THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Fuyao Glass Industry Group Co., Ltd.

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

(Stock code: 6865)

(1) PROPOSED PROVISION OF GUARANTEES BY THE GROUP FOR ITS POTENTIAL CREDIT FACILITIES
(2) THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS FOR 2022 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2023
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS
AND
(5) NOTICE OF AGM

Notice convening the AGM to be held at the 2nd Floor, Conference Room, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China, at 2:00 p.m. on Tuesday, 6 June 2023 is set out on pages 67 to 69 of this circular.

Proxy forms for use at the AGM is also enclosed with this circular. If you intend to attend the meeting by proxy, you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon to the Company's H shares registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China (for A Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish.

4 May 2023

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In this circular, the following e pressions shall have the following meanings unless the conte t requires otherwise.

"A Share(s)"	Renminbi-denominated ordinary share(s) of the Company which were issued in the PRC and subscribed in RMB and are listed on the Shanghai Stock Exchange
"AGM"	the annual general meeting of the Company to be held at the 2nd Floor, Conference Room, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, PRC, at 2:00 p.m. on Tuesday, 6 June 2023, or any adjournment thereof
"Articles of Association"	the articles of association of the Company (as amended from time to time)
"Board"	the board of directors of the Company
"Company"	福萊特玻璃集團股份有限公司 (Flat Glass Group Co., Ltd.*), a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed on the main board of the Stock Exchange and Shanghai Stock Exchange, respectively
"Company Law"	the Company Law of the PRC
"CSRC"	China Securities Regulatory Commission
"Directors"	the directors of the Company
"H Share(s)"	ordinary share(s) in the share capital of the Company with nominal value of RMB0.25 each, which are subscribed for and traded in Hong Kong dollars, and listed on the Stock Exchange (stock code: 6865)
"H Shareholders"	holder(s) of H Shares
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan

"Proposed Articles Amendments"	the proposed amendments to the Articles of Association passed by the Board on 6 February 2023, subject to Shareholders' approval at the AGM, the details of which are set out in "Appendix I – Proposed Amendment to the Articles of Association" to this circular
"PV"	photovoltaic
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"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
"Supervisor(s)"	the supervisor(s) of the Company
"Supervisory Committee"	the supervisory committee of the Company
"%"	percent

Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Accordingl , figures shown as total in certain tables and the currenc conversion or percentage equivalents ma 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 ever gender.

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

福萊特　璃集團股份有限公司

F a G a　G　　C .,L d.

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

(S　c　c de: 6865)

E　ecutive Directors:

Mr. Ruan Hongliang *(Chairman)*

Ms. Jiang Jinhua

Mr. Wei Yezhong

Mr. Shen Qifu

Independent non-e　ecutive Directors:

The price for the Company's leasing of staff dormitories, factory buildings, terminal berths and acceptance of gas supply services provided by relevant related parties is determined with reference to the prevailing market prices. The pricing method for the Company to accept logistics services provided by related parties is the same as that for the Company to accept logistics services provided by other logistics service providers. The pricing principle for related party transactions between the Company and the above related parties are based on the principle of fairness and just, and the relevant agreement is made with reference to the market price of the same type of transactions in the current period. The prices of such related party transactions are in line with the prevailing market price levels for the same period or are in the normal price range compared to similar transactions.

The Board believes that the above related party transactions between the Company and related parties are necessary for the ordinary operation of the Company and will strengthen business development and reduce operational costs of the Company. Such related party transactions follow fair, justice and reasonable market-based pricing principles and play a positive role in the actual production and operation of the Company. They neither harm the Company and its Shareholders, especially the rights and interests of minority Shareholders, nor do they affect the independence of the Company or create dependence on related party as a result of such transactions.

The above related party transactions do not constitute any connected transactions under Chapter 14A of the Listing Rules.

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 6 February 2023 in relation to the Proposed Articles Amendments.

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

To further optimize 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 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 an ordinary resolution 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 prevail in case of any discrepancy or inconsistency between the Chinese version and its English translation.

VI. THE AGM

A notice convening the AGM to be held at the 2nd Floor, Conference Room, Administrative Building, Flat Glass Group Co., Ltd. 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:00 p.m. on Tuesday, 6 June 2023, is set out on pages 67 to 69.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions to be proposed at the AGM will be voted by poll.

For the purpose of determining the entitlement for attendance and voting at the AGM, the H Shares register of members of the Company will be closed from 1 June 2023 (Thursday) to 6 June 2023 (Tuesday), both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company at 4:30 p.m. on Wednesday, 31 May 2023 shall be entitled to attend and vote at the AGM. In order to attend and vote at the AGM, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Wednesday, 31 May 2023.

H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the AGM. H Shareholders who intend to appoint a proxy to attend the AGM are requested to complete the proxy form in accordance with the instructions set out therein and return it to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event, not less than 24 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you so wish.

VII. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the AGM.

Yours faithfully
By order of the Board
FaGa G C.,Ld.
Ra H a
Chairman

The Proposed Articles Amendments are as follows:

O a A ce	P ed A e d e
A ce 1 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 Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for Holding Shareholders' Meeting of Overseas Listed Companies (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)	**A ce 1** 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 Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for Holding Shareholders' Meeting of Overseas Listed Companies (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. (福萊特玻璃集團股份有限公司) (hereinafter referred to as the "Company" or "the Company"), its shareholders and creditors and regulate the organization and conduct of the Company. (MP1)

O a A c e	P ed A e d e
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. 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 & Mirror Ltd. The Company was registered with the Zhejiang Provincial Administration for Industry & 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.	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. 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 & Mirror Ltd. (浙江福萊特玻璃鏡業有限公司). The Company was registered with the Zhejiang Provincial Administration for **Ma e Re a** . 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.
A ce 6 The Articles of Association shall come into effect upon approval by the competent national departments and from the date on which the domestic shares of the Company are listed at SSE. Upon the effective day of these Articles of Association, the Articles of Association shall become the legal document regulating the Company's organization and activities, and the rights and obligations between the Company and its shareholders and among the shareholders interest.	**A ce 6 T e A ce f A ca a be f ce e c de a ad a a a e e a ee f e C a U e effec e da f e A ce f A ca , ee A ce f A ca f e C a w a e a a ca** Upon the effective day of these Articles of Association, the Articles of Association shall become the legal document regulating the Company's organization and activities, and the rights and obligations between the Company and its shareholders and among the shareholders interest.

O a A c e	P ed A e d e
A c e 7	

O a A c e	P ed A e d e
A c e 21 The Company may increase its capital pursuant to the needs of operation and development and in accordance with the laws, administrative regulations, departmental rules, listing rules of the place where the stocks are traded and based on the Articles of Association. (MP20) The Company may increase its capital by: …… Issuance of new shares by the Company shall be subject to approval as specified in the Articles of Association and follow the procedures specified in the relevant laws and administrative regulations of the PRC and the place of listing for the shares of the Company. The Company shall register the change of registered capital after a capital increase or reduction with the industrial and commercial administration authority and make an announcement thereof.	**A c e 22** The Company may increase its capital pursuant to the needs of operation and development and in accordance with the laws, administrative regulations, departmental rules, listing rules of the place where the stocks are traded and based on the Articles of Association. (MP20) The Company may increase its capital by: …… Issuance of new shares by the Company shall be subject to approval as specified in the Articles of Association and follow the procedures specified in the relevant laws and administrative regulations of the PRC and the place of listing for the shares of the Company. **W e e C a e c e b e c a e b d, e ced e a d a a e f e a ce a d c e f c e b e c a e b d, a e a e c a e e C a ' a e ca a e e ef , a be dea acc da ce e f a , ad a e e a , de a e a e a d e d c e a d e f e C a ' d c e f c e b e c a e b d.** The Company shall register the change of registered capital after a capital increase or reduction with the **Ma e Re a a** and make an announcement thereof.

O a A c e	P ed A e d e
A c e 23 Where any director, supervisor and senior management or any shareholder who holds more than 5% of the shares of the Company sells the stocks of the Company as held within 6 months after purchase, or purchases any stock as sold within 6 months thereafter, the proceeds as generated therefrom shall be part of the profits of the Company. The board of directors of the Company shall take back the proceeds. However, where a securities company holds more than 5% of the shares of the Company, which are the residual stocks after underwriting as purchased thereby, the sale of the foregoing stocks shall not be limited by the term of 6 months. Where the board of directors of the Company fails to implement the provisions as prescribed in the preceding paragraph herein, the shareholders concerned have the right to require the board of directors to implement them within 30 days. Where the board of directors fail to implement them within the aforesaid term, the shareholders shall have the right to directly file a lawsuit with the people's court in their own names for the interests of the Company.	**A c e 24** Where any director, supervisor and senior management or any shareholder who holds more than 5% of the shares of the Company sells the stocks of the Company as held within 6 months after purchase, or purchases any stock as sold within 6 months thereafter, the proceeds as generated therefrom shall be part of the profits of the Company. The board of directors of the Company shall take back the proceeds. However, it shall not be applicable to any sale of shares by securities companies holding over 5% of the shares of the Company as a result of acquiring the remaining of the underwritten shares as an underwriter, **a d e c c a ce a a ed b e CSRC.** **F e e f e eced a a a , a e e ec e e a e f e d b D ec , S e , e a a e a d a a e a e de c de e ed b e e, a e , a d c d e a d e d de acc e ed b e .** Where the board of directors of the Company fails to implement the provisions set out **e f c a e f a c e**, the shareholders concerned have the right to require the board of directors to implement them within 30 days, **a d e D ec a bea , ab .** Where the board of directors fail to implement them within the aforesaid term, the shareholders shall have the right to directly file a lawsuit with the people's court in their own names for the interests of the Company. **If e B a d f e C a fa c e f c a e f a c e, e D ec a bea , ab .**

O a A c e	P ed A e d e
A c e 26 The Company may, in the following circumstances, buy back its outstanding shares following the legal procedures specified in the Articles of Association, administrative regulations, Listing Rules and with approval from the regulatory authority of the state: (I) When cancelling shares for reduction in the registered capital of the Company; …… (VII) In other circumstances stipulated by laws and administrative regulations. Except under the above circumstances, the Company shall not engage in any activities for the purchase of its share. (MP24)	**A c e 27 T e C a a e c a e a e , e ce e f e f a :** (I) When cancelling shares for reduction in the registered capital of the Company; …… (VII) In other circumstances stipulated by laws and administrative regulations. **T e C a a c a e ed a e acc da ce a , ad a e e a , de a e a e , e e f e c e c a e c a e ed a d e A c e f A c a . (MP24)**
A c e 27 The Company may repurchase its shares in any of the following ways upon approval by the regulatory authority of the state: (I) Issuing a repurchase offer to all shareholders according to an equal percentage; (II) Buying back through open transaction in the stock exchange; (III) Buying back through agreement outside the stock exchange; (IV) Other modes as approved by the competent authority concerned. Where the Company repurchase its shares under the circumstances as mentioned in (III), (V) & (VI) of Article 26 of the Articles of Association, the repurchase shall be carried out by public concentrated transaction. (MP25)	**A c e 28** The Company may **c a e a e a f** the following ways: (I) Issuing a repurchase offer to all shareholders according to an equal percentage; (II) Buying back through open transaction in the stock exchange; (III) Buying back through agreement outside the stock exchange; (IV) Other means stipulated **b a , ad a e e a a d e CSRC.** Where the Company repurchase its shares under the circumstances as mentioned in (III), (V) & (VI) of **A c e 27** of the Articles of Association, the repurchase shall be carried out by public concentrated transaction. (MP25)

O a A c e	P ed A e d e
A c e 51 The ordinary shareholders of the Company shall be entitled to the following rights: (MP45) …… (V) The shareholders shall have the right to obtain relevant information in accordance	

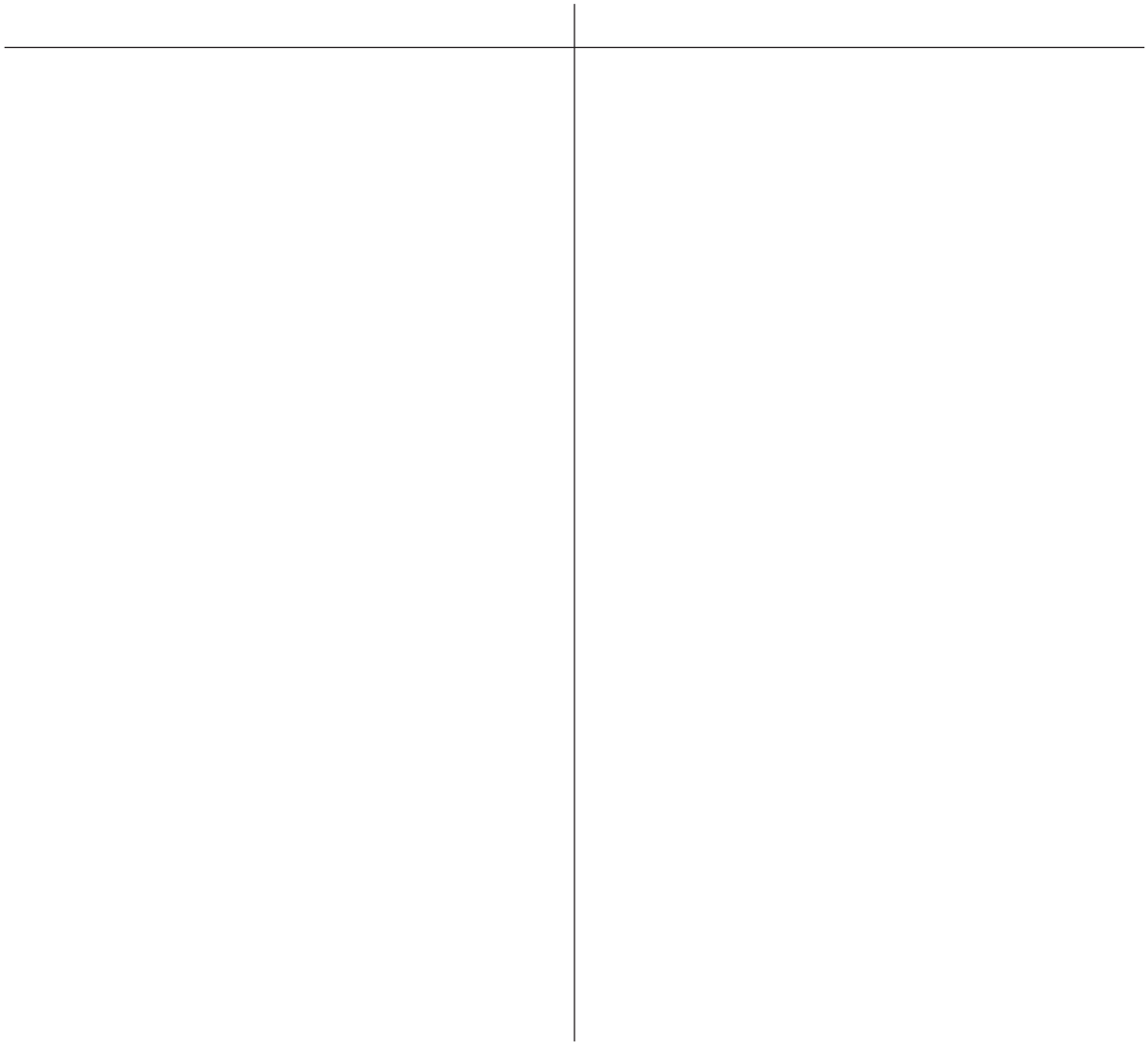
O a A c e	P ed A e d e
(5) Counterfoils of corporate bonds;	(5) Counterfoils of corporate bonds;
(6) The latest audited financial statements of the Company, and the reports of the board of directors, auditors and board of supervisors;	(6) The latest audited financial statements of the Company, and the reports of the board of directors, auditors and board of supervisors;
(7) Copy of the latest annual inspection report filed with the industry and commerce authority of China or other competent authorities; and	(7) Copy of the latest annual inspection report filed with the industry and commerce authority of China or other competent authorities; and
(8) Minutes of the general meetings (for inspection of shareholders only).	(8) Minutes of the general meetings (for inspection of shareholders only).
……	……
(Add A ce 54)	**A ce 54 I e e e a e a c a f a e a ed a a e de ' e e a ee a b a d ee a e a f a ad a e e a , e a e de a a e e e a e e' c e ab c a c a a a d.** **I e e e a e ced e f c e a a e de ' e e a ee a b a d ee , e e d e e f a e a f a , ad a e e a e A c e f A c a , e a c a f a e a e a e e f, e a e de a a e e e a c a e e ca da f e da e f e e .**

O a A c e	P ed A e d e
(Add A c e 55)	A c e 55 I e e e a a d ec a e a a e e ff ce a e a , ad a e e a e A c e f A c a e e f d e f e C a , ca e e C a , e a e de e e a e . a bee d e a e e ce f a e f e C a f e d ed a d e c ec e da e a a e e e e a e b a d f e b e a ac bef e a c . I e e e a e b a d f e a e a , ad a e e a e A c e f A c a e e ec d e f e C a , ca e e C a , a e de a e e a e b a d f d ec b e a ac bef e a e e' c . I e e e a e b a d f e e b a d f d ec ef e a e e a ac ece f e e e a f e a e de a e c bed e eced a a a , d e a e e a ac da ece f c a e e , a e e e c fa e a e ed a e e a ac ca e e a ab e da a e e e e f e C a , e a e de e c bed e eced a a a a a e b a e a ac d ec bef e a c e a e e e e f e C a . I e e e a e e e f e e e a e a d e e f e C a , ca e e C a , e a e de e c bed e f a a a f A c e a b a e a ac bef e a c acc da ce e f e eced a a a .

O a A c e	P ed A e d e
(Add A c e 56)	A c e 56 I e e e a a d ec a e a a e ff ce f e C a a e a , ad a e e a e e A c e f A c a , ca da a e e e e f a e de , e a e de a b e a ac bef e a e e' c .
A c e 59 A general meeting shall exercise the following functions and powers: (MP50) …… (XIV) To consider and approve other guarantee matters as prescribed in Article 60; (XV) To examine the Company's purchase or disposal of major assets within one year in an amount exceeding 30% of the total assets of the Company; (XVI) To examine and approve changes in the use of proceeds; (XVII) To examine and approve equity incentive plan; (XVIII) To decide on matters where the Company repurchase its shares under the circumstances as mentioned in (I) & (II) of Article 26 of these Articles of Association; (XIX) To examine other matters on which resolutions shall be made by the shareholders' general meeting as required by the laws, administrative regulations and the Articles of Association; ……	A c e 63 A general meeting shall exercise the following functions and powers: (MP50) …… (XIV) To consider and approve other guarantee matters as prescribed in A c e 64; (XV) To examine the Company's purchase or disposal of major assets within one year in an amount exceeding 30% of the total assets of the Company; (XVI) To examine and approve changes in the use of proceeds; (XVII) To examine and approve equity incentive plan a d e ee a e d a ; (XVIII) To decide on matters where the Company repurchase its shares under the circumstances as mentioned in (I) & (II) of A c e 27 of these Articles of Association; (XIX) To examine other matters on which resolutions shall be made by the shareholders' general meeting as required by the laws, administrative regulations, de a e a e and the Articles of Association; ……

O a A c e	P ed A e d e
A c e 60 The following external guarantees by the Company shall be considered and approved by the shareholders' general meeting.	**A c e 64** The following external guarantees by the Company shall be considered and approved by the shareholders' general meeting.
(I) Any guarantee provided after the total amount of external guarantees by the Company and its controlled subsidiaries meet or exceed fifty percent of the latest audited net assets;	(I) Any guarantee provided after the total amount of external guarantees by the Company and its controlled subsidiaries meet or exceed fifty percent of the latest audited net assets;
(II) Any guarantee provided for a target party whose asset-liability ratio is over seventy percent;	**(II) A a a ee ded af e e a a f e e a a a ee b e C a a d c ed b d a e e ceed e ce f e a e a d ed a a e ;**
(III) Any guarantee with a single guaranteed amount in excess of ten percent of the latest audited net assets;	(III) Any guarantee provided for a target party whose asset-liability ratio is over seventy percent;
(IV) Any guarantee exceeding 30% of the total audited assets of the latest period cumulatively calculated within twelve consecutive months subject to the guarantee amount;	**(IV)** Any guarantee with a single guaranteed amount in excess of ten percent of the latest audited net assets;
(V) Any guarantee exceeding 50% of the total audited assets of the latest period cumulatively calculated within twelve consecutive months subject to the guarantee amount and the absolute amount exceeds RMB50 million;	**(V)** Any guarantee exceeding 30% of the total audited assets of the latest period cumulatively calculated within twelve consecutive months subject to the guarantee amount;
(VI) Any guarantee provided to shareholders, de facto controllers and their related parties.	**(VI) A a a ee ded a e de , de fac c e a d e c ec ed a e ;**
	(VII) O e a a ee a a ed b L R e f S c E c a e a d A c e f A c a f e C a .
	T e ab e e e a a a ee b ec e a a f e e a ee f e C a a be c de ed a d a ed b e b a d f d ec bef e e a e b ed e e a ee f a a . A e d ec f e C a a ca ef c de a d c c a deb a f d a a ee f a e e a a a d a be e a e ab e f a e ca ed b a -c a e f c a a ee.

O a A c e	P ed A e d e
A c e 64 Notice of general meeting shall meet the following requirements: (MP56)	**A c e 68** Notice of general meeting shall meet the following requirements: (MP56)
(I) Is in written form;	(I) Is in written form;
(II) Specifies the venue, date and time of the meeting;	(II) Specifies the venue, date and time of the meeting;
(III) States matters to be discussed at the meeting;	(III) States matters **a d a be c de ed** at the meeting;
……	……
(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, **e de** 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;
……	……
(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.
	(XI) S ec f e e e a d



O a A ce	P ed A e d e
A c e 78 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) 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. 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.	**A c e 83** 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) 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. 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. **S a e de , c a e e a e f e C a a f f e f c a e a d e ec d c a e f A c e 63 f e Sec e La , a e e c e e e f e a e a e ceed e e c bed a 36 af e c a e , a d c a e a be c ded e a be f a e a a e e a ee**

O a A c e	P ed A e d e
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. ……	The board of directors of the Company, independent directors and **a e de d 1% e a e ec a e c e e ab ed a a , ad a e e a e f CSRC** 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. **N c de a e f f de fac c de a a be ffe ed c ec e f e a e de . Sa e f a c d , e C a a e a e c a e d c ec e .** ……
A c e 79 When the board of supervisors or shareholders decides to convene a shareholders' meeting by themselves, they should inform the board of directors in writing and at the same time, prepare a filing at the CSRC's sub-office and the	

O a A c e	P ed A e d e
A c e 84 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: …… (V) When the shareholders nominate director(s), independent director(s) or supervisor(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors 10 business days before convening the general meeting. ……	**A c e 89** 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: …… (V) When the shareholders nominate director(s), independent director(s) or supervisor(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors **10 da** before convening the general meeting. ……

Original Article	Proposed Amendment
Article 86 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions. (MP64)	**Article 91** Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions. (MP64)
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.	Ordinary resolutions shall be approved by votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the general meeting.
Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.	Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.
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".	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 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".**
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.	**The Company shall not arrange voting by way of online voting platform, and 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.**
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.	**The same voting rights shall be exercised with only one of the voting methods, namely on-site or other voting methods. The first voting result is considered as valid in case of multiple voting of the same voting rights.**

O ✓ a A c e	P ed A e d e
A c e 88 The following matters shall be approved by special resolutions at a general meeting: (MP71) (I) Increase or reduction in share capital of the Company and the issue of shares of any class, warrants and other similar securities; (II) Issue of bonds of the Company; (III) Division, merger, dissolution, liquidation or transformation of the Company; ……	**A c e 93** The following matters shall be approved by special resolutions at a general meeting: (MP71) (I) Increase or reduction in share capital of the Company and the issue of shares of any class, warrants and other similar securities; (II) Issue of bonds of the Company; (III) Division, **- ff81(,)-8** 344(d**5**(vision,)]TJ9.7268Tf6.86nts)sp

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	(V) e e e ec e da a ed b e a e de a d e c e d e a a c a f ca ; (VI) e a e f e a e , e e c e a d e e c e ; (VII) a e a e a a be ec ded e e a e ed b e A c e f A c a f e C a .
A c e 93 Resolutions at the general meeting shall be recorded in the minutes, which shall be signed by the chairman of the meeting and the attending directors. The minutes shall be kept together with other valid information such as the book of signatures of the shareholders present at the meeting.	**A c e 99** T e c e e a e e a e c e f e e a e e, acc a e a d c e e. T e d ec , e e , e ec e a e b a d f d ec , e c e e / e e e e a e a d e c a e a e e . T e e a be e , e e e a d f a c a e b f e a e f e a e de e e a e ee e a d e e f a e e f e e , a d e a d f a e a d e e a e I e e e ea , f e a 10 ea .
(Add A c e 100)	**A c e 100** T e c e e a e e e e a ee f a e de e d ad e e f a e eac ed. W e e ec a ea c a f ce a e e a d ca e a e f e ee -ad f e , ece a ea e a be a e e e e ee , e d e ee d ec a d e a e a be a ed a a ce e a e a e . Mea w e, e c e e a e e a e CSRC b- ff ce a d e c e c a e e e e C a ca ed. If e e f e c e c a e( ) c e C a ' a e a e ed a e ec a e e a a d e e f e e a ee , c a be c ed w .

O a A c e	P ed A e d e
(Add A c e 102)	A c e 102 T e - e- Ge e a Mee a e d ea e a e e d f e ee ed e b a e ea , a d e c a e f e ee a a ce e e eac a a e - e- ee a d e e e a
	ad ed ba ed e e . A a e ed e e , e b a e ea a e Ge e a Mee , c d e C a , e c e , c ee , a a e de a d e e ce de , a be b ed ee c f de a e bef e e e a e f a a ced.
(Add A c e 103)	A c e 103 Re a ed a e ee a be ed a e a ced acc da ce e e f e c e c a e e e e C a ' a e a e b c aded. T e a ce e d e be f a e de e a e a ea a e ee , e a be f a e f c a e de a e , e a f c a e a a e a e C a , e ea b c e e e ca , e e f eac a , a d e a c a f eac e a ed. S a c e a e da ce a d e f d e c a e de a d f e a e de a be e a d d a ba , a d a ced acc d .
A c e 99 Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders' general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Articles 7(b)-2(on)-60437.5(f5-60437.5estpculated)-437.5(in)-327.5(the)3822.[(Articles)-437.5(of)]TJT*[Assoeciut Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders' general meeting and by holders of shares of that class at a separate meeting conducted in accordance with A Acece f	

O a A c e	P ed A e d e
A c e 101 The class shareholders so affected, whether or not otherwise entitled to vote at a general meeting, shall nevertheless be entitled to vote at any class meetings with respect to matters set forth in (II) to (VIII), (XI) to (XII) of Article 100, but interested shareholder(s) shall not be entitled to vote in class meetings. The meaning of "interested shareholder" in the preceding paragraph is: (I) in the case of a repurchase of shares by offers to all shareholders pro rata according to Article 27 under the Articles of Association or public dealing on a stock exchange, a "controlling shareholder" within the meaning of Article 57 stipulated in the Articles of Association; (II) in the case of a repurchase of shares by an off-market contract according to Article 27 provided in the Articles of Association, a holder of the shares to which the proposed contract relates; (III) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class. (MP81)	**A c e 110** The class shareholders so affected, whether or not otherwise entitled to vote at a general meeting, shall nevertheless be entitled to vote at any class meetings with respect to matters set forth in (II) to (VIII), (XI) to (XII) of **A c e 109**, but interested shareholder(s) shall not be

O a A c e	P ed A e d e
A c e 102 Resolutions of a class meeting shall be approved by votes representing more than two-thirds of the voting rights of shareholders of that class present at the meeting who, in accordance with Article 101, are entitled to vote at the meeting. (MP82)	**A c e 111** Resolutions of a class meeting shall be approved by votes representing more than two-thirds of the voting rights of shareholders of that class present at the meeting who, in accordance with **A c e 110**, are entitled to vote at the meeting. (MP82)
A c e 103 Where the Company convenes a class meeting, a written notice shall be given 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 to notify all the shareholders of the said class in the shareholders' register of the matters to be considered at the meeting, and the date and venue of the meeting. The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened. 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.	**A c e 112** Where the Company convenes a class meeting, a written notice shall be given or an announcement shall be published at least **21 da** before the date of the annual general meeting and at least **15 da** before the date of the extraordinary general meeting to notify all the shareholders of the said class in the shareholders' register of the matters to be considered at the meeting, and the date and venue of the meeting. The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened. 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.

O a A c e	P ed A e d e
A c e 109 The board of directors shall be accountable to the general meeting and exercise the following functions and powers: (MP88)	**A c e 118** The board of directors shall be accountable to the general meeting and exercise the following functions and powers: (MP88)
……	……
(VI) To formulate the plan for increase or reduction of the Company's registered capital, and the plan for issue of the Company's bonds;	(VI) To formulate the plan for **c ea e ed c f e C a ' e e ed ca a , a d e a f e f e C a ' b d e ec e a d a ;**
(VII) To prepare plans for the Company's merger, division and dissolution;	(VII) To prepare plans for the **a e a ac , c a e f a e f e C a** or Company's merger, division, dissolution **a d c a e f e C a f** ;
(VIII) To decide on the internal management structure of the Company;	(VIII) To decide on the internal management structure of the Company;
(IX) To appoint or dismiss the Company's general manager; to appoint or dismiss the Company's deputy general manager(s), chief financial officer and secretary to the board of directors and determine their remunerations;	**(IX)** To appoint or dismiss the Company's **e de** ; to appoint or dismiss the Company's **de e de** ( ), chief financial officer and secretary to the board of directors and determine their remunerations;
(X) To determine employees' salary, welfare and rewards and penalties;	(X) To work out the basic management system of the Company;
(XI) To approve appointment or replacement of the directors and shareholder representative supervisors of the Company's wholly-owned subsidiaries; appointment, replacement and recommendation of shareholder representatives, directors (candidates) and shareholder representative supervisors (candidates) of the Company's subsidiaries and participating subsidiaries;	(XI) To formulate the plan for any amendment to the Articles of Association;
	(XII) To decide on the consolidation, division and restructuring of the Company's wholly-owned subsidiaries and controlled subsidiaries;
(XII) To work out the basic management system of the Company;	(**XIII**) To decide on the structure of the special committees of the board of directors and to recruit and dismiss the person-in-charge of the committees;

O a A c e	P ed A e d e
(XIII) To formulate the plan for any amendment to the Articles of Association;	(**XIV**) To propose the candidates of independent directors to the general meeting and suggest removal and replacement of independent directors;
(XIV) To decide on the domestic and overseas branch structure of the Company;	(**XV**) To suggest appointment, renewal or dismissal of the accounting firm to the general meeting;
(XV) To decide on the consolidation, division and restructuring of the Company's wholly-owned subsidiaries and controlled subsidiaries;	(**XVI**) To receive the work report of the **e de** and examine his work;
(XVI) To decide on the structure of the special committees of the board of directors and to recruit and dismiss the person-in-charge of the committees;	(**XVII**) To manage matters in respect of disclosure of the Company's information;
(XVII) To propose the candidates of independent directors to the general meeting and suggest removal and replacement of independent directors;	(**XVIII**) To formulate the equity incentive plan;
(XVIII) To suggest appointment, renewal or dismissal of the accounting firm to the general meeting;	(**XIX**) The board of directors shall exercise the decision-making authority on foreign investment (including capital increase and equity transfer of the investment enterprises), financing, venture investment, entrust financing and external guarantee other than those to be determined by resolution of the general meeting in accordance with the laws and regulations and the Articles of Association;
(XIX) To receive the work report of the general manager and examine his work;	(**XX**) **A e d a e RMB20 b e a RMB50 , a d a c a e a f e a RMB60 a f ca ea a be b ec c de a a d a b e b a d f d ec . A e d a e RMB50 a c a e a f e a RMB60 a f ca ea a be b ec c de a a d a a e e a ee f e C a ;**
(XX) To manage matters in respect of disclosure of the Company's information;	
(XXI) To formulate the equity incentive plan;	(**XXI**) To determine on other major issues of the Company other than matters which shall be determined at the general meeting in accordance with the Company Law and the Articles of Association;
(XXII) The board of directors shall exercise the decision-making authority on foreign investment (including capital increase and equity transfer of the investment enterprises), financing, venture investment, entrust financing and external guarantee other than those to be determined by resolution of the general meeting in accordance with the laws and regulations and the Articles of Association;	

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(XXIII) To determine on other major issues of the Company other than matters which shall be determined at the general meeting in accordance with the Company Law and the Articles of Association; (XXIV) To determine on the Company's risk management system, including risk assessment, financial control, internal audit and legal risk control, and implement supervision thereof; (XXV) Other power as prescribed in the Articles of Association or granted authorization by the general meeting; (XXVI) Other matters conferred by the laws, administrative regulations, departmental rules and the regulations of the Listing Rules or the Articles of Association. The board of directors may resolve on the issues specified in the preceding paragraph by approval of more than half of the directors save for the issues specified in (VI), (VII) and (XIII), and the regulations of the Listing Rule, of which approval of more than two-thirds of the directors is required. If the uninterested directors who attend the meeting are less than three, the board of directors shall timely submit the relevant proposals to the shareholders' meeting for approval. The board of directors shall state the relevant situation of approval of such proposal when submitting and recording the opinion of the uninterested directors.	**(XXII)** To determine on the Company's risk management system, including risk assessment, financial control, internal audit and legal risk control, and implement supervision thereof; **(XXIII)** Other power as prescribed in the Articles of Association or granted authorization by the general meeting; **(XXIV)** Other matters conferred by the laws, administrative regulations, departmental rules and the regulations of the Listing Rules or the Articles of Association. The board of directors may resolve on the issues specified in the preceding paragraph by approval of more than half of the directors save for the issues specified in (VI), (VII) and (**XI**), and the regulations of the Listing Rule, of which approval of more than two-thirds of the directors is required. If the uninterested directors who attend the meeting are less than three, the board of directors shall timely submit the relevant proposals to the shareholders' meeting for approval. The board of directors shall state the relevant situation of approval of such proposal when submitting and recording the opinion of the uninterested directors.

O a A c e	P ed A e d e
A c e 114 The independent directors shall also exercise the following special powers in addition to the functions and power as prescribed in the Company Law, other relevant laws, administrative regulations and as granted in the Articles of Association. …… (V) To independently appoint external audit and consulting organs; (VI) To solicit voting right from shareholders in a public manner prior to convening the shareholders' meeting. When the independent directors exercise the functions and powers as prescribed in paragraph (I) and (II) of this Article, the matter shall be submitted to the board of directors for discussion only upon consent by more than half of the independent directors; for paragraph (III), (IV) and (VI), it shall be approved by more than half of the independent directors; and for paragraph (V), it shall be approved by all independent directors. All fees arising from exercising the aforesaid functions and powers by the independent directors shall be borne by the Company. If the above mentioned proposals are refused or the functions and powers are unable to be exercised, the Company shall disclose the information concerned. Separate remuneration, audit, nomination committees shall be formed under the board of directors and independent directors shall make up more than half of the members of the respective committees.	

O a A c e	P ed A e d e
A c e 115 In addition to the functions and powers as mentioned above, the independent directors shall issue their independent opinions to the board of directors or the shareholders' meeting with respect to the matters below: …… (V) Matters that might prejudice the interests of minority shareholders as deemed by the independent directors; The independent directors shall present one of the following comments on the aforesaid issues in writing: (1) Consent; (2) Reservation and reasons thereof; (3) Objection and reasons thereof; (4) Inability to make comments and reasons thereof. If some of the issues shall be disclosed, the Company shall announce the opinions of the independent directors. Where consensus opinion cannot be obtained, the Company shall disclose the opinion of each independent director respectively.	**A c e 124** In addition to the functions and powers as mentioned above, the independent directors shall issue their independent opinions to the board of directors or the shareholders' meeting with respect to the matters below: …… (V) Matters that might prejudice the interests of minority shareholders as deemed by the independent directors; **(VI) O e a e e c bed b e a , e a , CSRC a d A c e f A c a f e C a .** The independent directors shall present one of the following comments on the aforesaid issues in writing: (1) Consent; (2) Reservation and reasons thereof; (3) Objection and reasons thereof; (4) Inability to make comments and reasons thereof. If some of the issues shall be disclosed, the Company shall announce the opinions of the independent directors. Where consensus opinion cannot be obtained, the Company shall disclose the opinion of each independent director respectively.

O a A c e	P ed A e d e
A c e 123 The decisions on the matters considered at meeting of the board of directors shall be recorded as minutes, which shall be signed by the attending directors and recorder. The directors shall be responsible for the resolutions passed at meetings of the board of directors. Any director who votes for a resolution which is in breach of the relevant laws, administrative regulations or the Articles of Association, thereby causing serious losses to the Company shall be liable for compensation. A director who has been proved as having expressed dissenting opinion on the resolution and such opinion is recorded in the minutes of the meeting can be exempt from liability. (MP95)	**A c e 132** The decisions on the matters considered at meeting of the board of directors shall be recorded as minutes, which shall be signed by the attending directors and recorder. **M e f e b a d ee a be e a C a d c e f e ea . T e e f e b a d ee a c de e f :** **(I) da e, e ea d c e e f e ee ;** **(II) a e f d ec a d e e e a e a ed b d ec (e e e a e) e e a e ee ;** **(III) a e da f e ee ;** **(IV) a f e ade b e d ec a e ee ;** **(V) e e d a d e e e eac a e (e e a c ea a e e be f e f , a a a d ab a).** The directors shall be responsible for the resolutions passed at meetings of the board of directors. Any director who votes for a resolution which is in breach of the relevant laws, administrative regulations or the Articles of Association, thereby causing serious losses to the Company shall be liable for compensation. A director who has been proved as having expressed dissenting opinion on the resolution and such opinion is recorded in the minutes of the meeting can be exempt from liability. (MP95)
A c e 127 The Company shall have one general manager, who shall be nominated by the directors and appointed and dismissed by the board of directors. (MP99)	**A c e 136** The Company shall have one **e de** , who shall be nominated by the directors and appointed and dismissed by the board of directors. **T e C a a a e f e de e de , a be a ed d ed b e b a d f d ec af e be a ed b e e de .** (MP99)

O a A c e	P ed A e d e
A c e 135 the board of supervisors shall be accountable to the general meeting and shall	

O a A c e	P ed A e d e
(VIII) To coordinate with directors and senior management on behalf of the Company or bring legal proceedings against the Company's directors and senior management; (IX) To conduct investigation if there are any unusual circumstances in the Company's operations, and if necessary, to engage an accounting firm, law firm or other professionals to assist in their work at the expense of the Company; (X) Other functions and powers specified in the Articles of Association. The supervisors may attend meetings of the board of directors and make inquiries or suggestions in relation to the resolutions of meetings of the board of directors.	(IX) To conduct investigation if there are any unusual circumstances in the Company's operations, and if necessary, to engage an accounting firm, law firm or other professionals to assist in their work at the expense of the Company; (X) Other functions and powers specified in the Articles of Association. The supervisors may attend meetings of the board of directors and make inquiries or suggestions in relation to the resolutions of meetings of the board of directors.
(Add A c e 145)	**A c e 145 T e e a e e a e f a d c ed a be e, acc a e a d c e e, a d a w e c f a f e a e .**
A c e 137 The board of supervisors shall have the business conducted at the meeting to be recorded in the minutes of meeting, and attending supervisors and the recorder shall sign on the minutes of meeting.	**A c e 147** The board of supervisors shall have the business conducted at the meeting to be recorded in the minutes of meeting, and attending supervisors and the recorder shall sign on the minutes of meeting. **S e ca e e a e eec e a e e ee ec ded e e . T e ee e f e b a d f e a be e a a f e f e C a f e ea .**
A c e 148 The liability of directors, supervisors, general manager and other senior management of the Company for breaching a given obligation may be released by the informed consent of shareholders at a general meeting, save for the circumstances specified in Article 56 of the Articles of Association. (MP119)	**A c e 158** The liability of directors, supervisors, **e de** and other senior management of the Company for breaching a given obligation may be released by the informed consent of shareholders at a general meeting, save42(geni.8(42(geni4.8(4retC,Suni.8(.1(g)

O a A c e	P ed A e d e
A c e 154 A loan guarantee provided by the Company in violation of Paragraph 1 of Article 151 shall not be enforceable except in the following circumstances: (I) The lender does not know that it has provided loan to the connected persons of the directors, supervisors, general manager and other senior management of the Company or its parent company; (II) The collateral provided by the Company has been sold by the lender lawfully to a bona fide purchaser. (MP125)	**A c e 164** A loan guarantee provided by the Company in violation of Paragraph 1 of **A c e 162** shall not be enforceable except in the following circumstances: (I) The lender does not know that it has provided loan to the connected persons of the directors, supervisors, **e de** and other senior management of the Company or its parent company; (II) The collateral provided by the Company has been sold by the lender lawfully to a bona fide purchaser. (MP125)
A c e 158 The Company shall specify in the contracts concluded with the directors or supervisors in relation to remunerations that if the Company is being taken over, the directors or supervisors of the Company have the right to seek compensations or other payment for lost of office or for retirement, subject to prior approved at the general meeting. The aforesaid takeover of the Company includes any of the following: (MP129) (I) An offer made by any person to all the shareholders; (II) An offer made by any person with the aim of causing the offeror to become a controlling shareholder of the Company. The definition of a controlling shareholder is the same as that in Article 57 of the Articles of Association. Any monies received by the relevant directors or supervisors in violation of this Article shall belong to those who accept the said offer and sell their shares, and the said directors or supervisors shall bear the expenses for distributing the said monies in proportion, which shall not be deducted from the said monies.	**A c e 168** The Company shall specify in the contracts concluded with the directors or supervisors in relation to remunerations that if the Company is being taken over, the directors or supervisors of the Company have the right to seek compensations or other payment for lost of office or for retirement, subject to prior approved at the general meeting. The aforesaid takeover of the Company includes any of the following: (MP129) (I) An offer made by any person to all the shareholders; (II) An offer made by any person with the aim of causing the offeror to become a controlling shareholder of the Company. The definition of a controlling shareholder is the same as that in **A c e 61** of the Articles of Association. Any monies received by the relevant directors or supervisors in violation of this Article shall belong to those who accept the said offer and sell their shares, and the said directors or supervisors shall bear the expenses for distributing the said monies in proportion, which shall not be deducted from the said monies.

O a A c e	P ed A e d e
A c e 171 The policy of profits distribution of the Company is: …… (II) The Company's profit distribution policy and the specific dividend distribution plan shall be formulated, considered and approved by the board of directors and then reported to the general meeting of shareholders for approval; when the board of directors formulates the profit distribution policy and dividend distribution plan, it shall take full consideration of the opinions of the independent directors, the board of supervisors and the public investors. (III) The Company distributes the dividend in form of cash dividend, stock dividend or a combination of both. …… (V) The Company should actively distribute the profit in cash. The profit distributed in form of cash annually shall not be less than 20% of the distributable profits realized in that year. For cash-based distribution, the Company must consider whether its cash is able to meet the needs of the Company's normal operation and long-term development after such distribution in order to ensure that the distribution plan is in the interest of shareholders as a whole: (1) Where the Company is in a developed stage with no significant capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 80% of the total profit distribution;	**A c e 181** The policy of profits distribution of the Company is: …… (II) The Company's profit distribution policy and the specific dividend distribution plan shall be formulated, considered and approved by the board of directors and then reported to the general meeting of shareholders for approval; when the board of directors formulates the profit distribution policy and dividend distribution plan, it shall take full consideration of the opinions of the independent directors, the board of supervisors and the public investors. **T e I de e de D ec a c e f a e de a d a e a d de d d b a be b ed d ec e b a d f d ec f de be a .** **P e c de a f de a ed ca d de d a b e e a ee f e C a , e C a a c ca e a d e c a e a e de a d e ec a a e de b d ffe e a , e eb f e a d a ea f a e de a d e e a a e a e de c ce .** (III) The Company distributes the dividend in form of cash dividend, stock dividend or a combination of both. ……

O a A c e	P ed A e d e
(2) Where the Company is in a developed stage with significant capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 40% of the total profit distribution; (3) Where the Company is in a developing stage with significant capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 20% of the total profit distribution. In the case that it is difficult to distinguish the Company's stage of development but the Company has significant capital expenditure arrangements, the profit distribution may be dealt with pursuant to the preceding provisions. Under special circumstances, if the profit distribution plan for the current year may not be determined according to the established cash dividend policy or the minimum cash dividend ratio, the Company shall disclose the specific reasons and clear opinions of independent directors in regular report. If the stock exchange where the Company's shares are listed has special provisions on the voting system and mode of the shareholders' general meeting approving such profit distribution plan, such provisions shall be complied with. ……	(V) The Company should actively distribute the profit in cash. The profit distributed in form of cash annually shall not be less than 20% of the distributable profits realized in that year. For cash-based distribution, the Company must consider whether its cash is able to meet the needs of the Company's normal operation and long-term development after such distribution in order to ensure that the distribution plan is in the interest of shareholders as a whole: (1) Where the Company is in a developed stage with no significant capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 80% of the total profit distribution; (2) Where the Company is in a developed stage with significant capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 40% of the total profit distribution; (3) Where the Company is in a developing stage with significant capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 20% of the total profit distribution. In the case that it is difficult to distinguish the Company's stage of development but the Company has significant capital expenditure arrangements, the profit distribution may be dealt with pursuant to the preceding provisions. **T e f ca d de d e f d b a be ca d de d d ded b e f ca d de d a d a e d de d .**

O a A c e	P ed A e d e
(IX) If the profit distribution policy is adjusted by the Company according to the external business environment or its own operating conditions, the adjusted policy shall not violate the relevant provisions released by the CSRC and the stock exchange; the proposal in respect of policy adjustment must be approved by the Company's board of directors and the board of supervisors before submitting to the shareholders' general meeting for approval. The shareholders' general meeting may be convened on site or via the network. The independent director shall give independent opinions on this. (X) If any shareholder illegally occupies the Company's funds, the Company shall deduct the cash profit allocated to such shareholder to repay the amount taken.	Under special circumstances, if the profit distribution plan for the current year may not be determined according to the established cash dividend policy or the minimum cash dividend ratio, the Company shall disclose the specific reasons and clear opinions of independent directors in regular report. If the stock exchange where the Company's shares are listed has special provisions on the voting system and mode of the shareholders' general meeting approving such profit distribution plan, such provisions shall be complied with. …… (IX) If the profit distribution policy is adjusted by the Company according to the external business environment or its own operating conditions, the adjusted policy shall not violate the relevant provisions released by the CSRC and the stock exchange; the proposal in respect of policy adjustment must be approved by the Company's board of directors and the board of supervisors **bef e b e a e de ' e e a ee f a a . A d a be ad ed b a e de e e e 2/3 e f e f e**

O a A c e	P ed A e d e
A c e 187 The Company shall be dissolved and liquidated according to law in any of the following circumstances: (I) Expiration of business term; (II) The general meeting has resolved to dissolve the Company; (III) Merger or division of the Company entails dissolution; (IV) The Company is declared bankrupt according to law because it is unable to pay its debts as they fall due; (V) The Company is closed down due the violation of laws and administrative regulations in accordance with laws; (IV) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of the Company may request the people's court to dissolve the Company. (MP153)	**A c e 197** The Company shall be dissolved and liquidated according to law in any of the following circumstances: (I) Expiration of business term as prescribed **b** **e A c e f A c a a f e a f d e c bed e C a ' A c e f A c a cc ;** (II) The general meeting has resolved to dissolve the Company; (III) Merger or division of the Company entails dissolution; (IV) The Company is declared bankrupt according to law because it is unable to pay its debts as they fall due; (V) **T e b e ce e ca ce ed, e C a de ed c e d be d ed** according to laws due the violation of laws and administrative regulations; (VI) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of the Company may request the people's court to dissolve the Company. (MP153)
A c e 188 If there is any circumstance as stated in paragraph (I) of Article 187 of this Articles of Association, the Company may continue to exist through amendment of this Articles of Association. If this Articles of Association is amended subject to the aforesaid provisions, it must be approved by shareholders representing two-thirds or above of the voting rights present at the general meeting.	**A c e 198** If there is any circumstance as stated in paragraph (I) of **A c e 197** of this Articles of Association, the Company may continue to exist through amendment of this Articles of Association. If this Articles of Association is amended subject to the aforesaid provisions, it must be approved by shareholders representing two-thirds or above of the voting rights present at the general meeting.

O a A c e	P ed A e d e
A c e 189	

O a A c e	P ed A e d e
(Add A c e 217)	A c e 217 T e C a a de a e ed a e c e f ed a de a ed a , e a e ec e e a a f e S a e C c e a ce e a d e -be-d c ed f a f e C a a e de f d e c a e . T e a ce e e ed be e b e A c e f A c a e de f H a e a be b ed b e e d e c bed b e H K L R e . T e B a d a c a e e de a ed ed a f e d c e f f a ab e C a a d a e e a c de a ed ed a c e e e a e ed b e a a d e a f C a a d H K , ec e e a a e de e S a e C c , e ea e a a e a d e c e c a e f e ace e e e a e f e C a a e ed.
(Add A c e 223)	A c e 223 I e A c e f A c a , efe e ce e de a a e e a e ea a a a a e a a ed e C a a La a d e a a d e a . Refe e ce ce e de a a e e a e ea a de a a e a a ed e C a a La a d e a a d e a .

Save for the above-mentioned amendments and the change of the serial number of the Articles of Association caused by such amendment, the amendments of the expression referring to the manager and deputy manager to president and vice president in the Articles of Association, the others will remain unchanged.

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

R e f P ced e f Ge e a Mee f F a G a G C ., L d.

C a e 1 Ge e a P

A c e 1

C a e 2 C e f Ge e a Mee

A c e 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.

A c e 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.

A c e 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.

A c e 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.

A c e 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.

A c e 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.

A c e 12

Where the Supervisory Committee or shareholder(s) convene(s) the general meeting, the expenses incurred therefrom shall be borne by the Company.

C a e 3 P a a d N ce f Ge e a Mee

A c e 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.

A c e 14

Where the Company convenes a general meeting, the Board39.7(a)-6n%eministrat1Fry.7(Compan)1mitteeaa

A c e 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.

(VII) Contain a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder;

(VIII) Specify the time and venue for serving the power of attorney for the voting proxy for the meeting;

(IX) Specify the equity registration date of shareholders entitled to attend the general meeting;

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

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

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

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

A c e 19

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

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

A c e 20

After a notice of shareholders' general meeting is provided, the shareholders' general meeting shall not be postponed or cancelled, and the proposals set out in the notice of shareholders' general meeting shall not be cancelled without due reason. Once the meeting is postponed or cancelled, the convener shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.

~~**A c e 20**~~

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

A c e 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.

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

A c e 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.

The convener(s) and lawyers shall jointly verify the validity of shareholders' qualifications based on the members registration list offered by the securities registration and clearing institution, and shall register names of shareholders and the number of voting shares they hold. The registration for the meeting shall be terminated before the presider of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of voting shares they hold.

A c e 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.

A c e 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.

A c e 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.

A c e 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.

A c e 31

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

A c e 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.

A c e 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.

A c e 34

In addition to the case involving the Company's commercial secrets cannot be disctrecd, the directors, supervisors and senior management staff should make interpretation and illustration according to the queries of shareholders.

A c e 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

A c e 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.

A c e 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~~ shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC can openly solicit the voting right of the shareholders. The purpose and information of soliciting the voting right of the shareholders should be fully disclosed. Prohibit paying or in any disguised form of compensation to solicit the voting right from the shareholders. ~~And~~ Save for statutory conditions, the company shall not limit the minimum shareholding percentage on soliciting the voting right.

A c e 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.

Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law of the PRC, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.

A c e 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~~ Listed companies with 30% or more shares owned by a single shareholder and its persons acting in concert shall implement the cumulative voting system.

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

A c e 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.

A c e 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.

A c e 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.

A c e 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".

A c e 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.

A c e 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.

A c e 46

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

The Company shall make statistics and report on the attendance and voting of the domestic Shareholders (A shareholders) and foreign shareholders (H shareholders), respectively.

A c e 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.

A c e 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.

A c e 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

~~C a e 5 S e Mea e~~

~~A e e 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.~~

~~A e e 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.~~

~~A e e 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.~~

C a e 5 S ec a P ced e f V b C a S a e de

A c e 53

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

A c e 54

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

A c e 55

Resolutions of a class meeting shall be approved by votes representing more than two-thirds of the voting rights of shareholders of that class present at the meeting who are entitled to vote at the meeting.

A c e 56

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

A c e 57

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

A c e 58

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

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

(I) With the approval by special resolutions at a general meeting (acquired unconditioned authorization or restrained by all terms and conditions through resolution), the Company recognizes, distributes or issues domestic shares and overseas-listed foreign shares, at one or more occasions, the total number of shares not exceeding 20% of each of its existing issued and outstanding domestic shares and overseas- listed foreign shares in every 12 months;

(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authority under the State Council;

(III) Shares of the Company already issued but not listed, with approval from the securities regulatory authority under the State Council, are converted to overseas listed shares.

C a e 6 S e e a P

A c e ~~56~~59

The announcement or notice of the rules refers to the contents of the information disclosed in the designated newspapers and periodicals of China Securities Regulatory commission except as otherwise required by the relevant stock exchange or regulatory authority where the shares are listed. Notice or announcement with a longer length, the company may choose to specify the contents of the disclosure briefly in the designated newspapers and periodicals of China Securities Regulatory commission, but the full text should also be published on the website of the China Securities Regulatory commission.

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

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The phrases "more than" and "within" as mentioned in these rules are inclusive while "exceeding", "less than" and "more than" are exclusive.

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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.

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The unsettle 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.

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

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

福萊特　璃集團股份有限公司

F a G a　G　　C .,L d.

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

(S　c　c de: 6865)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Flat Glass Group Co., Ltd. (the "**C　　a ▯**") will be held at 2:00 p.m. on Tuesday, 6 June 2023 at the 2nd Floor, Conference Room, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China for the purpose of considering, and if thought fit, passing the following resolutions by way of ordinary or special resolutions as indicated. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 4 May 2023:

Ordinary resolution 1.	To consider and approve the report of the Board for the year ended 31 December 2022.
Ordinary resolution 2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2022.
Ordinary resolution 3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022.
Ordinary resolution 4.	To consider and approve the annual report and annual results of the Company for the year ended 31 December 2022.
Ordinary resolution 5.	To consider and approve the report on the Company's final accounts for the year ended 31 December 2022.
Ordinary resolution 6.	To consider and approve the report on the Company's financial budget for the year ending 31 December 2023.
Special resolution 7.	To consider and approve the profit distribution plan for the year ended 31 December 2022.
Ordinary resolution 8.	To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP in the PRC as the Company's auditors until the conclusion of the next annual general meeting of the Company, and to approve and authorise the Board to determine its remuneration.

Ordinary resolution 9.	To consider and approve the proposal on determination of the remuneration of the Directors for the year ending 31 December 2023.
Ordinary resolution 10.	To consider and approve the proposal on determination of the remuneration of the Supervisors for the year ending 31 December 2023.
Ordinary resolution 11.	To consider and approve the environmental, social and governance report of the Company for the year ended 31 December 2022.
Special resolution 12.	To consider and approve the guarantees to be provided by the Group for its potential credit facility of up to RMB18 billion and to authorize the chairman of the Board and its authorized persons to sign all legal documents relating to the credit facilities, and the validity period of this resolution to be valid until the date of the next annual general meeting of the Company.
Ordinary resolution 13.	To consider and approve the implementation of daily related party transactions for 2022 and the estimate on daily related party transactions for 2023.
Special resolution 14.	To consider and approve the proposed amendments to the Articles of Associations.
Special resolution 15.	To consider and approve that the Board be authorized to make changes in industrial and commercial registration and make relevant adjustments and revision to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustment and revisions to characters, chapters and articles.
Ordinary resolution 16.	To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.

By order of the Board of
Fa Ga G C ., Ld.
Ra H a
Chairman

Jiaxing, Zhejiang Province, the PRC

4 May 2023

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

Notes:

1. In order to ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 1 June 2023 (Thursday) to 6 June 2023 (Tuesday) (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming AGM, all transfer documents must be lodged with the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), for registration before 4:30 p.m. on Wednesday, 31 May 2023. H Shareholders whose names appear on the register of members of the Company on Wednesday, 31 May 2023 are entitled to attend and vote at the AGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the AGM will be determined and announced separately in the PRC by the Company.

2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder.

3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in