

Flat Glass Group Co., Ltd.
Terms of Reference of the Nomination Committee of
the Board of Directors

Chapter 1 General Provisions

Article 1 This document is the election and management of Flat Glass Group Co., Ltd. (hereinafter referred to as the "Company" or the "Company"), and the nomination of the members of the board (hereinafter referred to as the "Board") and the election of the Company's general manager. The Company has established a nomination committee of the Board (hereinafter referred to as the "Nomination Committee") and formulated the implementation rules in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Code of Corporate Governance of Listed Companies, Measures for the Administration of Listed Companies, Rules of the Shanghai Stock Exchange (hereinafter referred to as the "Shanghai Stock Exchange Listing Rules"), Self-Regulatory Guidelines for Listed Companies of Shanghai Stock Exchange No. 1.

Chapter 3 Terms of Reference

Article 7 The N mi a i C mmi ee f he C m a y i e, ible f f m la i g he c i e i a a d ced e f he elec i f Di ec a d e i ma ageme e el, elec i g a d e i e i g he ca dida e f Di ec a d e i ma ageme e el a d hei r alifica i . I mai e, ibili ie a e a f ll :

- (1) ide i f i g ca dida e h a e, r alified ac a Di ec , a d elec i g a d mi a i g ele a e ac a Di ec ffe i g ad ice he B a d, maki g ec mme dai he B a d he a i me a d em al f Di ec ;
- (2) a i me em al f e i ma ageme ;
- (3) maki g ec mme dai he B a d i i ze a d c m i i ba ed he b r i e e a i , a e i ze a d e i y r c r e f he C m a y ;
- (4) e i e i g he r c r e, i ze a d c m i i (i cl di g kill , k ledge a d e e i e ce) f he B a d a lea ce a y ea , a d a d i i g cha ge he B a d i li e i h he c a e a egie f he C m a y ;
- (5) r d i g he elec i c i e i a a d ced e f Di ec a d e i ma ageme a d maki g ec mme dai he B a d ;
- (6) e al a i g he i de e de ce f he i de e de -e e c r i e Di ec ;
- (7) maki g ec mme dai he B a d he a i me e-a i me f Di ec a d r cce i l a i g f Di ec (i a i c l a , he chai ma a d he e ide);
- (8) he ma e a a h ized h he B a d i r la ed h la , admi i a i e eg l a i , de a me al r le , he eg l a y r le f he lace he e he C m a y ' ha e a e li ed, a d he A icl e f A cia i .

If he B a d ha ad ed f ll y ad ed he ec mme dai f he N mi a i C mmi ee, i hall a e he i i f he N mi a i C mmi ee a d he ecific ea f ad i gi he e l i f he B a d, a d di cl e r ch ma e .

Article 8 The N mi a i C mmi ee hall be acc r able he B a d, a d hall r bmi i al he B a d f c ide a i a d deci i . The c lli g ha eh lde hall f ll y e ec he al made h he mi a i g c mmi ee, a d ma e r b i r e ca dida e f Di ec e i ma ageme i h r i fficie ea eliable e ide ce.

The N mi a i C mmi ee hall e c i e i d r ie a d e i acc da ce i h ele a i i r de he C m a y La , he A icl e f A cia i a d he e r le a d hall i f i g he i e e f he C m a y a d ha eh lde .

Chapter 4 Procedures of Decision-making

Article 9 The N mi a i C mmi ee hall e i e he elec i c i e ia, elec i ced e a d e m f f fice f he Di ec a d e i ma ageme f he C m a y acc di g he ac r al i r a i f he C m a y i c m lia ce i h he ele a la a d e g la i a d he i i f he A icle f A cia i a d a he ele a e l i hich hall be filed a d r bmi ed he B a d f a a la dim leme a i .

Article 10 The elec i ced e f a i me f Di ec a d e i ma ageme a e a f l l :

- (1) he N mi a i C mmi ee hall ac i e l y c m m i c a e i h he C m a y ' ele a de a me , r d y he C m a y ' e r i eme f e Di ec a d e i ma ageme a d d ce i e e ;
- (2) he N mi a i C mmi ee ma y ea ch e e i e l y f ca dida e f he le f Di ec a d e i ma ageme i hi he C m a y a d i h ldi g (a cia ed) c m a i e a ell a he h r ma e r ce ma ke ;
- (3) c llec all i f ma i ab r he cc r a i , academic r alifica i , i le , de ailed ke e i e ce, a d a - i me ke e i e ce, a d d ce i e e ;
- (4) b a i i g c e f m he mi ee ega di g he mi a i ; he i e , he y hall be c ide ed a ca dida e f he le f Di ec e i ma ageme ;
- (5) deali g i h he al ca dida e mi a i b y he e i led e a ided i he A icle f A cia i ;
- (6) c e i g a me e i g f he N mi a i C mmi ee a d c d c a r alifica i e i e he h li ed ca dida e () acc di g he em l y me e r i eme f Di ec a d e i ma ageme ;
- (7) Thi y da i he elec i f e Di ec a d he a i me f e e i ma ageme , r bmi al a d ele a ma e ial he B a d f ca dida e f he le f Di ec a d e i ma ageme ;
- (8) ca y i g r he f l l r k acc di g he deci i f a d feedback f he B a d .

Chapter 5 Procedural Rules

Article 11 The N mi ai C mmi ee hall c e e a lea e mee i g e a , m a d hall i f, all i membe h ee da , i he mee i g. The mee i g hall be chai ed b y he chai ma f he N mi ai C mmi ee. Whe e he chai ma f he N mi ai C mmi ee i , able a e d, he/ he ma , a h i ze a he i de e de -e ee i e di ec membe e ide e he mee i g.

Article 12 Mee i g f he N mi ai C mmi ee ma , l y be c e ed i h he e e ce f m e ha -hi d fi membe . Each membe hall ha e e e . Re l i f he mee i g hall be a ed b y m e ha e-half f all he membe f he c mmi ee i gi fa .

Article 13 Membe f he N mi ai C mmi ee hall a e d mee i g i , e a de e i i ma e , de c ide ai . I he e e ha a membe i , able a e d he mee i g i , e f a y ea , he membe ma , i b mi a e fa e y ig ed b y him he a da , i a he membe a e d he mee i g a de e i i hi /he behalf. If a y i de e de -e ee i e di ec membe i , able a e d he mee i g f a y ea , he/ he hall e i e he mee i g ma e ial i ad a ce f m e , l i c i ad ice, a , i a he i de e de -e ee i e di ec membe a e d hi /he behalf. Each membe c , l d be e , r ed b y m e ha e membe a e ime. The e fa e y hall e c i f, he c e a d d ai f a h i z a i .

Article 14 V e a he mee i g f he N mi ai C mmi ee hall be made b y a h f ha d b y . ll ia he i g me h d ec g i z ed b y e g la y a h i y (ie) f he l a e he e he ha e f he C m a y a e l i ed. The mee i g hall be c e ed i e i i c i le. P i d e d ha all Di ec ca f i l l y e e he i i a he mee i g , i ch mee i g ca be held b y mea f ide , e l e h e , he me h d he e ce a y .

Article 15 The Di ec , r e i a d he e i ma a g e m e f he C m a y ma , be i i ed a e d mee i g f he N mi ai C mmi ee, he e e ce a y .

Article 16 Whe e ce a y , he N mi ai C mmi ee ma , e g a g e i e media e a g e c i e i d e , fe i al ad ice f i d e c i i -m a k i g a he e e e f he C m a y .

Article 17 The c e i g c e d e f, a d i g me h d a d e l i , a e d a , mee i g f he N mi ai C mmi ee hall c m l i h he e , i e m e f he e l e a l a , e g l a i , he A i c l e f A c i a i a d he e , l e .

Article 18 The N mi ai C mmi ee hall kee mi , e f i mee i g . Membe f he c mmi ee e e a , i ch mee i g a d mee i g e c d e hall i g he mi , e . The mi , e hall be ke b y he e ce a y he B a d f he C m a y f a e i d f l e ha e y ea .

Article 19 Membe a e d a d e e a a mee i g hall be b l i g e d kee c f i d e ial all ma e di c r e d i , i ch mee i g, a d hall d i c l e a y e l e a i f m a i i h , a h i z a i be f e , i b l i c d i c l , e b y he C m a y .

Chapter 6 Supplementary Provisions

Article 20 Any matter defined in the rules of procedure, which is a law, administrative regulation, matter of procedure, regulation of procedure of the Council, has a liability under Article 1 of the Treaty, which is a law, administrative regulation of procedure of the Council, has a liability under Article 1 of the Treaty.

Article 21 The member of the Council is liable while he is exercising his functions.

Article 22 The Board of the Council is liable for its actions. The Council will take effective measures to be taken by the Board, in order to ensure its independence.

Article 23 If the liability of the Council is established by the European Court of Justice, the Council is liable.