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If you have sold or transferred all your shares in the Company, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED INTERIM DIVIDEND
FOR THE SIX MONTHS ENDED 30 JUNE 2024
(2) PROPOSED CHANGES OF REGISTERED CAPITAL AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURES OF GENERAL MEETINGS
(4) ELECTION OF THE SEVENTH SESSION OF THE BOARD AND
THE SUPERVISORY COMMITTEE
AND
(5) NOTICE OF THE 2024 FIRST EGM**

Notice convening the 2024 First EGM to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:30 p.m. on Monday, 18 November 2024 is set out on pages 35 to 37 of this circular.

Proxy form for use at the 2024 First EGM is also enclosed with this circular. Any Shareholders entitled to attend and vote at the 2024 First EGM are entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. If you intend to attend the meeting by proxy, you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon to the Company's shares registrar in respect of H Shares, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for A Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the 2024 First EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish.

30 October 2024

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DEFINITIONS

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

“2024 First EGM”	the 2024 first extraordinary general meeting of the Company proposed to be held at 2:30 p.m. on Monday, 18 November 2024 at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC
“2024 Interim Dividend”	the proposed interim dividend of RMB0.13 per ordinary Share (before tax) (for reference only) for the six months ended 30 June 2024
“A Share(s)”	Renminbi-denominated ordinary share(s) of the Company which were issued in the PRC and subscribed in RMB and are listed on the Shanghai Stock Exchange
“A Shareholders”	holder(s) of A Shares
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of directors of the Company
“Company”	福萊特玻璃集團股份有限公司 (Flat Glass Group Co., Ltd.*), a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed on the main board of the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively
“Company Law”	the Company Law of the PRC
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“H Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB0.25 each, which are subscribed for, traded in Hong Kong dollars, and listed on the Hong Kong Stock Exchange (stock code: 6865)
“H Shareholders”	holder(s) of H Shares
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	28 October 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information of this circular
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Directors”	the director candidates nominated by the Board to be elected as members of the seventh session of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures of General Meetings”	the rules of procedures for Shareholders’ general meetings of the Company
“Shanghai Stock Exchange”	Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	percent

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.

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

LETTER FROM THE BOARD



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:

Mr. Ruan Hongliang (*Chairman*)

Ms. Jiang Jinhua

Ms. Ruan Zeyun

Mr. Wei Yezhong

Mr. Shen Qifu

*Registered office, headquarters and
principal place of business in the PRC:*

1999 Yunhe Road

Xiuzhou District, Jiaxing

Zhejiang Province PRC

Principal place of business in Hong Kong:

Unit 6, 11/F, Prosperity Place

6 Shing Yip Street

Kwun Tong, Kowloon

Hong Kong

Independent non-executive Directors:

Ms. Xu Pan

Ms. Hua Fulan

Ms. Ng Yau Kuen Carmen

30 October 2024

To the Shareholders

**(1) PROPOSED INTERIM DIVIDEND
FOR THE SIX MONTHS ENDED 30 JUNE 2024
(2) PROPOSED CHANGES OF REGISTERED CAPITAL AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURES OF GENERAL MEETINGS
(4) ELECTION OF THE SEVENTH SESSION OF THE BOARD AND
THE SUPERVISORY COMMITTEE
AND
(5) NOTICE OF THE 2024 FIRST EGM**

I. INTRODUCTION

The purpose of this circular is to provide you with information in connection with, among other things, considering and approving (i) the proposed interim dividend for the six months ended 30 June 2024; (ii) the proposed changes of registered capital and amendments to the Articles of Association; (iii) the proposed amendments to the Rules of Procedures of General Meetings; (iv) the election of the seventh session of the Board and the Supervisory Committee; and (v) to give you the notice of the 2024 First EGM.

LETTER FROM THE BOARD

II. PROPOSED DECLARATION OF INTERIM DIVIDEND OF RMB0.13 PER ORDINARY SHARE (BEFORE TAX) FOR THE SIX MONTHS ENDED 30 JUNE 2024

As stated in the announcement of the Company dated 28 August 2024 relating to the interim results of the Group for the six months ended 30 June 2024, the Board recommended the payment of an interim dividend of RMB0.13 per ordinary Share (before tax) for the six months ended 30 June 2024 to the Shareholders. Shareholders whose names appear on the register of members of the Company on Thursday, 29 November 2024 will be entitled to the 2024 Interim Dividend. For the purpose of ascertaining Shareholders' entitlement to the 2024 Interim Dividend, the register of members of the Company will be closed from Friday, 22 November 2024 to Friday, 29 November 2024 (both days inclusive) for the purpose of determining Shareholders' entitlement to the 2024 Interim Dividend. In order to qualify for receiving the 2024 Interim Dividend, all transfer documents must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for A Shareholders), for registration before 4:30 p.m. on Thursday, 21 November 2024.

2024 Interim Dividend for A Shares will be paid in RMB and 2024 Interim Dividend for H Shares will be paid in Hong Kong dollars. The exchange rate for the 2024 Interim Dividend to be paid in Hong Kong dollars will be the mean of the exchange rates of Hong Kong dollars to RMB as announced by the People's Bank of China during the five business days prior to the date of the 2024 First EGM if such proposed resolution is approved at the 2024 First EGM.

The 2024 Interim Dividend is subject to approval by the Shareholders at the 2024 First EGM and a resolution will be proposed to the Shareholders for voting at the 2024 First EGM. If the resolution for the 2024 Interim Dividend is passed at the 2024 First EGM, the 2024 Interim Dividend will be paid on or before 18 January 2025.

III. PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 25 October 2024 in relation to the proposed amendments to the Articles of Association.

During the period from 22 December 2023 to 17 June 2024, the Company has made a total repurchase of 8,285,000 H Shares, accounting for 0.35% of the total issued share capital and 1.84% of the total number of issued H Shares on the date when the general mandate was approved by the general meeting and class meetings of the Company held on 22 December 2023. On 5 August 2024, the repurchased H Shares were cancelled and the registered capital of the Company will be reduced by RMB2,071,250.00. The Board has proposed to amend the relevant provisions in the Articles of Association to reflect such changes in the Company's registered share capital and total number of issued Shares.

The Company has been advised by its legal advisers as to the Hong Kong laws that the proposed amendments to the Articles of Association conform with the relevant requirements of the Listing Rules and the Company has been advised by its legal advisers as to PRC laws that such amendments do not violate the applicable laws of the PRC, respectively. The Company also confirms that there is nothing unusual about such amendments for a PRC company listed on the Hong Kong Stock Exchange.

LETTER FROM THE BOARD

The Board will also propose a resolution at the 2024 First EGM to authorise the Board to make relevant adjustments and revisions to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustments and revisions to characters, chapters and articles.

The details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular. The Board would like to remind the Shareholders that the Chinese version shall prevail in case of any discrepancy or inconsistency between the Chinese version and its English translation.

The proposed amendments to the Articles of Association shall be subject to the passing of special resolutions by the Shareholders at the 2024 First EGM to be convened by the Company, and will become effective upon the approvals by the Shareholders at such a meeting.

IV. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

To further optimize the corporate governance structure of the Company and in line with the latest Articles of Association, the Board proposed to amend the Rules of Procedures of General Meetings. Please refer to Appendix II to this circular for details of the proposed amendments.

The proposed amendments to the Rules of Procedures of General Meetings will be approved by way of a special resolution at the 2024 First EGM.

The Rules of Procedures of General Meetings mentioned above are formulated in accordance with relevant laws, regulations and listing rules of the PRC, some provisions of which may be different from the requirements of the Listing Rules. In the event that the requirements of the Listing Rules and the Rules of Procedures of General Meetings mentioned above are different, the Company will comply with all relevant listing rules on which the Shares are listed, whichever is stricter or impose greater obligation. The Board would like to remind the Shareholders that the Chinese version shall prevail in case of any discrepancy or inconsistency between the Chinese version and its English translation.

V. THE ELECTION OF THE SEVENTH SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE

Election of the Seventh Session of Board

Reference is made to the announcement of the Company published on 25 October 2024 in relation to the election of the seventh session of the Board and the seventh session of the Supervisory Committee.

LETTER FROM THE BOARD

Each of Ms. Xu Pan, Ms. Du Jian and Ms. Ng Yau Kuen Carmen has confirmed (i) her independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules; (ii) that she had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment. The Nomination Committee has reviewed the composition of the Board, the confirmations and disclosures given by the Directors candidates, the qualifications, skill and experience, time commitment and contribution of the Directors candidates with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy, and the independence of Ms. Xu Pan, Ms. Du Jian and Ms. Ng Yau Kuen Carmen. The Nomination Committee has recommended to the Board, and the Board has considered and agreed to nominate Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu as candidates for executive Directors of the seventh session of the Board, and Ms. Xu Pan, Ms. Du Jian and Ms. Ng Yau Kuen Carmen as candidates for independent non-executive Directors of the seventh session of the Board.

Taking into account that Ms. Xu Pan and Ms. Ng Yau Kuen Carmen have extensive experience in audit and accounting, and Ms. Du Jian has extensive experience in corporate management, the Board believes that they have the required character, integrity and experience to continuously fulfill their role as independent non-executive Directors effectively, and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

The term of the members of the seventh session of the Board shall be three years from the date of approval at the 2024 First EGM.

The biographical details of the Proposed Directors are set out in the Appendix III to this circular.

As of the Latest Practicable Date and to the best knowledge of the Board, save as disclosed in this circular, (i) the candidates for the directors have not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) the candidates for the directors do not have any relationships with any Directors, Supervisors, senior management or substantial or controlling shareholders of the Company; and (iii) the candidates for the Directors do not hold any interest in the Shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). There is no other information in relation to the appointment of the Directors candidates which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

The Company will enter into a service contract with each of the Proposed Directors candidates. Unless adjustment is required by the relevant applicable laws and regulations, the terms of office of the Director candidates shall end on the expiry date of the terms of office of the seventh session of the Board. The Directors shall receive remuneration in accordance with the Company's relevant remuneration and performance appraisal management system based on their specific management positions in the Company, and the total remuneration of the Directors for 2024 is proposed to be not more than RMB7 million. In particular, the domestic independent non-executive Directors shall receive allowance according to the allowance standard of RMB100,000 while the overseas independent non-executive Directors shall receive allowance of HKD180,000; and executive Directors shall receive remuneration in accordance with the Company's relevant remuneration and performance appraisal management system based on their specific positions in the Company.

Ms. Hua Fulan, being independent non-executive Director of the sixth session of the Board, will retire from the date of approval of the election of the seventh session of the Board at the 2024 First EGM. Ms. Hua Fulan has confirmed that she has no disagreement with the Board and there is no other matter relating to her retirement that needs to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Ms. Hua Fulan for her long-term contributions to the Company.

The aforesaid resolution was considered and approved by the Board on 25 October 2024 and is hereby proposed at the 2024 First EGM as an ordinary resolution adopting cumulative voting for the Shareholders' consideration and approval.

Election of the Seventh Session of Supervisory Committee

Reference is made to the announcement of the Company published on 25 October 2024 in relation to the elections of the seventh session of the Board and the seventh session of the Supervisory Committee.

The Supervisory Committee has considered and agreed to nominate Mr. Zheng Wenrong, Mr. Shen Fuquan, and Mr. Zhu Quanming as candidates for shareholder representative Supervisors.

The staff representative Supervisors of the seventh session of the Supervisory Committee will be elected at the staff representative meeting of the Company in a democratic way and shall not be subject to approval by Shareholders.

The term of the members of the seventh session of the Supervisory Committee shall be three years from the date of approval at the 2024 First EGM.

The biological details of the candidates proposed to be elected as Supervisors are set out in the Appendix III to this circular.

LETTER FROM THE BOARD

As of the Latest Practicable Date and to the best knowledge of the Supervisory Committee, save as disclosed in this circular, (i) the candidates for the Supervisors have not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) the candidates for the Supervisors do not have any relationships with any Directors, supervisors, senior management or substantial or controlling shareholders of the Company; and (iii) the candidates for the Supervisors do not hold any interest in the Shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). There is no other information in relation to the appointment of the candidates for the shareholder representative Supervisors which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders of the Company.

The Company will enter into a service contract with each of the above candidates for shareholder representative Supervisors. The Supervisory Committee proposed to appoint candidates for shareholder representative Supervisors as Supervisors. Unless adjustment is required by the relevant applicable laws and regulations, the terms of office of the candidates for shareholder representative Supervisors shall end on the expiry date of the terms of office of the seventh session of the Supervisory Committee. The Company proposed to set the total remuneration of the Supervisors for 2024 to be not more than RMB2 million. Supervisors shall receive remuneration in accordance with the Company's relevant remuneration and performance appraisal management system based on their specific positions in the Company.

The aforesaid resolution was considered and approved by the Supervisory Committee on 25 October 2024 and is hereby proposed at the 2024 First EGM as an ordinary resolution adopting cumulative voting for the Shareholders' consideration and approval.

VI. THE 2024 FIRST EGM

Notice convening the 2024 First EGM to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:30 p.m. on Monday, 18 November 2024 is set out on pages 35 to 37 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Accordingly, all resolutions to be proposed at the 2024 First EGM will be voted by poll. None of the Shareholders or their respective associates is required under the Listing Rules to abstain from voting on the resolutions proposed at the 2024 First EGM.

LETTER FROM THE BOARD

For the purpose of determining the entitlement for attendance and voting at the 2024 First EGM (as the case may be), the H Shares register of members of the Company will be closed from Wednesday, 13 November 2024 to Monday, 18 November 2024, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company on Tuesday, 12 November 2024 shall be entitled to attend and vote at the 2024 First EGM. In order to attend and vote at the general meeting, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Tuesday, 12 November 2024. H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2024 First EGM. H Shareholders who intend to appoint a proxy to attend the 2024 First EGM are requested to complete the proxy form in accordance with the instructions set out therein and return it to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event, not less than 24 hours before the time appointed for holding the 2024 First EGM, or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2024 First EGM, or any adjourned meeting (as the case may be) should you so wish.

VII. RECOMMENDATION

The Board considers that all resolutions set out in the notice of the 2024 First EGM for Shareholders' consideration and approval are in the best interests of the Company and its Shareholders. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the 2024 First EGM.

Yours faithfully
By order of the Board
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

The proposed amendments to the Articles of Association are as follows:

Before amendment	After amendment
Article 6 The registered capital of the Company is RMB587,831,070.25.	Article 6 The registered capital of the Company is RMB 585,759,820.25 .
Article 20 The Company has a total of 2,351,324,281 issued shares. The capital structure of the Company comprises of 2,351,324,281 ordinary shares, including 1,901,324,281 domestic shares (A shares), accounting for 80.86% of the total issued shares of the Company and 450,000,000 overseas-listed foreign shares (H shares), accounting for 19.14% of the total issued shares of the Company.	Article 20 The Company has a total of 2,343,039,281 issued shares. The capital structure of the Company comprises of 2,343,039,281 ordinary shares, including 1,901,324,281 domestic shares (A shares), accounting for 81.15% of the total issued shares of the Company and 441,715,000 overseas-listed foreign shares (H shares), accounting for 18.85% of the total issued shares of the Company.

Save for the above-mentioned amendments, the other provisions of the Articles of Association will remain unchanged.

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 To regulate the behavior of Flat Glass Group Co., Ltd. (“the Company”) and ensure that the general meeting can exercise its functions and powers according to law, these Rules are formulated in accordance with Company Law of the People’s Republic of China (hereinafter referred to as Company Law), Securities Law of the People’s Republic of China (hereinafter referred to as Securities Law), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as Hong Kong Listing Rules), Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as Listing Rules of SSE, together with the Listing Rules of the Stock Exchange, are referred to as the “Listing Rules”), Rules of general meeting of shareholders of listed companies and other relevant laws, administrative regulations and normative documents and Articles of Association of Flat Glass Group Co., Ltd. (hereinafter referred to as “Articles of Association”).

Article 2 The Company shall convene general meetings in strict accordance with the relevant provisions of the laws, administrative regulations and the Articles of Association, and shall ensure that shareholders can exercise their rights according to law.

The board of directors shall by due diligence perform its duties, and shall organize general meetings in a serious and timely manner. All the directors of the Company shall be diligent and responsible to ensure the normal convening of a general meeting and its lawful exercise of functions and powers.

Article 3 The general meeting shall exercise its functions and powers within the scope specified by the Company Law and the Articles of Association.

~~The functions and powers of the shareholders’ general meeting specified in the articles of association shall not be granted to the board of directors or to any other institution or individual. The shareholders’ general meeting may, in the form of a resolution, be granted to the board of directors on behalf of the board of directors, in addition to the specific functions and powers specified in the articles of association of the company.~~

Article 4 General meetings are classified into annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year within six months after the end of the preceding fiscal year.

Extraordinary general meetings shall be convened irregularly. In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:

- (I) The number of directors falls short of the quorum stipulated in the Company Law or is less than two thirds of the number specified in the Articles of Association;

- (II) The unrecovered losses of the Company amount to one third of the total amount of its share capital;
- (III) Shareholder(s) holding more than 10% (inclusive) of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;
- (IV) The board of directors deems necessary;
- (V) The board of supervisors proposes to convene such meeting;
- (VI) Other circumstances stipulated by laws, administrative regulations, departmental rules, Listing Rules or the Articles of Association, ~~Hong Kong Listing Rules or Listing Rules of SSE~~ occur.

The calculation of the proportion of the shares in the preceding paragraph (three) shall be calculated as the date on which the shareholder(s) submit(s) a written request.

Companies cannot be convened the general meeting of shareholders within the time mentioned above, which shall be reported to the local China Securities Regulatory Commission (hereinafter referred to as the China Securities Regulatory Commission (CSRC)) dispatched institutions and securities exchange, and the company should give the reasons and make an announcement in respect thereof. If there are otherwise provisions of the regulatory rules in the place where the Company's shares are listed, such provisions shall apply.

Article 5 In convening a general meeting, the Company shall engage a lawyer to provide legal opinions and publish an announcement on the following issues:

- (I) Whether the convening and convening procedure of the meeting comply with laws, administrative regulations and the Articles of Association;
- (II) Whether the attendees and convener of the meeting are eligible;
- (III) Whether the voting procedures and results of the meeting are lawful and valid;
- (IV) Legal opinions on other relevant matters upon request by the Company.

Chapter 2 Convening of General Meetings

Article 6 The board of directors shall convene the general meeting of shareholders on time in accordance with ~~the relevant requirements of the~~ Articles of Association and the provisions of the Rules, ~~Hong Kong Listing Rules and Listing Rules of SSE.~~

Article 7 An extraordinary general meeting may be convened upon proposal by independent directors to the board of directors. Regarding the proposal of the independent directors to convene an extraordinary general meeting, the board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the proposal.

Where the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. Where the board of directors does not agree to convene the extraordinary general meeting as proposed by the independent directors, it shall give the reasons and make an announcement in respect thereof.

Article 8 The board of supervisors shall be entitled to propose to the board of directors to convene an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the proposal.

Where the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. Any change to the original proposal set forth in the notice shall be subject to approval by the board of supervisors.

If the board of directors does not agree to convene the extraordinary general meeting or fails to give a written reply within 10 days after receipt of the proposal, the board of directors shall be deemed as unable to or failing to perform the duty of convening the general meeting, and the board of supervisors may convene and preside over the meeting by itself.

Article 9 An extraordinary general meeting may be convened upon request by two or more shareholders severally or jointly holding more than 10% shares of the Company to the board of directors, and such request shall be put forward to the board of directors in writing. The board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the request.

Where the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.

If the board of directors does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days after receipt of the request, shareholders severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the board of supervisors to convene an extraordinary general meeting, and shall put forward such request to the board of supervisors in writing.

If the board of supervisors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after receipt of such request. Any change to the original proposal set forth in the notice shall be approved by the relevant shareholders.

In case of failure to issue the notice of the general meeting within the term stipulated, the board of supervisors shall be deemed as failing to convene and preside over the general meeting. As a result of its failure to do so for more than 90 consecutive days, shareholder(s) severally or jointly holding more than 10% shares of the Company may convene and preside over such meeting by himself/themselves.

Article 10 Where the board of supervisors or shareholder(s) decide(s) to convene a general meeting by itself/themselves, it/they shall notify the board of directors in writing and file with the Stock Exchange at the same time.

Before the resolution of the shareholders' meeting, the shareholders' shareholding ratio shall not be less than 10%. When the board of supervisors and the convening of the shareholders decide to send a notice of the general meeting of shareholders and the announcement of the resolution of the shareholders' general meeting, they shall also submit the relevant certification materials to the local stock exchange at the same time.

Article 11 With regard to the general meeting convened by the board of supervisors or shareholders on its/their own initiative, the board of directors and its secretary or the secretary of the company shall offer cooperation. The board of directors shall provide a shareholders' register as of the equity registration date. Where the board of directors fails to provide the shareholders' register, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the general meeting. The shareholders' register obtained by the convener shall not be used for other purposes except for the general meeting.

Article 12 Where the board of supervisors or shareholder(s) convene(s) the general meeting, the expenses incurred therefrom shall be borne by the Company.

Chapter 3 Proposals and Notice of General Meetings

Article 13 The content of a proposal shall be determined by the general meeting, shall have definite topics and specific issues for resolution, and shall comply with the relevant provisions of laws, administrative regulations, regulatory rules of the place(s) in which the shares of the Company are listed and the Articles of Association.

Article 14 Where the Company convenes a general meeting, the board of directors, board of supervisors, and shareholder(s) severally or jointly holding more than 3% shares of the Company may make proposals to the Company in written form. Matters within the scope of authority of the shareholders' meeting of the proposal shall be included in the agenda of the meeting.

Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener 10 days before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of the proposal and announce the content of the provisional proposal.

Save as specified in the preceding paragraph, the convener shall not change the proposal set out in the notice of the general meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of general meeting or not complying with the preceding article of these rules shall not be voted on or resolved at the general meeting.

Article 15 When the Company convenes a general meeting, the convener shall notify the Shareholders by way of announcement at least 21 days before the date of the annual general meeting, and for an extraordinary general meeting, the Shareholders shall be notified by way of announcement at least 15 days before the date of the meeting.

The duration of the aforesaid notice of the general meeting shall not include the date on which then announcement is published and meeting is convened.

If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.

Article 16 Notice of the shareholders' meeting includes the following:

(I) The time, venue and duration of the meeting;

(II) Matters and proposals that shall be submitted to the meeting for consideration;

(III) Contains a clear statement that all ordinary shareholders(including preferred stock shareholders with voting rights restored)) entitled to attend such meeting and may appoint proxies in writing to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder of the Company;

(IV) It shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;

(V) The names and telephone numbers of the standing contact persons for the meeting;

(VI) The time and procedure for voting online or through other means.

Notice and supplementary notice of the general meeting of shareholders shall fully and completely disclose the specific content of all the proposals, and all the information or explanations required to make reasonable judgments on the matters to be discussed. The independent directors need to pass comment on the matters to be discussed, so the opinions of the independent directors should also be disclosed at the same time when the shareholders' general meeting notice or supplementary notice be issued.

Article 17 If the election of directors or supervisors is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the director or supervisor candidates ~~in accord with Hong Kong Listing Rules and Listing Rules of SSE~~, which information shall at least include:

- (I) Personal particulars, including educational background, work experiences, and concurrent positions;
- (II) Whether one has any related connection with the ~~listed~~ company, its controlling shareholders and effective controllers;

- (III) The amount of shares of the company one holds;
- (IV) Whether one has been punished by CSRC or any other relevant department or reprimanded by the stock exchange.

Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a single proposal.

Article 18 There shall be not more than 7 business days in the notice of the shareholders' meeting between the date of record and the date of the general meeting. The regulatory rule(s) in the place where the shares of the Company are listed provide otherwise, such provisions shall be followed. The date of record shall not be changed once determined.

Article 18

~~The notice of general meeting shall:~~

- ~~(I) Be made in writing;~~
- ~~(II) Specify the venue, date and time of the meeting;~~
- ~~(III) State matters and proposals to be considered at the meeting;~~
- ~~(IV) Provide the shareholders with such information and explanation as necessary for them to make informed decisions in connection with the matters to be discussed; this principle includes (but is not limited to) where a proposal is made to merge the company, to repurchase shares of the company, to reorganize its share capital or to make any other reorganization of the company, and detailed conditions of the proposed transaction shall be provided together with contracts (if any) and the cause and effect of any such proposal shall also be properly explained;~~
- ~~(V) Disclose the nature and extent of the interest where any director, supervisor, president or other senior executive have a material interest in the proposed matters to be discussed; describe the difference where the impact of the matters to be discussed on such director, supervisor, president or senior executive in their capacity as shareholders is different from the impact on other shareholders of the same class;~~
- ~~(VI) Contain the full text of any special resolution proposed to be passed at the meeting;~~
- ~~(VII) Contain a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder;~~
- ~~(VIII) Specify the time and venue for serving the power of attorney for the voting proxy for the meeting;~~
- ~~(IX) Specify the equity registration date of shareholders entitled to attend the general meeting;~~

~~(X) — Specify the name and telephone number of the coordinator of the meeting;~~

~~(XI) — Specify the time and procedures for voting online or otherwise.~~

~~(XII) — And other content of disclosure of Hong Kong Listing Rules and Listing Rules of SSE.~~

~~The interval between the equity registration date and the date of meeting may not be more than seven workdays except as otherwise required by the relevant stock exchange or regulatory authority where the shares are listed. Once the equity registration date has been confirmed, which cannot be changed anymore.~~

~~**Article 19** — The notice of a general meeting shall be delivered in any permitted way of the Stock Exchange that company listed on (including, but not limited to post, e-mail, bulletin, published on the website of the company or the relevant stock exchange websites, etc.) to shareholders (whether or not they are entitled to vote at the general meeting) delivery to their addresses as shown in the shareholders' register. For domestic shareholders (A shareholders after A share listed), notices of general meetings may be issued by announcement.~~

~~The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the regulatory securities authority under the State Council. Once the announcement has been published, all holders of domestic listed shares shall be deemed to have received the notice of relevant general meeting. For H shareholders, announcement shall be published based on the Hong Kong Listing Rules.~~

~~**Article 20** **Article 19** After a notice of shareholders' general meeting is provided, the shareholders' general meeting shall not be postponed or cancelled, and the proposals set out in the notice of shareholders' general meeting shall not be cancelled 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. If the regulatory rules at the location where the Company's shares are listed contain any other provision in respect of the matters mentioned in this Article above, such provisions shall be complied with.~~

Chapter 4 Convening of General Meetings

~~**Article 21** When the Company issues notice of shareholders' general meeting in the manner required by the relevant stock exchanges or regulatory authorities of the place where the shares are listed, People who have rights to be notified but have not received or been notified a notice of the meeting by accident, the meeting and the decision will not be invalid because of this.~~

~~**Article 22** **Article 20** The place where the Company convenes a general meeting shall be the domicile of the Company or the site which the convener of a general meeting determined the venue explicitly notified in the notice of the general meeting by the convener of a general meeting in accordance with the principle of facilitating the Shareholders' participation in the general meeting.~~

The general meeting shall set a venue and be held in the form of on-site meeting, and it shall be also in accordance with the provisions of laws, administrative regulations, and the China Securities Regulatory Commission or the articles of association, and the company will provide a convenience for the shareholders to participate in the general meeting under a safe, economy, convenient internet network and other ways. Shareholders who attend the general meeting in the manner mentioned above, which will be seen as attended.

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.

~~Article 23~~ **Article 21** When the general meeting of the Company use the internet or other methods, the voting time and the voting procedure of the internet or other methods should be stated clearly in the notice of the general meeting.

The opening time for voting at a general meeting held by way of Internet or other means shall not be earlier than 3:00 p.m. on the day before the on-site general meeting, and shall not be later than 9:30 a.m. on the day of the on-site general meeting, and the closing time shall not be earlier than 3:00 p.m. on the day of the closing of the on-site general meeting.

~~Article 24~~ **Article 22** The board of directors and the other conveners shall take necessary measures to ensure the normal order of the general meeting. The company will take measures to prevent the interference of the general meeting, affray and violations of the legitimate rights and interests of the shareholders and report the situation(s) to the relevant departments to investigate immediately.

~~Article 25~~ **Article 23** The shareholders may attend general meetings and exercise the voting rights by themselves, or they can also entrust a proxy to attend the meetings and exercise the voting rights within their authorization.

All ordinary shareholders(including preferred stock shareholders with voting rights restored)or their proxies registered on the date of registration shall have the right to attend and vote at the general meeting in accordance with relevant laws, regulations and the Articles of Association.

~~All shareholders in the shareholders' register on the equity registration date or proxies thereof shall be entitled to attend general meetings, the company and the conveners cannot refuse them under any reasons.~~

~~The Company shall set up the registration procedures for on-site attendance before the date of the general meeting, but shall not prevent shareholders or their proxies from attending the general meeting and exercising their voting rights according to the relevant laws and regulations.~~

Article 24 In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other valid documents or proof capable of identifying himself/herself and stock account card. In the event that a proxy is appointed to attend the meeting for someone else, he shall present his/her own valid identity documents and the power of attorney from the shareholder.

For a legal person shareholder, its legal representative or a proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall present his/her own identity card or valid proof capable of proving that he/she has the status as a legal representative. In the event that the appointed proxy attends the meeting, he/she shall present his/her own identity card and the written power of attorney issued by the legal representative of the legal person shareholder according to laws.

Article 25 The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:

- (I) the name of the proxy;
- (II) whether the proxy has the right to vote;
- (III) the instructions to vote in favour of or against, or to abstain from voting on each matter set out on the agenda of the general meeting;
- (IV) the signing date and validity of the power of attorney;
- (V) the signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal entity shall also be affixed.

Article 26 Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit.

Article 27 In the event that the power of attorney is signed by other persons authorized by the principal, the power of attorney authorizing the signatures or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of meeting.

In the event that the principal is a legal person, its legal representative or board of directors, or other person authorized by the resolution of its decision-making body shall represent it at the general meeting of the Company.

If the shareholder is a Recognized Clearing House (or its agent), the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any general meeting; however, where several persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be signed by the respective proxies appointed by the Recognized Clearing House. The persons thus authorized may attend the meetings and exercise rights on behalf of the Recognized Clearing House as if the said persons were the natural person shareholders of the Company.

Article 28 If the relevant documents above submitted by the attendants are under any of the following circumstances, the qualification for attending the meeting shall be deemed to be invalid:

- (1) The identification information submitted by the principal or attendants by proxy is false or unidentifiable;
- (2) The sample of the power of attorney registered by fax is obviously inconsistent with the sample of the signed power of attorney submitted when actually attending the meeting
- (3) None of principal or proxy has signed the power of attorney , or the signature does not meet the requirements;

- (4) The relevant documents submitted by the principal or the person attending the meeting on his/her behalf have other obvious violations of the relevant provisions of the laws, administrative regulations, the Articles of Association or the Rules.

Article 29 The principal and his/her proxy shall assume corresponding legal consequences for the principal's or his/her proxy's ineligibility to attend the meeting because the principal authorizes unclearly or the certificate submitted by his or her proxy to prove the principal's legal identity or the entrustment relationship and other relevant documents fail to meet the provisions of the laws, regulations and the Articles of Association.

~~**Article 26** Shareholders attending the general meeting shall present their share account cards, identity card or other identity certificate; Proxies attending the general meeting on behalf of an individual shareholder shall also present his/her identity card and the power of attorney of the shareholder.~~

~~**Article 27**~~ **Article 30** Attendees register shall be prepared by the Company, which register shall state the names (or names of the corporations), identification card number and the number of voting shares held or represented, names of the principal (or names of the corporations) and so on. A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, domicile, the number of voting shares held or represented by each attendant and names (or name of organizations) of the proxies.

Article 31 The convener(s) and lawyers engaged by the Company shall jointly verify the validity of shareholders' qualifications based on the members registration list offered by the securities registration and clearing institution, and shall register names of shareholders and the number of voting shares they hold. The registration for the meeting shall be terminated before the presider of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of voting shares they hold. If the regulatory rules of the place where the company's shares are listed have other provisions on the verification of the legality of shareholder qualifications, such provisions shall prevail.

Registration for the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting, as well as the total number of voting shares held by them.

~~**Article 28**~~ **Article 32** All directors, supervisors and the secretary to the board of directors or the company shall attend general meetings of the Company. The president and other senior executives shall be present at the meetings without voting rights.

~~**Article 29**~~ **Article 33** The chairman of the board of directors shall preside over the general meeting. Where a general meeting is convened by the Board, the chairman of the Board shall preside the meeting. If the chairman is unable or fails to perform his duties, the deputy chairman shall convene and preside the meeting. In the event that the deputy chairman is unable or fails to perform his duties, a director shall be elected by a simple majority of directors to preside the meeting.

Article 30 A general meeting convened by the board of supervisors itself shall be presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors cannot or does not fulfil the duty thereof, more than half of the supervisors may elect a supervisor to preside over the meeting.

Article 31 A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener.

Article 32 When a general meeting is held and the presider violates these rules which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights.

~~**Article 33**~~ **Article 34** The board of directors and the board of supervisors shall report their work in the preceding year at the annual general meeting. Also, every independent director should give a work report.

~~**Article 34**~~ **Article 35** ~~In addition to the case involving the Company's commercial secrets cannot be disclosed, the~~ Directors, supervisors and senior management staff should make interpretation and illustration according to the queries and suggestions of shareholders.

~~**Article 35**~~ **Article 36** The presider shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall be as recorded in the meeting's register.

~~In addition to the presider of the meeting should make decisions under the principle of honesty and credit, allowing to make resolutions on purely procedural or administrative matters by a show of hands, On the general meeting, any proposal made by the shareholders must be carried out in the form of voting. "Procedure and administrative matters" includes: (1) not contained in the agenda of the general meeting or any supplementary shareholders of circular; and (2) referred to the presider of the meeting shall maintained the meeting in order and/or permit assembly affairs more properly to process, while let all shareholders have responsibilities of having a reasonable opportunity to express their opinions.~~

Article 37 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 regulatory 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.

Chapter 5 Voting and Resolutions at General Meetings

Article 38 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be approved by votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the general meeting.

Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.

Article 39 The following matters shall be approved by ordinary resolutions at a general meeting:

- (I) Work reports of the board of directors and the board of supervisors;
- (II) Profit distribution plans and loss recovery plans formulated by the board of directors;
- (III) Appointment and removal of the members of the board of directors and the members of the board of supervisors who are not employee representatives, their remuneration and the method of payment thereof;
- (IV) Annual budget proposals, final accounts of the Company;
- (V) The Company's annual report;
- (VI) Matters other than those that should be passed by special resolutions pursuant to the laws, administrative regulations, departmental rules, the Listing Rules or the Articles of Association.

Article 40 The following matters shall be approved by special resolutions at a general meeting:

- (I) Increase or reduction in registered capital of the Company;
- (II) Division, spin-off, merger, dissolution and liquidation of the Company;
- (III) Revision of the Articles of Association;
- (IV) When the Company buys, or sells material assets or guarantees an amount exceeding 30% of the latest audited total assets within one year;
- (V) The equity incentive plans;
- (VI) Other matters as prescribed in the laws, administrative regulations, departmental rules, the Listing Rules or the Articles of Association as well as any other matters considered by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by a special resolution.

Article 41 Shareholders (including proxies thereof) shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote.

~~Article 36~~ When the shareholders and the intended consideration of the general meeting are related, voting should be avoided; the voting shares held by the shareholders will not be counted into the total number of voting shares of shareholders who attend the general meeting. The announcement of the resolutions of the general meeting shall fully disclose the voting results of the non-related shareholders.

Article 37 The general meetings should consider significant matters affecting the interests of small investors; the voting of small investors should be counted separately. And the results shall be disclosed publicly timely. Where the regulatory rules of the place where the Company's shares are listed have other provisions on the separate voting of small and medium-sized investors, such provisions shall prevail.

The Company has no voting right for the shares it holds, and such shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.

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.

The board of directors of the company, independent 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 can openly solicit the voting right of the shareholders. The purpose and information of soliciting the voting right of the shareholders should be fully disclosed. Prohibit paying or in any disguised form of compensation to solicit the voting right from the shareholders. Save for statutory conditions, the company shall not limit the minimum shareholding percentage on soliciting the voting right.

Pursuant to the regulatory rules of the place where the Company's shares are listed, whereas any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

~~Article 38~~ Article 42 The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting. When the shareholders' general meeting considers matters relating to related parties transactions, the related shareholders shall not participate in the voting, and the number of the voting shares represented by them shall not be counted into the total number of valid voting shares; and a public announcement of the resolutions of the shareholders' general meeting shall be made to fully disclose the way of voting of unrelated shareholders.

For approval of related party transactions at the Company' general meeting, the related shareholders shall, prior to the approval at the general meeting, actively submit the application for recusal; the unrelated shareholders shall have the right to submit the application for recusal against the related shareholders to the general meeting prior to approval of the relevant case at the general meeting. Such application shall be submitted in written form and indicate the reasons thereof. Prior to approval of the relevant case at the general meeting, examination and approval of such application shall be made first.

After conclusion of the general meeting, in the event any other shareholder finds that the relevant shareholder participates in voting of related party transaction, or has objection on whether a recusal shall apply, it shall have the right to bring a suit in accordance with the regulations of the Articles of Association. Where the related shareholders clearly indicate recusal, other shareholders who attend the general meeting shall put the relevant case for examination and approval. The voting results and other resolutions passed at the general meeting are equally valid.

~~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 of the PRC, 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.~~

Article 43 The Company shall not enter into any contract with anyone other than a director, supervisor, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at a general meeting by way of special resolution.

Article 44 The list of candidate of directors and supervisors shall be submitted to the shareholders' meeting as a proposal for voting. The method and procedures for nomination of directors and supervisors are as follows:

- (I) The board of directors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for director(s);
- (II) The board of directors, the board of supervisors and shareholder(s) independently or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for independent director(s). The Investor Protection Organization established according to law may publicly request the shareholders to exercise the right to nominate the independent directors on its behalf;
- (III) The board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for supervisor(s) who is/are not employees' representative(s);
- (IV) The supervisor(s) representing employees in the board of supervisors shall be elected from the general meeting of employee representative(s);

(V) When the shareholders nominate director(s), independent director(s) or supervisor(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors 10 days before convening the general meeting. If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.

The board of directors shall issue an announcement or a circular on the biography and basic information of the candidate for director(s) and supervisor(s) to the shareholders, and the notice period for the announcement and circular shall comply with the regulations and requirements of the regulatory rules at the place where the shares of the Company are listed.

When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the cumulative voting system may be used in accordance with the requirements of the regulatory rules of the place where the shares are listed, provisions of the Articles of Association or the resolutions at the general meeting. Under the cumulative voting system, the election of independent directors shall be conducted separately from that of other members of the board of directors. When electing two or more directors or supervisors, the cumulative voting system shall be implemented. Where the cumulative voting system is implemented in electing directors, the voting of the independent directors shall be conducted separately from that of the non-independent directors.

~~**Article 39**—Resolutions in respect of the election of two or more directors or supervisors shall be passed by way of cumulative voting pursuant to the Articles of Association or resolutions of the general meeting. Listed companies with 30% or more shares owned by a single shareholder and its persons acting in concert shall implement the cumulative voting system.~~

Cumulative voting mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner.

~~**Article 40**~~ **Article 45** Save under the cumulative voting system, the general meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general meeting.

~~**Article 41**~~ **Article 46** No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the general meeting. ~~General meetings shall not determine matters not published in the notice.~~

~~**Article 42**~~ **Article 47** The same voting right can only be exercised in only one form: onsite, over the network, or otherwise. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.

Article 48 Voting at the general meeting shall record the names of the voters.

~~Article 43~~ A shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: pro, con or abstention. Securities registration and clearing institutions as the name of the holder of Shanghai and Hong Kong stock, but excludes the declaration according to the actual holders.

~~Blank, wrong, 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".~~

~~Article 44~~ Article 49 When proposals are voted on at the general meeting, two shareholders' representatives shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of ballots.

When proposals are voted on at the general meeting, the lawyer, shareholders' representative and supervisors' representative shall be jointly responsible for the counting and monitoring of the ballots.

Shareholders of listed companies or proxies thereof voting over the network or otherwise shall have the right to check their voting results via the corresponding voting system.

~~Article 45~~ Article 50 A general meeting shall not conclude earlier at the venue than over the network or otherwise, and the presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result.

Before the voting result is announced, the relevant parties including the listed company, counting officer, monitoring officer, major shareholders and network service provider involved at the venue, over the network or otherwise shall have the confidentiality obligation.

Article 51 Shareholders (including proxies) present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the declaration by securities registration and clearing institution as the nominal holder of the stocks of stock connect mechanism between the mainland China and Hong Kong stock markets, based on the actual holders' intentions.

Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting ights. The voting results of the shares they hold shall be counted as "abstained".

Article 52 In the event that the chairman of a meeting has any doubt towards the results of a resolution submitted for voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.

~~Article 46~~ **Article 53** Resolutions of the general meeting shall be announced in due time in accordance with the listing rules of the stock exchange where the Company's shares are publicly traded. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting result for every proposal and the details of each of the resolutions passed.

~~The Company shall make statistics and report on the attendance and voting of the domestic Shareholders (A shareholders) and foreign shareholders (H shareholders), respectively. Statistics on the attendance and the voting of A Shareholders and H Shareholders shall be kept on an individual basis, and announced accordingly.~~

~~Article 47~~ **Article 54** Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 55 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 56 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

Article 57 Any content of a resolution approved at the shareholders' general meeting of the Company will be invalid if it violates the laws and administrative regulations.

If the procedures for convening a shareholders' general meeting or the voting methods violate the laws, administrative regulations and the Articles of Association or the contents of any resolution violate the Articles of Association, the shareholders may request the competent people's court to withdraw it within 60 days from the date when such resolution is made.

Chapter 6 Minutes of General Meeting and Archives Management

~~Article 48~~ **Article 58** Minutes of a general meeting shall be kept by the secretary to the board of directors ~~or the company~~. The minutes of the meeting shall specify:

- (I) the date, venue and agenda of the meeting, and the name of the convener;
- (II) the names of the presider, and the directors, supervisors, president and other senior executives attending or present at the meeting;
- (III) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company;
- (IV) the process of discussion in respect of each proposal, highlights of speeches and the voting result;

- (V) details of the inquiries or suggestions of the shareholders, and the corresponding responses or explanations;
- (VI) the names of the lawyer, counting officer and monitoring officer;
- (VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association.

Article 59 ~~The convener shall ensure that the contents of the minutes are true, accurate and complete. The attending directors, supervisors, secretary to the board of directors or the company, convener or representative thereof, and preside shall sign the minutes of the meeting, the convener shall ensure the meeting minutes are true, accurate and complete.~~ The minutes of the meeting, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting over network or by other means shall be kept for 10 years.

Article 49 ~~The convener shall ensure that the general meeting is held continuously until final resolutions have been reached. If the general meeting is terminated or fails to reach any resolution due to force majeure or for other special reasons, the convener shall take necessary action to resume the general meeting as soon as possible or directly terminate the general meeting and make a responsive announcement. Meanwhile, the convener shall report to authority appointed by CSRC in the location of the Company and the stock exchange. 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.~~

Article 50 ~~Where a proposal on election of directors or supervisors is passed at the general meeting, the directors elect or supervisors elect shall take office after announcement of the voting result.~~

Article 51 ~~Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two months after conclusion of the general meeting.~~

Article 52 ~~If the resolution of the General Meeting is in violation of the laws and administrative regulations, the resolution will be invalid.~~

~~The controlling shareholders and actual controllers of the company shall not restrict or interfere with the small and medium investors in accordance with the law to exercise their right to vote, or damage to the company and the small and medium investors' legitimate rights and interests.~~

~~The procedure of convening the General Meeting and the voting formula are in violation of laws, administrative regulations or articles of association, or the resolution is in violation of the articles of association, the shareholders may after a resolution is made, from within 60 days, request the people's court to revoke.~~

**Chapter 5 7-Special Procedures for Voting by Class Shareholders Authorization of
Generation Meeting to the Board of Directors**

~~Article 53~~ **Article 60** Without violation of laws, administrative regulations, department rules, the Listed Rules and the Articles of Association, the general meeting may pass a resolution to authorize the board of directors.

~~Holders of different classes of shares are class shareholders. Class shareholders shall enjoy the rights and fulfill the obligations pursuant to the laws, administrative regulations and the Articles of Association.~~

~~Article 54~~ **Article 61** Matters which, as required by laws, administrative regulations, the Listing Rules and the Articles of Association, shall be resolved at general meetings shall be considered and reviewed at general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. Under necessary and reasonable circumstances, the general meeting may authorize the board of directors to decide, within the scope of authorization as delegated at the general meeting, specific issues relating to matters to be resolved on by the general meeting which may not be decided upon immediately at a general meeting.

For any authorization granted to the board of directors by the general meeting, the matter involved shall be approved by shareholders (including their proxies) representing more than one-half of the voting rights present at the general meeting if it constitutes an ordinary resolution, or by shareholders (including their proxies) representing more than two-thirds of the voting rights present at the general meeting if it constitutes a special resolution. The contents of the authorization shall be clearly specified in details.

~~Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated (as set out in the Articles of Association and other relevant laws and regulations or provisions (if any)) unless approved by a special resolution of shareholders' general meeting and by holders of shares of that class at a class meeting.~~

~~Article 55~~ **Article 62** Resolutions of a class meeting shall be approved by votes representing more than two-thirds of the voting rights of shareholders of that class present at the meeting who are entitled to vote at the meeting. When making decisions on authorized matters, the board of directors shall conduct sufficient discussions and demonstrations, and if necessary, employ an intermediary institution to provide consultation opinions to ensure the scientificity and rationality of the decision-making matters.

~~Article 56~~ Where the Company convenes a class meeting, an announcement shall be given or an announcement shall be published at least 21 days before the date of the annual general meeting and at least 15 days before the date of the extraordinary general meeting to notify all the shareholders of the said class in the shareholders' register of the matters to be considered at the meeting, and the date and venue of the meeting. The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened.

~~Article 57~~ Notices of class meetings shall only be served on shareholders entitled to vote thereat. Class meetings shall be conducted in a manner as similar as possible to that of general meetings. Provisions in the Articles of Association concerning the procedure for convening of general meetings also apply to class meetings.

~~Article 58~~ Apart from holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed as shareholders of different classes.

Special voting procedures for class shareholders shall not apply in the following circumstances:

- (I) ~~With the approval by special resolutions at a general meeting (acquired unconditioned authorization or restrained by all terms and conditions through resolution), the Company recognizes, distributes or issues domestic shares and overseas-listed foreign shares, at one or more occasions, the total number of shares not exceeding 20% of each of its existing issued and outstanding domestic shares and overseas-listed foreign shares in every 12 months;~~
- (II) ~~Where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authority under the State Council;~~
- (III) ~~Shares of the Company already issued but not listed, with approval from the securities regulatory authority under the State Council, are converted to overseas listed shares.~~

Chapter 6 8 Supplementary Provisions

~~Article 59~~ ~~Article 63~~ Unless otherwise stated, the terms used in the Rules shall have the same meaning with those in the Articles of Association. ~~The announcement or notice of the rules refers to the contents of the information disclosed in the designated newspapers and periodicals of China Securities Regulatory commission except as otherwise required by the relevant stock exchange or regulatory authority where the shares are listed. Notice or announcement with a longer length, the company may choose to specify the contents of the disclosure briefly in the designated newspapers and periodicals of China Securities Regulatory commission, but the full text should also be published on the website of the China Securities Regulatory commission.~~

~~Supplementary notices of general meeting as mentioned in the rules shall be announced on the same newspapers on which the notices of meeting are announced.~~

~~Article 60~~ The phrases “more than” and “within” as mentioned in these rules are inclusive while “exceeding”, “less than” and “more than” are exclusive.

~~Article 64~~ For the purpose of the Rules, the terms “above”, “within”, “not more than” are inclusive terms and the terms “exceeding”, “less than”, “beyond”, “below” and “more than” are exclusive terms.

~~Article 61~~ In any of the following circumstances, the rules shall be amended to be:

- ~~(1) After the modification of the articles of association, the provisions of these rules are inconsistent with the articles of association of the amended;~~
- ~~(2) The General Meetings decide to amend the rules.~~

~~Article 62~~ Article 65 The matters uncovered in the Rules shall be performed in accordance with the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed. If the provisions of the Rules are conflict with those of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed, the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed shall prevail.

~~The unsteady affairs of the rules are applicable to the provisions of the relevant laws, regulations, rules and regulatory documents and the articles of association. If the provisions of these rules are inconsistent with relevant laws, regulations, rules, regulations document and the articles of association and Hong Kong Listing Rules or Listing Rules of SSE, the provisions of relevant laws, regulations, rules, regulations document and the articles of association and Hong Kong Listing Rules or Listing Rules of SSE shall prevail.~~

~~Article 63~~ Article 66 These rules shall be subject to interpretation by the board of directors of the Company as an appendix of Articles of Association.

~~Article 64~~ Article 67 These rules shall come into effect upon deliberation and approval of the general meeting of the Company. ~~Upon the effective day of the rules, the existing rules of the Company will lapse automatically.~~

CANDIDATES FOR EXECUTIVE DIRECTORS

Mr. Ruan Hongliang (阮洪良先生) (**Mr. Ruan**), aged 62, is a founder of the Group and a de facto controller of the Company. Mr. Ruan is currently an executive Director and the chairman of the Board, mainly responsible for the development of overall corporate strategies, business management and operation of the Group. Mr. Ruan is a member of the remuneration committee and the nomination committee, and also the chairman of strategic development committee and risk management committee of the Company. Mr. Ruan graduated from Dongbei University of Finance and Economics* (東北財經大學) in January 2022 majoring in business administration.

Mr. Ruan has over 38 years' experience in glass industry. Mr. Ruan is currently a director of a majority of subsidiaries of the Company. Apart from the Group, Mr. Ruan has served as a director of Jiaxing Xiuzhou District Lianhui Venture Capital Co., Ltd.* (嘉興市秀洲區聯會創業投資有限公司) since June 2009, a director of Fengyang Petro China Kunlun Gas Co., Ltd.* (鳳陽中石油崑崙燃氣有限公司) since April 2020, and a director of Jiaxing Gas Group Co., Ltd* (嘉興市燃氣集團股份有限公司) (a company listed on Hong Kong Stock Exchange, stock code: 9908) from June 2021 to June 2023.

Mr. Ruan is the spouse of Ms. Jiang Jinhua, an executive Director, father of Ms. Ruan Zeyun, an executive Director, the president and the company secretary of the Company and father-in-law of Mr. Zhao Xiaofei, an executive deputy president of the Company. As at 30 September 2024, Mr. Ruan beneficially owns 439,358,400 A shares and 485,000 H shares of the Company.

Pursuant to a concert party agreement dated 19 September 2016 entered into among Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, each of Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei is considered to be interested in 1,118,772,000 A shares and 2,799,000 H shares of the Company under the SFO.

Ms. Jiang Jinhua (姜瑾華女士) (**Ms. Jiang**), formerly known as Ms. Jiang Jin'e (姜瑾娥), aged 62, joined the Group in June 2000. Ms. Jiang is a de facto controller of the Company. Ms. Jiang has over 30 years' experience in glass industry. Ms. Jiang is currently an executive Director and the vice chairman of the Board, mainly responsible for assisting Mr. Ruan to fulfill his duties as the chairman of the Board. Ms. Jiang is a member of the risk management committee of the Company. Ms. Jiang graduated from Arizona State University in the United States in May 2013 with a master degree in business management.

Ms. Jiang is the spouse of Mr. Ruan, an executive Director, mother of Ms. Ruan Zeyun, an executive Director, the president and the company secretary of the Company and mother-in-law of Mr. Zhao Xiaofei, an executive deputy president of the Company. As at 30 September 2024, Ms. Jiang beneficially owns 324,081,600 A shares and 111,000 H shares of the Company.

Pursuant to a concert party agreement dated 19 September 2016 entered into among Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, each of Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei is considered to be interested in 1,118,772,000 A shares and 2,799,000 H shares of the Company under the SFO.

Ms. Ruan Zeyun (阮澤雲女士) (Ms. Ruan), formerly known as Ms. Ruan Xiao (阮曉女士), aged 37, joined the Group in October 2009, is a de facto controller of the Company. Ms. Ruan is currently an executive Director, president and company secretary of the Company, mainly responsible for the daily affairs of the Board and management and operation of overall corporate business of the Group. Ms. Ruan graduated from Sheffield University in England in September 2009 with a master degree in management. Apart from the Group, Ms. Ruan has served as a director of Jiaying Yihe Investment Co., Ltd.* (嘉興義和投資有限公司) since June 2016, a director of Jiaying Kaihong Flat Supply Chain Management Co., Ltd.* (嘉興凱鴻福萊特供應鏈管理有限公司) since January 2020 and a director of its wholly-owned subsidiary Kaihong Flat Logistics (Vietnam) Co., Ltd.* (凱鴻福萊特物流(越南)有限公司) since November 2021 and a non-executive director of Jiaying Gas Group Co., Ltd.* (嘉興市燃氣集團股份有限公司) since June 2023.

Ms. Ruan is the spouse of Mr. Zhao Xiaofei, an executive deputy president of the Company, and the daughter of Mr. Ruan, an executive Director, and Ms. Jiang, an executive Director. As at 30 September 2024, Ms. Ruan beneficially owns 350,532,000 A shares and 2,203,000 H shares of the Company.

Pursuant to a concert party agreement dated 19 September 2016 entered into among Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, each of Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei is considered to be interested in 1,118,772,000 A shares and 2,799,000 H shares of the Company under the SFO.

Mr. Wei Yezhong (魏葉忠先生) (Mr. Wei), aged 52, is a co-founder of the Group and has over 28 years' experience in glass industry. Mr. Wei is currently an executive Director and a deputy president of the Company, mainly responsible for development plan and logistics transportation of the Company. Mr. Wei is a member of the strategic development committee of the Company.

Mr. Shen Qifu (沈其甫先生) (Mr. Shen), aged 57, joined the Group in September 1999 and is currently an executive Director, mainly responsible for assisting in the management of the business and operation of the industrial park of the headquarters. Mr. Shen has over 21 years' experience in glass industry. Mr. Shen graduated from Shanghai University of Engineering Science* (上海工程技術大學) in Shanghai, the PRC, in January 1987, majoring in machinery manufacturing and equipment.

CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Xu Pan (徐攀女士) (Ms. Xu), aged 36, has served as an independent non-executive Director since May 2021, the chairman of the audit committee, remuneration committee and nomination committee, and also a member of the strategic development committee. Ms. Xu obtained a doctor's degree in accounting from Nanjing University in September 2019. She is now an associate professor of the accounting department of the school of management of Zhejiang University of Technology* (浙江工業大學). Ms. Xu obtained the qualification of Certified Internal Auditor (CIA) in 2011. Ms. Xu obtained the qualification of non-practicing member of the Chinese Institute of Certified Public Accountants (CICPA) in 2015.

Apart from the Group, Ms. Xu has been an independent director of Zhejiang Jingxin Pharmaceutical Co., Ltd.* (浙江京新藥業股份有限公司) since October 2022 and an independent director of Xinfengming Group Co., Ltd.* (新鳳鳴集團股份有限公司) since September 2023.

Ms. Du Jian (杜健女士) (Ms. Du), aged 46, is a PhD in Management Science and Engineering of Zhejiang University. Since 2006, Ms. Du has been working in the School of Management of Zhejiang University. She has successively served as a postdoctor, lecturer and associate professor in the Department of Management Science and Engineering of Zhejiang University. Currently, she is a professor in the Department of Innovation, Entrepreneurship and Strategy of Zhejiang University.

Apart from the Group, Ms. Du has been an independent director of Hangzhou Onechance Tech Corp* (杭州壹網壹創科技股份有限公司) since May 2020.

Ms. Ng Yau Kuen Carmen (吳幼娟女士) (Ms. Ng), aged 48, has served as an independent non-executive Director since May 2021, and a member of the audit committee. Ms. Ng holds a bachelor's degree of business administration from the Chinese University of Hong Kong* (香港中文大學), a master's degree of business administration from the Hong Kong University of Science and Technology* (香港科技大學) and a master's degree of laws in corporate and financial law from the University of Hong Kong* (香港大學).

Apart from the Group, Ms. Ng has been an independent non-executive director of Get Nice Financial Group Limited since March 2016. Ms. Ng has been the person-in-charge of Cypress Certified Public Accountants since 2013, and a director of Cypress Advisory & Consulting Limited since 2013.

BIOGRAPHICAL DETAILS OF SUPERVISOR CANDIDATES

CANDIDATES FOR SHAREHOLDER REPRESENTATIVE SUPERVISORS

Mr. Zheng Wenrong (鄭文榮先生) (Mr. Zheng), aged 60, a co-founder of the Group, is currently the chairman of the board of supervisors of the Company. Mr. Zheng has over 24 years' experience in glass industry. Mr. Zheng held various positions of the Group since 1998 when he joined the Group. Mr. Zheng has been the general manager of the infrastructure department of the Company since January 2023.

Mr. Shen Fuquan (沈福泉先生) (Mr. Shen), aged 64, a co-founder of the Group, is currently a supervisor of the Company. Mr. Shen has over 23 years' experience in glass industry. Mr. Shen held various positions of the Group since 1998 when he joined the Group. Mr. Shen has been the consultant of the logistics department of the Company since August 2024.

Mr. Zhu Quanming (祝全明先生) (Mr. Zhu), aged 70, a co-founder of the Group, is currently a supervisor of the Company. Mr. Zhu has over 24 years' experience in glass industry. Mr. Zhu held various positions of the Group since 1998 when he joined the Group. Mr. Zhu has been the consultant of Jiaxing Flat Intelligent Equipment Co., Ltd* (嘉興福萊特智能裝備有限公司), a subsidiary of the Company, since February 2023.

NOTICE OF THE 2024 FIRST EGM

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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 THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (the “**2024 First EGM**”) of Flat Glass Group Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Monday, 18 November 2024 at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC for the purpose of considering, and if thought fit, passing the following resolutions by way of ordinary or special resolutions as indicated. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 30 October 2024:

ORDINARY RESOLUTION

1. To declare an interim dividend of RMB0.13 per ordinary Share (before tax) for the six months ended 30 June 2024.

SPECIAL RESOLUTIONS

2. To consider and approve the proposed changes of registered capital and amendments to the Articles of Association.
3. To consider and approve that the Board be authorized to make changes in industrial and commercial registration and make relevant adjustments and revision to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustment and revisions to characters, chapters and articles.
4. To consider and approve the proposed amendments to the Rules of Procedures of General Meetings.

NOTICE OF THE 2024 FIRST EGM

ORDINARY RESOLUTIONS (CUMULATIVE VOTING)

5. To consider and approve the appointment of the executive Directors of the seventh session of the Board:
 - 5.1 the appointment of Mr. Ruan Hongliang as an executive Director;
 - 5.2 the appointment of Ms. Jiang Jinhua as an executive Director;
 - 5.3 the appointment of Ms. Ruan Zeyun as an executive Director;
 - 5.4 the appointment of Mr. Wei Yezhong as an executive Director;
 - 5.5 the appointment of Mr. Shen Qifu as an executive Director.

6. To consider and approve the appointment of the independent non-executive Directors of the seventh session of the Board:
 - 6.1 the appointment of Ms. Xu Pan as an independent non-executive Director;
 - 6.2 the appointment of Ms. Du Jian as an independent non-executive Director;
 - 6.3 the appointment of Ms. Ng Yau Kuen Carmen as an independent non- executive Director.

7. To consider and approve the appointment of the shareholder representative Supervisors of the seventh session of the Supervisory Committee:
 - 7.1 the appointment of Mr. Zheng Wenrong as a shareholder representative Supervisor;
 - 7.2 the appointment of Mr. Shen Fuquan as a shareholder representative Supervisor;
 - 7.3 the appointment of Mr. Zhu Quanming as a shareholder representative Supervisor.

By order of the Board of
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

Jiaxing, Zhejiang Province, the PRC
30 October 2024

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

NOTICE OF THE 2024 FIRST EGM

Notes:

1. In order to ascertain the Shareholders' entitlement to attend and vote at the 2024 First EGM, the register of members of the Company will be closed from Wednesday, 13 November 2024 to Monday, 18 November 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming 2024 First EGM, all transfer documents must be lodged with the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), for registration before 4:30 p.m. on Tuesday, 12 November 2024. H Shareholders whose names appear on the register of members of the Company on Tuesday, 12 November 2024 are entitled to attend and vote at the 2024 First EGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the 2024 First EGM will be determined and announced separately in the PRC by the Company.
2. Shareholders who are entitled to attend and vote at the 2024 First EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H Shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the 2024 First EGM (i.e. before Sunday, 17 November 2024) (or any adjournment thereof). If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the 2024 First EGM or any adjourned meetings should they so wish.
5. Shareholders or their proxies shall provide their identification documents when attending the 2024 First EGM.
6. Shareholders attending the 2024 First EGM shall be responsible for their own travel and accommodation expenses.
7. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.
8. The cumulative voting method shall be adopted for the voting of Resolutions No. 5 to No. 7. The cumulative voting method refers to the voting for the election of Directors, independent non-executive Directors or Supervisors at the general meetings where each Share is entitled to the same number of votes which equals to the total number of executive Directors, independent non-executive Directors or shareholder representative Supervisors to be elected, and Shareholders may consolidate their voting rights when casting a vote or disperse the votes among several candidates.