cea he ce f he
ge e a . ee g.

The e g . ef g a age e a . ee g he d b V a f I e e he . ea ha
be ea e ha 3:00 . . he da bef e he - e ge e a . ee g, a d ha be a e ha 9:30
a. . he da f he - e ge e a . ee g, a d he c g . e ha be ea e ha 3:00 . .
he da f he c g f he - e ge e a . ee g.

Article 24

The b a d f d ec a d he he c e e ha a e ece a . ea e e e he . a
de f he ge e a . ee g. The c . a V a e . ea e e e he e fe e ce f he ge e a
. ee g, aff a a d a f he eg . a e gh a d e e f he ha eh de a d e he
a () he e e a de a . e e ga e . . ed a e .

Article 25

The ha eh de . a a e d ge e a . ee g a d e . e c e he g gh b he . e e ,
he ca a e a . a e d he . ee g a d e . e c e he g gh h he
a h -za .

A ha eh de he ha eh de ' eg e he e eg a da e . e he e f
ha be e ed a e d ge e a . ee g , he c . a a d he c e e ca ef e he . de
a ea .

The C . a ha e he eg a ced e f - e a e da ce bef e he da e f he
ge e a . ee g , b ha e e ha eh de he . e f . a e d g he ge e a . ee g
a d e . e c g he g gh acc d g he e e a a d eg a .

Article 26

Sha eh de a e d g he ge e a . ee g ha e e he ha e acc ca d , de ca d
he de ce f ca e ; P . e a e d g he ge e a . ee g beha f fa d d a ha eh de
ha a e e h /he de ca d a d he e fa e f he ha eh de .

The c e e () a d e ha e f he a d f ha eh de ' a f ca ba ed
he . e . be eg a ffe ed b he ec e eg a a d cea g , a d ha
eg e a e f ha eh de a d he . be f g ha e he h d . The eg a f he
. ee g ha be e . a ed bef e he e de f he . ee g a ce he . be f ha eh de
a d . e e e a he . ee ga e a he a . be f g ha e he h d .

Article 27

A e dee eg e ha be e a ed b he C . a , h ch eg e ha a e he a e (
a e f he c a) , de f ca ca d . be a d he . be f g ha e he d
e e e ed , a e f he c a (a e f he c a) a d .

Article 28

A d ec , e a d he Sec e a f he B a d he c . a ha a e d ge e a
. ee g f he C . a , a d he e e . ec e ha be e e a he . ee g h g
gh .

Article 29

Whe e a ge e a . ee g c e ed b he B a d , he cha . a f he B a d ha e de he
. ee g . If he cha . a ab e fa e f . h d e , he de cha . a ha c e e a d
e de he . ee g . I he e e ha he de cha . a ab e fa e f . h d e , a
d ec ha be e ec ed b a . e . a f d ec e de he . ee g .

Article 30

A ge e a . ee g c e ed b he S e C . . ee ef ha be e ded e b he cha . a f he S e C . . ee. If he cha . a f he S e C . . ee ca d e f f he d he e f, . e ha ha f f he e . a e ec a e e de e he . ee g.

Article 31

A ge e a . ee g c e ed b he ha eh de he . e e ha be e ded e b a e e e a e e ec ed b he c e e .

Article 32

Whe a ge e a . ee g he d a d he e de a e he e e h ch . a e d ff c f he ge e a . ee g c e, a e . a be e ec ed a he ge e a . ee g ac a he e de , bec he a a f . e ha ha f f he a e d g ha eh de h g gh .

Article 33

The B a d a d he S e C . . ee ha e he h e e ced g ea a he a a ge e a . ee g. A , e e de e de d ec h d g e a e .

Article 34

I add he ca e g he C . a ' c . . e c a e c e ca be d c ed, he d ec , e a d e . a age. e aff h d . a e e e a a d a acc d g he e e f ha eh de .

Article 35

The e de ha , g, de c a e he . be f a e d g ha eh de a d he . e a h e a he a . be f he g ha e , a d he . be f a e d g ha eh de a d he . e a d he a . be f he g ha e ha be a ec ded he . ee g' eg e .

I add he e de f he . ee g h d . a e dec de he c e f h e a d c ed , a h g . a e e e ced a ad. a e . a e b a h f ha d , O he ge e a . ee g, a a . ade b he ha eh de . be ca ed he f . f g. P ced e a d ad. a e . a e c de : (1) c a ed he age da f he ge e a . ee g a e . e a ha eh de f c c a ; a d (2) efe ed he e de f he . ee g ha . a a ed he . ee g de a d/ e . a e . b affa . e e ce , h e e

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

Whe he ha eh de a d he e ded c de a f he ge e a ee g a e e a ed, g
 h d be a ded; he g ha e he d b he ha eh de be c ed he a be
 f g ha e f ha eh de h a e d he ge e a ee g. The a ce e f he e
 f he ge e a ee g ha f d c e he g e f he - e a ed ha eh de .

The ge e a . ee g h d c de g f ca . a e affec g he e e f . a e ;
he g f . a e h d be c ed e a a e . A d he e ha be d c ed b c
. e .

The b a d f d ec f he c . a , de e de d ec a d ~~ha eh de~~ h a e a fed
~~de e e a~~ ha eh de h d g 1% . e ha e ~~h~~ g gh e
ec age c e e ab hed a ~~h~~ , ad a e eg a he f CSRC
ca e c he g gh f he ha eh de . The e a d f . a f c g he
g gh f he ha eh de h d be f d c ed. P h b a g a d g ed f . f
c . e a c he g gh f . he ha eh de . ~~A d Sa e f~~ a c d , he
c . a ha . he . ha eh d g e ce age c g he g gh .

The C . a ha g gh f he ha e h d , a d ch a f ha e ha bee.c ded
f . he a . be f g ha e e e e ed b he ha eh de a e d g he ge e a . ee g.

Shah de, V h cha e he g ha e f he C a a f f he
f c a e a d he ec d c a e f A c e 63 f he Sec e La V f he PRC, ha e e c e he
g gh f he ha e ha e ceed he e c bed a V h 36 h a f e cha g he, a d
ch ha e ha be c ded he a be f ha e V h g gh a a g e e a ee g.

Re e ec f he e ec f V e d ec e ha be a ed b
 V a f c a e g a he A c e f A c a e f he ge e a ee g.
 Whe he e g f e g ha eh de f he a be f ha e f he
 e a e 30%, he ee g L ed c a e V h 30% e ha e V ed b a ge
 ha eh de a d e ac g c ce ha e e he c a e g e.

C. a e g. e ed he eced g a ag a h. ea ha V he d ec e
a e be g e eced a a ge e a . ee g, each ha e ha a . a g gh a he ca d da e f
d ec e , a d he ha eh de ' g gh . a be ed a c ce a ed. a e.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

Sa e de he c . a e g e . , he ge e a . ee g ha e e a he a
e a a e ; he e e f e e a a f he a e e , ch a ha be ed a d
e ed he de f . e a h ch he a e b . ed . U e he ge e a . ee g ad ed
e ca be . ade f e c a ea ch a f ce . a e e , g f ch a ha e he
be he ed ef ed a he ge e a . ee g .

N a . e d . e h a b e . a d e a a h e c d e e d a a g e e a . e e g , h e e ,
h e e e a a . e d . e h a b e d e e . e d a a e a a d h a b e e d a h e g e e a
. e e g . G e e a . e e g h a d e e . e . a e b h e d h e c e .

The a e g gh ca be e e c ed e f . : e, e he e ,
he e. Whe e he a e g gh e e c ed . e ha ce, he g e f he f . e
ha e a .

A ha eh de a e d g a ge e a . ee g ha e. e e f he f g a
a be ed : , c ab e . Sec e eg a a d cea g a he
a. e f he h de f Sha gha a d H g K g c , b e. c de he dec a a acc d g he
ac a h de .

B a , g, e g b e c a e h a b e d e e d a h e e ' a e f h e g g h ,
a d h e g e e e e g h e h a e h e d b c h e h a b e c e d a a b e .

When a a e ed a he ge e a . ee g, ha eh de ' e e e a e ha be
a ed c , a d . c g f, he e . Whe e a ha eh de ha e e a e
c de ed, he a d ha eh de . he e f ha a c a e c g a d . g f
ba .

When a a e ed a he ge e a . ee g, he d e , ha eh de ' e e e a e a d
e ' e e e a e ha be e b e f he c g a d . g f he ba .

Shah de f ed c a e e he e f g e he e he e ha
ha e he gh chec he g e a he c e d g g e .

Article 45

A ge e a . ee g ha c c de ea e a he e e ha e he e[✓] he[✓] e, a d
he e de ha a ce he g e f e e a a d a ce[✓] he he he a
a ed acc d g he g e .

Bef e he g e a ced, he e e a a e c d g he ed c . a , c g
ff ce , . g ff ce , . a ha eh de a d e[✓] e ce de ed a he e e, e
he e[✓] he[✓] e ha ha e he c f de a b ga .

Article 46

Re f he ge e a . ee g ha be a ced d e . e acc da ce[✓] h he g
e f he c e cha ge[✓] he e he C . a ' ha e a e b c aded. The a ce. e ha
ec f he . be f a e d g ha eh de a d he . e , he a . be f g ha e he
e e e a d he f he e ha e he a . be f he g ha e f he C . a , he
g . e h d, he g e f e e a a d he de a f each f he e a ed.

The C . a ha . a e a c a d e he a e da ce a d g f he d . e c
Sha eh de (A ha eh de) a d f e g ha eh de (H ha eh de), e ec e .

Article 47

Whe e a a ha bee a ed he e f he eced g ge e a . ee g ha e
bee cha ged a he c e ge e a . ee g, ec a . e ha be . ade he a ce. e f he
e f he ge e a . ee g.

Article 48

M e f a ge e a . ee g ha be e b he Sec e a f he B a d he c . a . The
e f he . ee g ha ec f :

(I) he da e, e e a d age da f he . ee g, a d he a. e f he c e e ;

(II) he a. e f he e de , a d he d ec , e , e de a d he e
e.ec e a e d g e e a he . ee g;

(III) he . be f ha eh de a d . e a e d g he . ee g, he a . be f g
ha e he e e e a d he f he e ha e he a . be f ha e f he
C . a ;

(IV) he ce f d c e ec f each a , h gh gh f eeche a d he g
e ;

(V) de a f he e gge f he ha eh de , a d he c e d g e e
e . a a ;

(VI) he a e f he ~~h~~ e, c g ff ce a d. g ff ce ;

(VII) he c e ha ha be ec ded he . e acc da ce ~~h~~ h he A c e f
A c a .

The a e d g d ec , e , Sec e a f he B a d he c . a , c e e
e e e a e he e f, a d e de ha g he . e f he . ee g, he c e e ha e e he
. ee g. e a e e, acc a e a d c . ee. The . e f he . ee g, he g ed a e da ce
ec d f h e ha eh de he a d he ~~h~~ e fa e f a e da ce b . , a d he a d
f . a e a g he g e e ~~h~~ b he . ea ha be e f 10 ea .

Article 49

The c e e ha e e ha he ge e a . ee g he d c f a e ha e
bee eached. If he ge e a . ee g e . a ed fa each a e d e f ce . a e e
f he ec a ea , he c e e ha a e ece a ac e . e he ge e a . ee g a
a be d ec e . a e he ge e a . ee g a d . a e a e e a ce . e .
Mea ~~h~~ h e, he c e e ha e a h a ed b CSRC he ca f he C . a
a d he c e . cha ge. If he g e f he c e . cha ge () ~~h~~ h ch he C . a ' ha e a e
ed ha e ec a he e . a a d e . e f he ge e a . ee g, ch
ha be c . ed ~~h~~ h.

Article 50

Whe e a a e ec f d ec e a ed a he ge e a . ee g, he
d ec e ec e e ec ha a e ff ce a f e a ce . e f he g e .

Article 51

Whe e a a ca h d de d , b ha e c ea e f ha e ca a b ~~h~~ a f a fe
f . ca a e e e , he C . a ha . e e he ec f c che . e ~~h~~ h ~~h~~ . h a f e
c c f he ge e a . ee g.

Article 52

If he e f he Ge e a Mee g a f he ~~h~~ a d ad. a e eg a ,
he e ~~h~~ be a d.

The c g ha eh de a d ac a c e f he c . a ha e c e fe e
~~h~~ h he . a a d ed . e acc da ce ~~h~~ h he ~~h~~ e . e c e he gh e,
da age he c . a a d he . a a d ed . e ' eg . a e gh a d e e .

The ced e f c e g he Ge e a Mee g a d he g f . a a e a f ~~h~~ ,
ad. a e eg a a ce fa ca , he e a f he a ce f
a ca , he ha eh de . a a f e a e . ade, f . ~~h~~ h 60 da , e e he e e'
c e e .

Chapter 5 Supervisory Measures**Article 53**

When a shareholder has been elected to the Board of Directors, he shall, as a condition of his election, execute a written agreement, to be filed with the Secretary of the Corporation, to the effect that he shall, as long as he remains a shareholder, not transfer or otherwise dispose of his shares in the Corporation.

Article 54

If the Board of Directors of the Corporation shall determine that it is in the best interests of the Corporation to acquire additional shares of its own stock, it may, in its discretion, authorize the Board of Directors to purchase such shares from any shareholder who has agreed to sell such shares to the Corporation, and the Board of Directors may, in its discretion, purchase such shares from any shareholder who has agreed to sell such shares to the Corporation, and the Board of Directors may, in its discretion, purchase such shares from any shareholder who has agreed to sell such shares to the Corporation.

Article 55

If the Board of Directors of the Corporation shall determine that it is in the best interests of the Corporation to acquire additional shares of its own stock, it may, in its discretion, authorize the Board of Directors to purchase such shares from any shareholder who has agreed to sell such shares to the Corporation, and the Board of Directors may, in its discretion, purchase such shares from any shareholder who has agreed to sell such shares to the Corporation, and the Board of Directors may, in its discretion, purchase such shares from any shareholder who has agreed to sell such shares to the Corporation.

Chapter 5 Special Procedures for Voting by Class Shareholders**Article 53**

When the Board of Directors of the Corporation shall determine that it is in the best interests of the Corporation to acquire additional shares of its own stock, it may, in its discretion, authorize the Board of Directors to purchase such shares from any shareholder who has agreed to sell such shares to the Corporation, and the Board of Directors may, in its discretion, purchase such shares from any shareholder who has agreed to sell such shares to the Corporation, and the Board of Directors may, in its discretion, purchase such shares from any shareholder who has agreed to sell such shares to the Corporation.

Article 54

When the Board of Directors of the Corporation shall determine that it is in the best interests of the Corporation to acquire additional shares of its own stock, it may, in its discretion, authorize the Board of Directors to purchase such shares from any shareholder who has agreed to sell such shares to the Corporation, and the Board of Directors may, in its discretion, purchase such shares from any shareholder who has agreed to sell such shares to the Corporation, and the Board of Directors may, in its discretion, purchase such shares from any shareholder who has agreed to sell such shares to the Corporation.

Article 55

When the Board of Directors of the Corporation shall determine that it is in the best interests of the Corporation to acquire additional shares of its own stock, it may, in its discretion, authorize the Board of Directors to purchase such shares from any shareholder who has agreed to sell such shares to the Corporation, and the Board of Directors may, in its discretion, purchase such shares from any shareholder who has agreed to sell such shares to the Corporation, and the Board of Directors may, in its discretion, purchase such shares from any shareholder who has agreed to sell such shares to the Corporation.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

Whe e he C a c e e a c a . ee g, a a ce. e ha be g e a
 a ce. e ha be b hed a ea 21 da bef e he da e f he a a ge e a . ee g a d a
 ea 15 da bef e he da e f he e. a d a ge e a . ee g f a he ha eh de f he
 a d c a he ha eh de ' eg e f he. a e be c de ed a he. ee g, a d he da e a d
 e e f he. ee g. The ca c a f he ab e. e ed e d ha c de he da e f
 b h g he a ce. e a d ha f he. ee g c e ed.

N c e f c a . e e g h a b e e e d h a e h d e e e d e h e e a . C a
 . e e g h a b e c d c e d a . a e a . a a b e h a f g e e a . e e g . P
 h e A c e f A c a c c e g h e c e d e f c e g f g e e a . e e g a a
 c a . e e g .

A a f . h de f he c a e f ha e , h de f d . e c ha e a d e ea - ed
f e g ha e a e dee. ed a ha eh de f d ffe c a e .

S e c a g ced e f c a ha eh de ha a he f ~~V~~ g c c . a c e :

(I) W h h e a a b e c a e a a g e e a . e e g (a c e d c d e d a h -z a e a e d b a e . a d c d h g h e), h e C . a e c g -z e , d b e e d . e c h a e a d e e a - e d f e g h a e , a e e c c a , h e a . b e f h a e e . c e e d g 20% f e a c h f e . g e d a d a d g d . e c h a e a d e e a - e d f e g h a e e e 12 . h ;

(II) When he called the deafening of the
the of the of the of the of the of the of the
of the of the of the of the of the of the of the

(III) Sh a e f h e C . a a e a d e d b e d , V h a a f . h e e c e
e g a a h d e h e S a e C c , a e c e e d e e a e d h a e .

Article 5659

The a ce e ce f he e efe he c e f he f a d c ed he
de g a ed ~~e~~ a e a d e d ca f Ch a Sec e Reg a c e ce a he ~~e~~ e
e ed b he e e a c e cha ge eg a a h ~~e~~ he e he ha e a e ed. N ce
a ce e ~~e~~ h a ge e gh, he c a a ch e ec f he c e f he d c e
b ef he de g a ed ~~e~~ a e a d e d ca f Ch a Sec e Reg a c e , b
he f e h d a be b hed he ~~e~~ eb e f he Ch a Sec e Reg a c e .

S e e a c e f g e a . e e g a . e e d h e e h a b e a c e d h e
a . e a e h c h h e c e f . e e g a e a c e d .

Article ~~57~~60

The h a e . e h a a d h a . e e d h e e e a e c e h e
e . c e e d g , e h a a d . e h a a e e . c e .

Article ~~58~~61

I a f h e f h g c c . a c e , h e e h a b e a . e d e d b e :

(1) A f e h e . d f c a f h e a c e f a c a , h e f h e e e a e
c e h h e a c e f a c a f h e a . e d e d ;

(2) The G e e a M e e g d e c d e a . e d h e e .

Article ~~59~~62

The e e a f f a f h e e a e a c a b e h e f h e e e a a , e g a ,
e a d e g a d c . e a d h e a c e f a c a . I f h e f h e e e a e
c e h e e a a , e g a , e , e g a d c . e a d h e a c e f a c a
a d H g K g L g R e L g R e f S S E , h e f e e a a , e g a ,
e , e g a d c . e a d h e a c e f a c a a d H g K g L g R e L g
R e f S S E h a e a .

Article ~~60~~63

The e e h a b e b e c e e a b h e B a d f h e C . a a a a e d . f
A c e f A c a .

Article ~~61~~64

The e e h a c . e e f f e c d e b e a a d a a f h e g e e a . e e g f h e
C . a . U h e e f f e c e d a f h e e , h e e . g e f h e C . a a e
a . a c a .

NOTICE OF AGM



福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 6865)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the AGM) of Flat Glass Group Co., Ltd. (the Company) will be held at 2:00 p.m. on Wednesday, 6 June 2023 at the 2nd Floor, C Floor of the Rongsheng Building, Flat Glass Group Co., Ltd., 959 Yuhong Road, Xuzhou District, Jiangsu Province, the People's Republic of China for the purpose of considering and adopting the resolutions proposed by the Board of Directors of the Company as set out in the notice of the AGM. The details of the resolutions to be considered at the AGM are set out in the notice of the AGM. The notice of the AGM is available on the Company's website at www.flatglass.com and the notice of the AGM is also available on the Shanghai Stock Exchange website at www.sse.com.cn. The notice of the AGM is also available on the Company's website at www.flatglass.com and the notice of the AGM is also available on the Shanghai Stock Exchange website at www.sse.com.cn. The notice of the AGM is also available on the Company's website at www.flatglass.com and the notice of the AGM is also available on the Shanghai Stock Exchange website at www.sse.com.cn.

Ordinary Resolution 1. To consider and adopt the financial statements of the Company for the year ended 31 December 2022.

Ordinary Resolution 2. To consider and adopt the financial statements of the Company for the year ended 31 December 2022.

Ordinary Resolution 3. To consider and adopt the financial statements of the Company for the year ended 31 December 2022.

Ordinary Resolution 4. To consider and adopt the financial statements of the Company for the year ended 31 December 2022.

Ordinary Resolution 5. To consider and adopt the financial statements of the Company for the year ended 31 December 2022.

Ordinary Resolution 6. To consider and adopt the financial statements of the Company for the year ended 31 December 2023.

Special Resolution 7. To consider and adopt the financial statements of the Company for the year ended 31 December 2022.

Ordinary Resolution 8. To consider and adopt the financial statements of the Company for the year ended 31 December 2022.

NOTICE OF AGM

- O d a e 9. T c de a d a e he a de e . a f he e. e a f he D ec f he ea e d g 31 Dece. be 2023.
- O d a e 10. T c de a d a e he a de e . a f he e. e a f he S e f he ea e d g 31 Dece. be 2023.
- O d a e 11. T c de a d a e he e . e a , c a a d g e a ce e f he C . a f he ea e ded 31 Dece. be 2022.
- S ec a e 12. T c de a d a e he g a a ee be ded b he G f e a c ed fac f RMB18 b a d a h -ze he cha . a f he B a d a d a h -zed e g a ega d c . e e a g he c ed fac e , a d he a d e d f h e be a d he da e f he e . a a ge e a . ee g f he C . a .
- O d a e 13. T c de a d a e he . e. e a f da e a ed a a ac f 2022 a d he e . a e da e a ed a a ac f 2023.
- S ec a e 14. T c de a d a e he ed a. e d. e he A c e f A c a .
- S ec a e 15. T c de a d a e ha he B a d be a h -zed . a e cha ge d a a d c . . e c a eg a a d . a e ee a ad . e a d e he A c e f A c a acc da ce ¶ h he e . e e a d f he ee a g e . e de a . e a d eg a a h e he PRC, c d g b . ed ad . e a d e cha ac e , cha e a d a c e .
- O d a e 16. T c de a d a e he ed a. e d. e he R e f P ced e f Ge e a Mee g.

B de f he B a d f
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

J a . g, Zhe a g P ce, he PRC

4 Ma 2023

As at the date hereof, the executive Directors were Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu, and the independent non-executive Directors were Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

NOTICE OF AGM

Notes:

1. I de a ce a he Sha eh de 'e e e a e d a d e a he AGM, he eg e f e be f he C a
 be c ed f l J e 2023 (Th da) 6 J e 2023 (T e da) (b h da c e), d g h ch e d
 a fe f ha e be eg e ed. I de a f f a e d g a d g a he f h e g AGM, a a fe
 d c e be dged h he C a ' ha e eg a e ec f H Sha e , T c I e Se ce L ed, a
 17/F, Fa Ea F a ce Ce e, 16 Ha c R ad, H g K g (f h de f H Sha e), f eg a bef e 4:30 .
 Wed e da , 31 Ma 2023. H Sha eh de h e a e a ea he eg e f e be f he C a Wed e da ,
 31 Ma 2023 a e e ed a e d a d e a he AGM. The ec d da e a d a ge e e ec f he A Sha eh de
 h a e e ed a e d he AGM be de e ed a d a ced e a a e he PRC b he C a .
2. Sha eh de h a e e ed a e d a d e a he AGM. a a e e e e a e d a d e he
 beha f. A e e ed be a Sha eh de .
3. The e a g a be g de he ha d f a Sha eh de h a e d a h -ed
 g. If he Sha eh de a e ga e , ha e e be e ec ed e he de ea de he ha d f
 d ec he a e d a h ed g he a e.
4. I de be a d, he f . be de ed b ha d b , f h de f H Sha e f he C a , he H
 ha e eg a f he C a , T c I e Se ce L ed, a 17/F, Fa Ea F a ce Ce e, 16 Ha c R ad,
 H g K g e ha 24 h bef e he e f h d g he AGM. If he f . g ed b a e de a
 e fa e he a h , a a a c f ha e fa e a h ha be de ed a he a e
 e a e ed he f . C e a d e f he f . e ec de he Sha eh de f .
 a e d g a d g e a he AGM a ad ed. ee g h d he h.
5. Sha eh de he e ha de he de f ca d c e h e a e d g he AGM.
6. Sha eh de a e d g he AGM ha be e bef he a e a d acc . da e e e .
7. The add e f he head ff ce he PRC f he C a 1999 Y he R ad, X -h D c , J a g, Zhe a g
 P ce, he PRC.