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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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)

### **SUPPLEMENTAL CIRCULAR TO THE 2019 FIRST EXTRAORDINARY GENERAL MEETING AND SUPPLEMENTAL NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING**

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This Supplemental Circular shall be read in conjunction with the Circular.

Supplemental notice convening the EGM to be held at the Conference Room, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China, at 3:00 p.m. on 26 November, 2019 is set out on pages EGM-1 to EGM-3 of this Supplemental Circular.

The Revised Proxy Form for use at the EGM is also enclosed with this Supplemental Circular. If you intend to attend the EGM by proxy, you are required to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Company's H shares registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China (for holders of A Shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the Revised Proxy Form shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish. **Shareholders should note that the Revised Proxy Form supersedes and replaces the Original Proxy Form and that the Original Proxy Form is void and invalid. SHAREHOLDERS WHO HAVE SIGNED AND RETURNED THE ORIGINAL PROXY FORM SHOULD COMPLETE AND RETURN THE REVISED PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED THEREIN.**

8 November 2019

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## DEFINITIONS

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

“2019 First EGM” or “EGM”	the extraordinary general meeting of the Company to be held at the Conference Room, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC at 3:00 p.m. on Tuesday, 26 November 2019
“Articles of Association” or “Articles”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Circular”	the circular of the Company dated 11 October 2019
“Company Law”	the Company Law of the PRC
“Directors”	the directors of the Company
“Flat Glass Group” or “Company”	Flat Glass Group Co., Ltd.* (福萊特玻璃集團股份有限公司, previously known as Zhejiang Flat Glass & Mirror Co., Ltd.* (浙江福萊特玻璃鏡業股份有限公司) and Flat Solar Glass Group Co., Ltd.* (福萊特光伏玻璃集團股份有限公司)), a joint stock limited liability company converted from its predecessor, Zhejiang Flat Glass & Mirror Ltd.* (浙江福萊特玻璃鏡業有限公司, previously known as Jiaxing City Naibang Trading Co., Ltd.* (嘉興市耐邦經貿有限公司)), a limited liability company established under the laws of the PRC, on 29 December 2005 and the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6865), the A Shares of which are listed on the Main Board of Shanghai Stock Exchange (stock code: 601865)
“H Share(s)”	overseas listed foreign invested share(s) in the capital of the Company with nominal value of RMB0.25 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange (stock code: 6865)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Original Proxy Form”	the original form of proxy for use at the EGM enclosed with the Circular
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Articles Amendments”	the proposed amendments to the Articles of Association passed by the Board on 5 November 2019, subject to Shareholders’ approval at the EGM, the details of which are set out in “Appendix I – Proposed Amendment to Articles of Association” of this Supplemental Circular
“Revised Proxy Form”	the revised proxy form for use at the EGM enclosed with this Supplemental Circular
“Share(s)”	the A Share(s) and the H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Circular”	this supplemental circular of the Company dated 8 November 2019
“%”	percent

*In this circular, unless the context otherwise requires, the terms “core connected person(s)”, “connected person(s)”, “connected transaction(s)”, “controlling shareholder(s)” and “substantial shareholder(s)”, if used, shall have the meanings given to such terms in the Listing Rules, as modified by the Stock Exchange from time to time.*

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

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

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

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*  
Mr. Ruan Hongliang (*Chairman*)  
Ms. Jiang Jinhua  
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

*Independent non-executive Directors:*  
Dr. Cui Xiaozhong  
Ms. Hua Fulan  
Mr. Ng Ki Hung

*Principal place of business in Hong Kong:*  
Room C, 2/F, Capital Trade Centre,  
62 Tsun Yip Street  
Kwun Tong, Kowloon,  
Hong Kong

8 November 2019

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE 2019 FIRST  
EXTRAORDINARY GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF THE 2019 FIRST  
EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

This Supplemental Circular should be read in conjunction with the Circular.

This Supplemental Circular includes the additional resolutions proposed by Mr. Ruan Hongliang, one of the controlling shareholders of the Company, in writing to the Board on 7 November 2019 pursuant to article 75 of the articles of association of the Company.

The purposes of this Supplemental Circular are to (i) provide you with information regarding the supplemental resolutions to be proposed at the EGM; and (ii) give you supplemental notice of the EGM.

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## LETTER FROM THE BOARD

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### II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 5 November 2019 in relation to the Proposed Articles Amendments.

Please refer to Appendix I to this Supplemental Circular for the full text of the Proposed Articles Amendments. The Board would like to remind the Shareholders that the Chinese version of the Articles of Association shall always prevail in case of any discrepancy or inconsistency between Chinese version and its English translation.

The Proposed Articles Amendments are subject to the approval of the Shareholders by way of a special resolution at the EGM. The Board will also propose a resolution at the EGM to authorise the Board to make changes in industrial and commercial registration and 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.

Save for the amendments as set out in the Proposed Articles Amendments, the other provisions of the Articles of Association will remain unchanged. The Proposed Articles Amendments will become effective upon the approval by the Shareholders at the EGM.

### III. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

To further optimise the corporate governance structure of the Company, the Board proposes to amend the Rules of Procedures of General Meetings. Please refer to Appendix II to this Supplemental Circular for details of the proposed amendments.

The proposed amendments to the above Rules of Procedures of General Meetings will be approved by way of ordinary resolutions at the 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 always prevail in case of any discrepancy or inconsistency between Chinese version and its English translation.

### IV. THE EGM

A supplemental notice convening the EGM to be held at the Conference Room, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 3:00 p.m. on 26 November, 2019, is set out on pages EGM-1 to EGM-3 of this Supplemental Circular.

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## LETTER FROM THE BOARD

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To include the supplementary resolutions as set out in this Supplemental Circular to be proposed for Shareholders' approval which are not contained in the Original Proxy Form, the Revised Proxy Form is enclosed with this Supplemental Circular. Shareholders who intend to attend the EGM by proxy are required to complete and return the Revised Proxy Form, in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at such meeting or any adjournment thereof should you so wish.

**Shareholders should note that the Revised Proxy Form supersedes and replaces the Original Proxy Form and that the Original Proxy Form is void and invalid. SHAREHOLDERS WHO HAVE SIGNED AND RETURNED THE ORIGINAL PROXY FORM SHOULD COMPLETE AND RETURN THE REVISED PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED THEREIN.**

Please refer to the Circular for details in respect of other resolutions to be considered and passed at the EGM, eligibility for attending the EGM, registration procedures, closure of register of members and other relevant matters.

### **V. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the EGM as set out in the notice of the EGM in the Circular and the supplemental notice of EGM enclosed in this Supplemental Circular must be taken by poll. The chairman of the EGM will therefore demand a poll for every such resolution put to the vote at the EGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share of the Company registered in his or her or its name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she or it uses in the same way.

### **VI. RECOMMENDATION**

The above resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favor of the relevant resolution to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### VII. RESPONSIBILITY STATEMENT

This Supplemental Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this Supplemental Circular misleading.

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



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## APPENDIX I    PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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In accordance with the provisions of laws and regulations and regulatory documents such as “Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders’ Meeting for Overseas Listed Companies” (Guo Han [2019] No. 97), “Opinion of the General Office of the State Council on Further Strengthening the Protection of Legal Rights and Interests of Small and Medium-sized Investors in Capital Markets” (Guo Han Fa [2013] No. 110), “Guidance for the Articles of Association of Listed Companies” (2019 revision), and in light of the actual situation of the Company, it is proposed to amend certain articles of the Articles of Association in order to further improve the corporate governance practices of the Company, the Proposed Articles Amendments are set out below:

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><b>Article 1</b> The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), Guidance for the Articles of Association of Listed Companies (hereinafter referred to as the “Guidance for Articles of Association”), Letter of Opinions on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong (hereinafter referred to as the “Opinions on Supplementary Amendments”), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules of the Stock Exchange”), The Stock Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as the “Listing Rules of SSE”, together with the Listing Rules of the Stock Exchange, are referred to as the “Listing Rules”), and other relevant requirements, with an aim to safeguard the legal interests of Flat Glass Group Co., Ltd. (hereinafter referred to as the “Company” or “the Company”), its shareholders and creditors and regulate the organization and conduct of the Company. (MP1)</p>	<p><b>Article 1</b> The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), <u>the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for Holding Shareholders’ Meeting of Overseas Listed Companies</u> (hereinafter referred to as the “Adjustment Reply”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), Guidance for the Articles of Association of Listed Companies (hereinafter referred to as the “Guidance for Articles of Association”), Letter of Opinions on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong (hereinafter referred to as the “Opinions on Supplementary Amendments”), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules of the Stock Exchange”), The Stock Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as the “Listing Rules of SSE”, together with the Listing Rules of the Stock Exchange, are referred to as the “Listing Rules”), and other relevant requirements, with an aim to safeguard the legal interests of Flat Glass Group Co., Ltd. (hereinafter referred to as the “Company” or “the Company”), its shareholders and creditors and regulate the organization and conduct of the Company. (MP1)</p>

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p>The Company is incorporated as a joint stock limited company in accordance with the Company Law, Special Provisions and other relevant PRC laws and administrative regulations.</p> <p>The Company is a joint stock limited company established on 29 December 2005 by the promoters under the overall restructuring of the original Zhejiang Flat Glass &amp; Mirror Ltd.. The Company was registered with the Zhejiang Provincial Administration for Industry &amp; Commerce. The promoters of the Company are: Ruan Hongliang, Jiang Jinhua, Ruan Zeyun, Zheng Wenrong, Shen Fuquan, Zhu Quanming, Wei Yezhong, Shen Qifu, Tao Hongzhu and Wei Shutao. The Company's unified social credit code is 913300007044053729.</p>	<p>The Company is incorporated as a joint stock limited company in accordance with the Company Law, Special Provisions and other relevant PRC laws and administrative regulations.</p> <p>The Company is a joint stock limited company established on 29 December 2005 by the promoters under the overall restructuring of the original Zhejiang Flat Glass &amp; Mirror Ltd.. The Company was registered with the Zhejiang Provincial Administration for Industry &amp; Commerce. The promoters of the Company are: Ruan Hongliang, Jiang Jinhua, Ruan Zeyun, Zheng Wenrong, Shen Fuquan, Zhu Quanming, Wei Yezhong, Shen Qifu, Tao Hongzhu and Wei Shutao. The Company's unified social credit code is 913300007044053729.</p>
<p><b>Article 41</b> The respective parts of the shareholders' register shall not overlap each other. In the event of transfer of shares registered in a specific part of the shareholders' register, the said shares shall not be registered in any other part of the shareholders' register in the duration of the registration of the said shares. This article does not apply to registration of change of the shareholders' register when new shares are issued subject to Article 20 of the Articles of Association.</p> <p>Alterations or corrections to each section of the register of shareholders shall be made in accordance with the laws of the place where such section of the register of shareholders is kept. (MP37)</p>	<p><b>Article 41</b> The respective parts of the shareholders' register shall not overlap each other. In the event of transfer of shares registered in a specific part of the shareholders' register, the said shares shall not be registered in any other part of the shareholders' register in the duration of the registration of the said shares. <del>This article does not apply to registration of change of the shareholders' register when new shares are issued subject to Article 20 of the Articles of Association.</del></p> <p>Alterations or corrections to each section of the register of shareholders shall be made in accordance with the laws of the place where such section of the register of shareholders is kept. (MP37)</p>

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><b>Article 44</b> No changes of registration in the shareholders' register arising from share transfer shall be made within 30 days before convening of a general meeting or within five days prior to the benchmark date on which the Company decides to distribute dividends. (MP38)</p>	<p><b>Article 44</b> No changes of registration in the shareholders' register arising from share transfer shall be made within 30 days before convening of a general meeting or within five days prior to the benchmark date on which the Company decides to distribute dividends. <u>Where the relevant stock exchanges or regulatory authorities in the place where the shares of the Company are listed provide, otherwise such provisions shall be followed</u> (MP38)</p>
<p><b>Article 63</b> Where the Company convenes a general meeting, a written notice shall be given 45 days prior to the date of the meeting to notify all the shareholders in the shareholders' register of the issues to be considered at the meeting, and the date and venue of the meeting. Any shareholder intending to attend the meeting shall serve the Company a written reply showing his intention to attend at least 20 days before the meeting. (MP53)</p>	<p><del><b>Article 63</b> Where the Company convenes a general meeting, a written notice shall be given 45 days prior to the date of the meeting to notify all the shareholders in the shareholders' register of the issues to be considered at the meeting, and the date and venue of the meeting. Any shareholder intending to attend the meeting shall serve the Company a written reply showing his intention to attend at least 20 days before the meeting. (MP53)</del></p> <p><b>Article 63</b> A written notice convening the annual general meeting shall be given by the convener not less than 20 business days before the date of the meeting to notify all shareholders of the meeting; whereas a written notice of the extraordinary general meeting shall be given not less than 15 business days before the date of the meeting to notify all shareholders of the meeting. A "business day" as mentioned in this articles of association refers to any trading day of securities on the Hong Kong Stock Exchange.</p> <p><u>The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened.</u></p>
<p><b>Article 64</b> Where the Company convenes a general meeting, shareholders holding more than five percent of shares of the Company (inclusive) may bring forward provisional proposals and submit the same in writing to the convenor. The Company shall put those issues in the proposal which fall within the scope of business of the general meeting to the agenda for consideration at the meeting. (MP54)</p>	<p><b><u>(Delete the existing Article 64 in its entirety)</u></b></p>

## APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><b>Article 65</b> Based on the written replies received 20 days before the general meeting, the Company shall calculate the number of voting shares represented by the shareholders who have intention to attend the general meeting. If the shareholders who intend to attend such meeting represent more than half of the total number of shares which have the right to vote at such meeting, the Company may hold the general meeting; otherwise, the Company shall, within five days, inform the shareholders again of the matters to be considered, and the date and venue of the general meeting by means of public announcement. The Company may then hold the general meeting after such public announcement has been made.</p> <p>Proposals not set out in the notice of annual general meeting or extraordinary general meeting shall not be voted on or resolved at the meeting. (MP55)</p>	<p><u>(Delete the existing Article 65 in its entirety)</u></p>
<p><b>Article 66</b> Notice of general meeting shall meet the following requirements: (MP56)</p> <p>(I) Is in written form;</p> <p>(II) Specifies the venue, date and time of the meeting;</p> <p>(III) States matters to be discussed at the meeting;</p> <p>(IV) Provides such necessary information and explanations for shareholders to make an informed judgment on the matters to be considered. Without limitation to the generality of the foregoing, where a proposal is made with respect to the merger of the Company with another company, the repurchase of shares, restructuring of share capital, or other reorganization of the Company, the terms of the proposed transaction must be provided in detail along with copies of the proposed contract (if any), and the reason(s) and effect of such proposal must be properly explained;</p>	<p><del>Article 66</del> <b>Article 64</b> Notice of general meeting shall meet the following requirements: (MP56)</p> <p>(I) Is in written form;</p> <p>(II) Specifies the venue, date and time of the meeting;</p> <p>(III) States matters to be discussed at the meeting;</p> <p>(IV) Provides such necessary information and explanations for shareholders to make an informed judgment on the matters to be considered. Without limitation to the generality of the foregoing, where a proposal is made with respect to the merger of the Company with another company, the repurchase of shares, restructuring of share capital, or other reorganization of the Company, the terms of the proposed transaction must be provided in detail along with copies of the proposed contract (if any), and the reason(s) and effect of such proposal must be properly explained;</p>

## APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
(V) Contains a disclosure of the nature and extent of the material interests of any director, supervisor, manager or other senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders insofar as it is different from the effect on the interests of shareholders of the same class;	(V) Contains a disclosure of the nature and extent of the material interests of any director, supervisor, manager or other senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders insofar as it is different from the effect on the interests of shareholders of the same class;
(VI) Contains the full text of any special resolution to be proposed at the meeting;	(VI) Contains the full text of any special resolution to be proposed at the meeting;
(VII) Contains 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 of the Company;	(VII) Contains 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 of the Company;
(VIII) Specifies the time and venue for serving the power of attorney for the voting proxy for the meeting;	(VIII) Specifies the time and venue for serving the power of attorney for the voting proxy for the meeting;
(IX) The date of registration of shareholding of the shareholders for determining those shareholders entitled to attend the shareholders' meeting; and	(IX) <u>The time between the date of registration of shareholding of the shareholders for determining those shareholders entitled to attend the shareholders' meeting, the date of registration and the date of the meeting shall comply with the requirements of the relevant supervisory authorities of the place where the shares of the Company are listed; and</u>
(X) The names and telephone numbers of the standing contact persons for the meeting.	(X) The names and telephone numbers of the standing contact persons for the meeting.

## APPENDIX I     PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><b>Article 67</b> The notice of general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by any modes agreed by the local securities exchange where the Company's shares are listed (including but not limited to mailing, e-mail, fax, public announcement and website of local securities exchange where the Company or the Company's shares are listed). The address of the recipient is that as shown in the shareholders' register. For shareholders of domestic shares, the notice of general meeting shall be delivered by mode of public announcement.</p> <p>Public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities authority under the State Council during a period between 45 days to 50 days prior to the date of the meeting. Once the announcement has been published, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting. (MP57)</p>	<p><del>Article 67</del> <b>Article 65</b> The notice of general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by any modes agreed by the local securities exchange where the Company's shares are listed (including but not limited to mailing, e-mail, fax, public announcement and website of local securities exchange where the Company or the Company's shares are listed). The address of the recipient is that as shown in the shareholders' register. For shareholders of domestic shares, the notice of general meeting shall be delivered by mode of public announcement.</p> <p>Public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities authority under the State Council <del>during a period between 45 days to 50 days prior to the date of the meeting.</del> Once the announcement has been published, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting. (MP57)</p>
<p><b>Article 68</b> The accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions made at the meeting. (MP58)</p>	<p><del>Article 68</del> <b>Article 66</b> When the Company issues <u>notice of shareholders' meetings in the manner as required by the relevant stock exchange(s) or regulatory authority(ies) of the place where the shares are listed,</u> the accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions made at the meeting. (MP58)</p>

## APPENDIX I     PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><b>Article 71</b> The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled voting time.</p> <p>Where such power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or other location as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representative or a person authorized by the board of directors or other decision making body shall attend the general meeting of the Company on his behalf. (MP61)</p> <p>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 or class 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.</p>	<p><del>Article 71</del> <b>Article 69</b> The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled voting time. <u>Where the relevant stock exchange(s) or regulatory authority(ies) in the place where the shares of the Company are listed provide, otherwise such provisions shall be followed.</u></p> <p>Where such power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or other location as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representative or a person authorized by the board of directors or other decision making body shall attend the general meeting of the Company on his behalf. (MP61)</p> <p>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 or class 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.</p>



## APPENDIX I     PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><u>(Adding Article 72)</u></p>	<p><b>Article 72</b> An independent director has the right to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of these Articles of Association, within 10 days of receiving the proposal, submit written reply on its consent or disagreement to the convening an extraordinary general meeting.</p> <p>If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of meeting within 5 days after the decision of the board of directors is made. If the board of directors does not approve the convening of an extraordinary general meeting, it shall explain the reasons and make a public announcement.</p>
<p><u>(Adding Article 73)</u></p>	<p><b>Article 73</b> The board of supervisors has the right to propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of the Articles of Association, submit, within 10 days of receiving the proposal, written reply on his/her consent or disagreement to the convening an extraordinary general meeting.</p> <p>If the board of directors agrees to convene an extraordinary general meeting, it shall issue a meeting notice within 5 days after the decision of the board of directors is made, which shall obtain the consent of the board of supervisors for the change(s) to the original proposal(s).</p> <p>If the board of directors disagrees to convene an extraordinary general meeting or has not given a reply within 10 days of receiving the proposal, it is deemed that the board of directors is unable to perform or has not performed its duty of convening an extraordinary general meeting, and the board of supervisors shall then convene and preside over such general meeting. For a general meeting convened by the board of supervisors, all necessary expenses of the meeting shall be borne by the Company.</p>

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><b>Article 74</b> Shareholders who request the convening of an extraordinary shareholders' meeting or class meeting shall do so according to the following procedures:</p> <p>(I) The shareholder(s) individually or jointly holding more than 10% of the Company's total voting shares (inclusive) may sign one or several written requests with the same format and content to propose to the board of directors to convene an extraordinary general meeting or class general meeting, and specify the subjects of the meeting. The board of directors shall convene an extraordinary or class general meeting responsively after receipt of the aforesaid written request. The aforesaid amount of shareholding is calculated as on the day when the shareholders make the written request. (MP72)</p> <p>(II) If the board of directors agrees to convene the extraordinary shareholders' meeting or class meeting, it will issue a notice of shareholders' meeting or class meeting within 5 days of the decision of the board of directors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders.</p> <p>(III) If the board of directors does not agree to convene the extraordinary shareholders' meeting, or does not reply within 10 days of receipt of the suggestion, shareholders individually or together holding more than 10% of the shares of the Company are authorized to request to the board of supervisors to hold an extraordinary shareholders' meeting, and should be presented to the board of supervisors in writing.</p>	<p><b>Article 74</b> Shareholders who request the convening of an extraordinary shareholders' meeting or class meeting shall do so according to the following procedures:</p> <p>(I) The shareholder(s) individually or jointly holding more than 10% of the Company's total voting shares (inclusive) may sign one or several written requests with the same format and content to propose to the board of directors to convene an extraordinary general meeting or class general meeting, and specify the subjects of the meeting. The board of directors <u>shall submit a written reply on the consent or disagreement to</u> convene an extraordinary or class general meeting <del>responsively</del> <u>within 10 days</u> after receipt of the aforesaid written request. The aforesaid amount of shareholding is calculated as on the day when the shareholders make the written request. (MP72)</p> <p>(II) If the board of directors agrees to convene the extraordinary shareholders' meeting or class meeting, it will issue a notice of shareholders' meeting or class meeting within 5 days of the decision of the board of directors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders.</p> <p>(III) If the board of directors does not agree to convene the extraordinary shareholders' meeting, or does not reply within 10 days of receipt of the suggestion, shareholders individually or together holding more than 10% of the shares of the Company are authorized to request to the board of supervisors to hold an extraordinary shareholders' meeting, and should be presented to the board of supervisors in writing.</p>

## APPENDIX I     PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p>(IV) If the board of supervisors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days of the decision of the board of supervisors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders. If the board of supervisors does not issue the notice of shareholders' meeting within the prescribed period, this is treated as the board of supervisors not convening and not holding the shareholders' meeting. Then shareholders who individually or together hold more than 10% of the shares for more than 90 consecutive days can convene and hold the meeting by themselves.</p> <p>Where the shareholders convene and preside over a meeting because the board of directors fails to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred shall be borne by the Company and shall be deducted from the monies payable by the Company to the defaulting directors.</p>	<p>(IV) If the board of supervisors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days of the decision of the board of supervisors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders. If the board of supervisors does not issue the notice of shareholders' meeting within the prescribed period, this is treated as the board of supervisors not convening and not holding the shareholders' meeting. Then shareholders who individually or together hold more than 10% of the shares for more than 90 consecutive days can convene and hold the meeting by themselves: <u>, the procedure for covering such meeting shall, to the extent possible, be the same as the procedure for convening a general meeting by the board of directors.</u></p> <p>Where the shareholders convene and preside over a meeting because the board of directors <u>and the board of supervisors</u> fails to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred shall be borne by the Company <del>and shall be deducted from the monies payable by the Company to the defaulting directors.</del></p>

## APPENDIX I     PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><b>Article 75</b> Shareholder(s) individually or jointly holding more than 3% of the Company's shares may submit a written provisional motion to the convener 10 days before a general meeting is convened; the board of directors shall issue a supplementary notice within two days after receipt of the said provisional motion notifying other shareholders, and submit the said provisional proposal to the general meeting for consideration. The content of the provisional motion shall be within the scope of business of the general meeting, have definite subjects and specific issues for resolution.</p> <p>Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of shareholders' general meeting, or add new proposals after issuing an announcement on the notice of shareholders' general meeting.</p>	<p><b>Article 75</b> <u>When the Company convenes a shareholders' meeting, the board of directors, the board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall be entitled to propose motions to the Company.</u></p> <p>Shareholder(s) individually or jointly holding more than 3% of the Company's shares may submit a written supplementary motion(s) to <u>the convener of the board of directors</u> 10 business days before a shareholders' meeting is convened; <del>the convener shall issue a supplementary notice within two days after receipt of the said provisional motion notifying other shareholders, and submit the said provisional proposal to the general meeting for consideration. The content of the provisional motion shall be within the scope of business of the shareholders' meeting, have definite subjects and specific issues for resolution.</del> <u>shall issue a supplementary notice of the general meeting announcing the contents of the supplementary motion(s) within two days after receipt of the said motion(s).</u></p> <p>Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of shareholders' general meeting, or add new proposals after issuing an announcement on the notice of shareholders' general meeting.</p> <p><u>The motion(s) that has/have not been set out in the notice of the shareholders' meeting or that is/are not in compliance with Article 76 shall not be voted or resolved on at the general meeting.</u></p>

## APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><u>(Adding Article 76)</u></p>	<p><b>Article 76</b> <u>Provisional motions of the shareholders' meeting shall meet the following conditions:</u></p> <p>(I) <u>The content shall comply with the laws, administrative regulations, the Articles of Association and the related regulations and requirements of relevant stock exchanges or regulatory authorities at the place where the shares are listed, and shall fall within the authority of the general meeting;</u></p> <p>(II) <u>It shall have a clear topic and specific resolution for consideration;</u></p> <p>(III) <u>It shall be submitted or served to the convener in written form.</u></p>
<p><b>Article 77</b> Shareholders (including proxies thereof) who vote at a general meeting shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote. (MP65)</p> <p>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.</p> <p>Pursuant to the applicable laws and regulations or the Listing Rules of the Stock Exchange and the Listing Rules of SSE, 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.</p>	<p><del>Article 77</del> <b>Article 78</b> Shareholders (including proxies thereof) who vote at a general meeting shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote. (MP65)</p> <p><u>When material issues affecting the interests of small and medium-sized investors are being considered by the A share shareholders at the shareholders' meeting, the votes by small and medium-sized investors shall be counted separately. The separate voting results shall be disclosed publicly in a timely manner.</u></p> <p>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.</p>

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**APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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Original Articles	Proposed Amendments
	<p>The board of directors of the Company, independent directors and shareholders who met the relevant requirements and conditions may collect voting rights from the shareholders publicly. While collecting votes from the shareholders, sufficient information such as specific voting preference shall be disclosed to the persons whose voting rights are being collected, and may only use for such purpose previously published information which remains accurate and is not misleading at the time it is quoted. No consideration or other form of de facto consideration shall be offered, and no shareholders shall not be put under pressure in collecting the voting rights from the shareholders. The Company shall not impose any restriction on minimum shareholdings in collecting the voting rights. If the Company is soliciting the votes from the shareholders, they shall be encouraged to consult their professional advisers.</p> <p>Pursuant to the applicable laws and regulations or the Listing Rules of the Stock Exchange and the Listing Rules of SSE, 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.</p>

## APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><b>Article 83</b> For election of directors, if there are more than two candidates, each share held by the shareholder (including the proxy thereof) has the same voting rights corresponding to the number of candidates for directors. Shareholders may cast their votes on different candidates or cast all votes on one candidate; however, explanations on the distribution of the voting rights shall be provided.</p>	<p><del><b>Article 83</b> For election of directors, if there are more than two candidates, each share held by the shareholder (including the proxy thereof) has the same voting rights corresponding to the number of candidates for directors. Shareholders may cast their votes on different candidates or cast all votes on one candidate; however, explanations on the distribution of the voting rights shall be provided.</del></p> <p><b>Article 84</b> 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:</p> <p>(I) <u>The board of directors and shareholder(s) holding or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for director(s);</u></p> <p>(II) <u>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);</u></p> <p>(III) <u>The board of supervisors and shareholder(s) holding 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);</u></p> <p>(IV) <u>The supervisor(s) representing employees in the board of supervisors shall be elected from the general meeting of employee representative(s); and</u></p> <p>(V) <u>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 business days before convening the general meeting.</u></p>

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
	<p><u>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 relevant stock exchanges or regulatory authorities at the place where the shares of the Company are listed.</u></p> <p><u>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 authorities 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 form that of the non-independent directors.</u></p> <p><u>Cumulative voting mentioned in the preceding paragraph means that when directors or supervisors are being elected at a shareholders' meeting, each share has the same voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a centralized manner.</u></p> <p><u>Save as those under the cumulative voting system, the shareholders' 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 shareholders' 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 shareholders' meeting.</u></p>



## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><b>Article 85</b> Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions. (MP64)</p> <p>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.</p> <p>Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.</p>	<p><del>Article 85</del> <b>Article 86</b> Resolutions of a shareholders' meeting shall be divided into ordinary resolutions and special resolutions. (MP64)</p> <p>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.</p> <p>Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.</p> <p><u>Shareholders (including proxies thereof) present at the shareholders' meeting shall present one of the following comments for each issue that needs to be voted on: for, against or abstain. Securities registration and clearing institutions as the nominal holding of the Stock Connect Programme between Mainland and Hong Kong shall follow the intention of the beneficial holders of the shares on voting. Incomplete, wrongly filled, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".</u></p> <p><u>The Company shall, on the premise of ensuring the lawfulness and validity of the shareholders' meeting, provide convenience to shareholders in attending the general meeting through various methods and channels, with priority given to the provision of modern information technology measures such as online voting platform.</u></p> <p><u>The same voting rights shall be exercised with only one of the voting methods, namely on-site, online or other voting methods. The first voting result is considered as valid in case of multiple voting of the same voting rights.</u></p>

## APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><b>Article 102</b> Where the Company convenes a class meeting, a written notice shall be given 45 days prior to the date of the 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. Any shareholder intending to attend the meeting shall serve to the Company a written reply showing his intention to attend at least 20 days before the date of the meeting. The calculation of the abovementioned period shall not include the date on which the meeting is convened.</p> <p>The quorum required by class meeting (adjourned meeting excluded) convened for the purpose of any class equity right must be at least one-third of the holders of issued shares of such class.</p> <p>Where the number of voting shares represented by shareholders intending to attend the meeting amounts to more than one half of the total number of voting shares of that class, the Company may convene the class meeting; if not, the Company shall within five days notify shareholders again of the matters to be considered, the date and venue of the meeting in the form of public announcement. The Company may then convene the class meeting after such announcement. (MP83)</p>	<p><del><b>Article 102</b></del> <b>Article 103</b> Where the Company convenes a class meeting, an announcement shall be given <del>45 days prior to the date of the meeting</del> <u>or an announcement shall be published at least 20 business days before the date of the annual general meeting and at least 15 business days before the date of the extraordinary general meeting</u> 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. <del>Any shareholder intending to attend the meeting shall serve to the Company a written reply showing his intention to attend at least 20 days before the date of the meeting.</del> The calculation of the abovementioned period shall not include the <u>date of publishing the announcement</u> and that of the meeting is convened.</p> <p>The quorum required by class meeting (adjourned meeting excluded) convened for the purpose of any class equity right must be at least one-third of the holders of issued shares of such class.</p> <p><del>Where the number of voting shares represented by shareholders intending to attend the meeting amounts to more than one half of the total number of voting shares of that class, the Company may convene the class meeting; if not, the Company shall within five days notify shareholders again of the matters to be considered, the date and venue of the meeting in the form of public announcement. The Company may then convene the class meeting after such announcement. (MP83)</del></p>

## APPENDIX I     PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p><b>Article 106</b> Directors shall be elected at general meetings for a term of three years, which is renewable upon re-election. The re-election term of independent directors shall not exceed six years. (MP87)</p> <p>Independent directors shall be elected by the general meeting from candidates nominated by the board of directors, the board of supervisors or one or more shareholders holding 1% or more of the issued shares of the Company, and other directors shall be elected by the general meeting from candidates nominated by the board of directors or one or more shareholders holding 5% or more of the issued shares of the Company.</p> <p>A notice of the intention to nominate a person as director and a notice by that person indicating his acceptance of such nomination shall be given to the Company at least seven days before convening of the general meeting (the deadline for giving the said notice shall be calculated from the second day after the Company issues the notice of election meeting and shall not be later than seven days before convening of the meeting).</p> <p>The term of office of a director shall commence from the date of appointment until the expiry of the current session of the board of directors. If the term of office of a director expires but re-election is not made, the existing director shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Association until a new director is elected and assumes office.</p>	<p><del>Article 106</del> <b>Article 107</b> Directors shall be elected at general meetings for a term of three years, which is renewable upon re-election. The re-election term of independent directors shall not exceed six years. (MP87)</p> <p><del>Independent directors shall be elected by the general meeting from candidates nominated by the board of directors, the board of supervisors or one or more shareholders holding 1% or more of the issued shares of the Company, and other directors shall be elected by the general meeting from candidates nominated by the board of directors or one or more shareholders holding 5% or more of the issued shares of the Company.</del></p> <p><del>A notice of the intention to nominate a person as director and a notice by that person indicating his acceptance of such nomination shall be given to the Company at least seven days before convening of the general meeting (the deadline for giving the said notice shall be calculated from the second day after the Company issues the notice of election meeting and shall not be later than seven days before convening of the meeting).</del></p> <p>The term of office of a director shall commence from the date of appointment until the expiry of the current session of the board of directors. If the term of office of a director expires but re-election is not made, the existing director shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Association until a new director is elected and assumes office.</p>

## APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p>Prior to the maturity of his term, a director shall not be removed without reason from his office by a general meeting. Subject to all relevant laws and administrative regulations and without prejudice to any potential claim which may be made under any contract, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office.</p>	<p>Prior to the maturity of his term, a director shall not be removed without reason from his office by a general meeting. Subject to all relevant laws and administrative regulations and without prejudice to any potential claim which may be made under any contract, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office.</p>
<p>If a director fails to attend meeting of the board of directors in person and fails to appoint any other director to attend on his behalf for two consecutive times, he shall be deemed to be unable to perform his duties, and the board of directors shall propose to the general meeting for replacement.</p>	<p>If a director fails to attend meeting of the board of directors in person and fails to appoint any other director to attend on his behalf for two consecutive times, he shall be deemed to be unable to perform his duties, and the board of directors shall propose to the general meeting for replacement.</p>
<p>A director may resign prior to the expiry of his term of service. When a director intends to resign, he shall submit a written resignation to the board of directors. The independent directors shall explain their resignation or the situations that may cause the attention of the Company's shareholders and creditors at their discretion. Where the resignation of a director results in the number of directors falls below the minimum number prescribed in the regulations of the Company Law or two-thirds of the number as prescribed in the Articles of Association, or the independent directors fall below the number as prescribed in the Articles of Association, the resignation of such director shall come into effect only upon filling the vacancy by the succeeding director. Where the board of directors fails to convene a general meeting for the purpose of re-election within two months after resignation of an independent director, such independent director shall not have further obligation to perform his duties.</p>	<p>A director may resign prior to the expiry of his term of service. When a director intends to resign, he shall submit a written resignation to the board of directors. The independent directors shall explain their resignation or the situations that may cause the attention of the Company's shareholders and creditors at their discretion. Where the resignation of a director results in the number of directors falls below the minimum number prescribed in the regulations of the Company Law or two-thirds of the number as prescribed in the Articles of Association, or the independent directors fall below the number as prescribed in the Articles of Association, the resignation of such director shall come into effect only upon filling the vacancy by the succeeding director. Where the board of directors fails to convene a general meeting for the purpose of re-election within two months after resignation of an independent director, such independent director shall not have further obligation to perform his duties.</p>
<p>Without violation of relevant laws and regulations and the regulatory rules of the place where the Company is listed, any director appointed to fill a casual vacancy or as an addition to the board of directors should hold office only until the next following annual general meeting of the Company and should then be eligible for re-election at the meeting.</p>	<p>Without violation of relevant laws and regulations and the regulatory rules of the place where the Company is listed, any director appointed to fill a casual vacancy or as an addition to the board of directors should hold office only until the next following annual general meeting of the Company and should then be eligible for re-election at the meeting.</p>

## APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
<p>Except under the aforesaid circumstances, the resignation of a director shall become effective when the report of resignation is served on the board of directors.</p> <p>The chairman shall be elected and removed by more than half of all the directors, shall serve a term of three years and is eligible for re-election.</p>	<p>Except under the aforesaid circumstances, the resignation of a director shall become effective when the report of resignation is served on the board of directors.</p> <p>The chairman shall be elected and removed by more than half of all the directors, shall serve a term of three years and is eligible for re-election.</p>
<p><b>Article 118</b> Meetings of the board of directors shall be held at least twice a year and shall be convened by the chairman. Notice of the regular meeting of the board of directors shall be given at least 14 days in advance. (MP91)</p> <p>An extraordinary meeting of the board of directors may be held within five days after receipt of the proposal, if it is:</p> <p>(I) Proposed by shareholders representing more than 10% of the voting rights;</p> <p>(II) Jointly proposed by more than one-third of the directors;</p> <p>(III) Deemed necessary by the chairman of the board of directors;</p> <p>(IV) Jointly proposed by more than two independent directors;</p> <p>(V) Proposed by the board of supervisors;</p> <p>(VI) Proposed by the general manager.</p>	<p><del>Article 118</del> <b>Article 119</b> Regular meetings of the board of directors shall be held at least <del>twice</del> <u>four</u> times a year <u>at approximately quarterly intervals</u> and shall be convened by the chairman. Notice of the regular meeting of the board of directors shall be given at least 14 days in advance. <u>It is expected that each regular meeting of the board of directors shall have a majority of directors who are entitled to attend the meeting attending in person, or participate actively through electronic communication methods.</u> (MP91)</p> <p>An extraordinary meeting of the board of directors may be held within five days after receipt of the proposal, if it is:</p> <p>(I) Proposed by shareholders representing more than 10% of the voting rights;</p> <p>(II) Jointly proposed by more than one-third of the directors;</p> <p>(III) Deemed necessary by the chairman of the board of directors;</p> <p>(IV) Jointly proposed by more than two independent directors;</p> <p>(V) Proposed by the board of supervisors;</p> <p>(VI) Proposed by the general manager.</p> <p><u>A reasonable notice shall be given when the board of directors convenes other meetings of the board of directors.</u></p>

The provisions of the Articles of Association of the Company shall remain unchanged except for the change of serial numbers due to the increase or decrease of the above articles.

*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), Rules of general meeting of shareholders of listed companies (~~2014 second revision~~) 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 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 deems necessary;
- (V) The Supervisory Committee proposes to convene such meeting;
- (VI) More than 1/2 of the independent directors propose to convene such meeting;
- (VII) Other circumstances stipulated by laws, administrative regulations, departmental rules, 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.

**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, 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. Regarding the proposal of the independent directors to convene an extraordinary general meeting, the Board 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 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. Where the Board 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 Supervisory Committee shall be entitled to propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board in writing. The Board 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 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. Any change to the original proposal set forth in the notice shall be subject to approval by the Supervisory Committee.

If the Board 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 shall be deemed as unable to or failing to perform the duty of convening the general meeting, and the Supervisory Committee 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, and such request shall be put forward to the Board in writing. The Board 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 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. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.

If the Board 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 Supervisory Committee to convene an extraordinary general meeting, and shall put forward such request to the Supervisory Committee in writing.

If the Supervisory Committee 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 Supervisory Committee 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 Supervisory Committee or shareholder(s) decide(s) to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and it/they shall also issue the resolution of the general meeting and file with the authority appointed by CSRC at the location of the Company and 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 CSRC dispatched institutions and the local stock exchange at the same time.

**Article 11**

With regard to the general meeting convened by the Supervisory Committee or shareholders on its/their own initiative, the Board and its secretary or the secretary of the company shall offer cooperation. The Board shall provide a shareholders' register as of the equity registration date. Where the Board 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 Supervisory Committee 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 and the Articles of Association.

**Article 14**

Where the Company convenes a general meeting, the Board, Supervisory Committee, 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**

~~Where the Company convenes a general meeting, a written notice shall be given 45 days prior to the date of the meeting to notify all the shareholders in the shareholders' register of the matters to be considered at the meeting, and the date and venue of the meeting. Any shareholder intending to attend the general meeting shall deliver to the Company a written reply showing his intention to attend 20 days before the meeting.~~

When the Company convenes a general meeting, the convener shall notify the Shareholders by way of announcement at least 20 clear business 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 clear business 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. The business day mentioned in the Rules shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.

**Article 16**

~~The Company shall, based on the written replies received 20 days prior to the date of the general meeting, calculate the number of voting shares held by shareholders intending to attend the meeting. Where the number of voting shares represented by shareholders intending to attend the meeting amounts to more than one half of the Company's voting shares, the Company may convene the general meeting; if not, the Company shall, within five days, notify shareholders again of the matters to be considered, venue, date and time of the meeting in the form of public announcements. The Company may then convene the general meeting after such announcements.~~

~~Extraordinary shareholders' general meeting cannot decide the matters have not been specified in the notice.~~

**Article 17Article 16**

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 18Article 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 19Article 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 discussed 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) 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 20~~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 ~~within 45 days or 50 days before the meeting convened~~. 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 21~~Article 20**

After the notice of general meeting is issued, the same meeting shall not be postponed or cancelled without proper reasons.

In the case of any postponement or cancellation of the meeting, the convener shall make an announcement and give the reasons therefor at least two workdays prior to the date on which the meeting is originally scheduled.

**Article 22**

~~After the notice of general meeting is issued, the proposals set out in the notice shall not be cancelled without proper reasons. In the case of cancellation, the convener shall make an announcement and give the reasons therefor at least two workdays prior to the date on which the meeting is originally scheduled.~~

**Chapter 4 Convening of General Meetings****Article 23**

~~Before the Company convenes the General meetings, a date for equity determined (the equity registration date) shall be decided by the board of directors. When the equity registration date ends, those shareholders who are registered are the shareholders of the company.~~

~~The registration of shareholders is not allowed to change 30 days before the meeting convened because of equity transfer.~~

**Article 24Article 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 25Article 22**

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 in the notice of the 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.

**Article 23**

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 26~~Article 24~~**

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 27~~Article 25~~**

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 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.

**Article 28~~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 29~~Article 27~~**

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.

**~~Article 30~~Article 28**

All directors, supervisors and the Secretary of the Board or the company shall attend general meetings of the Company, and other senior executives shall be present at the meetings without voting rights.

**~~Article 31~~Article 29**

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 32~~Article 30**

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

**~~Article 33~~Article 31**

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

**~~Article 34~~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 35~~Article 33**

The Board and the Supervisory Committee shall report their work in the preceding year at the annual general meeting. Also, every independent director should give a work report.

**~~Article 36~~Article 34**

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 of shareholders.



**~~Article 37~~Article 35**

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 38~~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 39~~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.

The board of directors of the company, independent directors and shareholders who are qualified under relevant provisions 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. And the company shall not limit the minimum shareholding percentage on soliciting the voting right.

**~~Article 40~~Article 38**

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.

**~~Article 41~~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. When the controlling proportion of controlling shareholders of the total number of shares of the company is over 30%, the meeting 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 42~~Article 40**

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 43~~Article 41**

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 44~~Article 42**

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 45~~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 46~~Article 44**

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 47~~Article 45**

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 48~~Article 46**

Resolutions of the general meeting shall be announced in due time. 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.

**~~Article 49~~Article 47**

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 50~~Article 48**

Minutes of a general meeting shall be kept by the Secretary of the Board 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.

The attending directors, supervisors, Secretary of the Board 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 51~~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.

**~~Article 52~~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 53~~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 54~~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 Supervisory Measures****~~Article 55~~Article 53**

Within a prescribed time period defined by these rules, the listed companies do not to convene a general meeting without justifiable reasons, the stock exchange has rights to suspend trading and derivative products of the listed company, and require the board of directors to give explanations and make an announcement.

**~~Article 56~~Article 54**

If the convening and holding of the General Meeting and the disclosure of relevant information do not meet the requirements of laws, administrative regulations, the rules and articles of association, the China Securities Regulatory Commission and agency has the right to order it to make corrections, and the stock exchange to be publicly condemned; if the circumstances are serious or not to be corrected, the China Securities Regulatory Commission the relevant personnel to implement banning the entry into the securities market.

**~~Article 57~~Article 55**

If directors, supervisors, or secretaries of the board are in violation of the law, provisions of the administrative regulations, the rules and articles of association, and not earnestly perform their duties, the China Securities Regulatory Commission and its dispatched institution have the right to order them to make corrections, and the stock

exchange will condemn them publicly; if the circumstances are serious or have not been corrected, relevant staff of the China Securities Regulatory Commission can make implements to ban the entry into the securities market.

### **Chapter 6 Supplementary Provisions**

#### **~~Article 58~~Article 56**

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.

#### **~~Article 59~~Article 57**

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

#### **~~Article 60~~Article 58**

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 61~~Article 59**

The unsettled 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 62~~Article 60**

These Rules shall be subject to interpretation by the Board of the Company as an appendix of Articles of Association.

**~~Article 63~~Article 61**

These Rules shall come into effect upon deliberation and approval of the general meeting of the Company ~~and after IPO of the Company within the territory of the People's Republic of China and listing of the said shares in the stock exchange.~~

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**SUPPLEMENTAL NOTICE OF THE 2019  
FIRST EXTRAORDINARY GENERAL MEETING**

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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)

**SUPPLEMENTAL NOTICE OF THE 2019 FIRST  
EXTRAORDINARY GENERAL MEETING**

Reference is made to the (i) circular of Flat Glass Group Co., Ltd. (the “**Company**”) dated 11 October 2019 (the “**Circular**”); (ii) notice of the extraordinary general meeting of the Company for the 2019 first extraordinary general meeting of the Company to be held on 26 November 2019 (“**EGM**”) dated 11 October 2019 (the “**Original Notice of EGM**”); (iii) the supplemental circular of the Company dated 8 November 2019 (the “**Supplemental Circular**”); and (iv) the supplemental notice of the EGM dated 8 November 2019, which set out details of the resolutions to be proposed at the EGM for approval. Capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular unless otherwise specified.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that for the EGM to be held at Conference Room, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 3:00 pm on 26 November 2019, for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications, the following resolutions in addition to the resolutions set out in the Original Notice of EGM:

**ORDINARY RESOLUTION**

To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.



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**SUPPLEMENTAL NOTICE OF THE 2019  
FIRST EXTRAORDINARY GENERAL MEETING**

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**SPECIAL RESOLUTIONS**

To consider and approve:

- (i) the proposed amendments to the Articles of Associations; and
- (ii) 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.

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

Jiaxing, Zhejiang Province, the PRC

8 November 2019

*As at the date hereof, the executive directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu. Independent non-executive directors are Mr. Cui Xiaozhong, Ms. Hua Fulan and Mr. Ng Ki Hung.*

*Notes:*

1. **Shareholders should note that the Revised Proxy Form supersedes and replaces the Original Proxy Form and that the Original Proxy Form is void and invalid. SHAREHOLDERS WHO HAVE SIGNED AND RETURNED THE ORIGINAL PROXY FORM SHOULD COMPLETE AND RETURN THE REVISED PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED THEREIN**
2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised 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. The Revised Proxy Form is enclosed with the Supplemental Circular. In order to be valid, the Revised 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of A shares of the Company, to the head office in the PRC of the Company not less than 24 hours before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the Revised 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 Revised Proxy Form. Completion and return of the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
5. Shareholders or their proxies shall provide their identification documents when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarised copy of the relevant authorisation instrument

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## **SUPPLEMENTAL NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING**

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signed by the board of directors or other authorised parties of the corporate Shareholders or other notarised documents allowed by the Company. Proxies shall produce their identity documents and the Revised Proxy Form signed by the Shareholders or their attorney when attending the EGM.

6. Shareholders attending the 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.