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福萊特玻璃集團股份有限公司

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

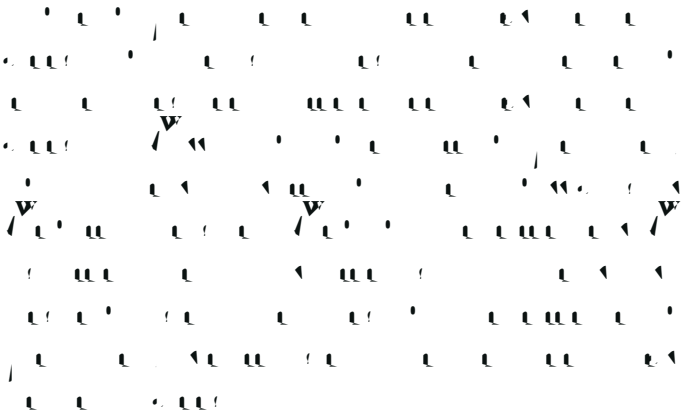
The board of directors (the "Board") of Flat Glass Group Co., Ltd. (the "Company") hereby announces that the resolution in relation to the proposed amendments to the articles of association of the Company (the "Proposed Amendments") has been passed at a meeting of the Board held on 6 February 2023 (the "Meeting").

The Proposed Amendments have been approved at a meeting of the Board held on 6 February 2023, details of which are as follows:

[illegible]	[illegible]
[illegible] 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)	[illegible] 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. (福莱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)

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. (浙江福莱特玻璃鏡業有限公司). The Company was registered with the Zhejiang Provincial Administration for . 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 Articles of Association shall come	

The Articles of Association shall also be legally binding on the Company and its shareholders, directors, supervisors, general manager and other senior management, who shall have the right to make any claims and propositions regarding the Company's affairs in accordance with the Articles of Association. (MP7) Without violation of the regulation as prescribed in Article 205 of the Articles of Association, pursuant to the Articles of Association, shareholders may pursue actions against the Company, other shareholders and the Company's directors, supervisors, general manager and other senior management; and pursuant to the Articles of Association, the Company may pursue actions against the shareholders. The other senior management as stated hereof refers to the Company's deputy general manager, Secretary to the board of directors, Chief Financial Officer and	

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.	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 and make an announcement thereof.

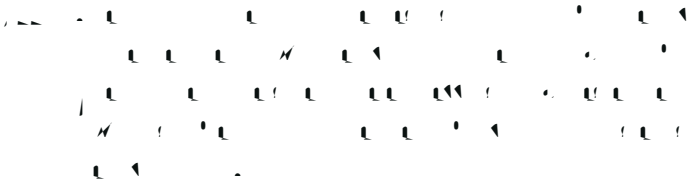
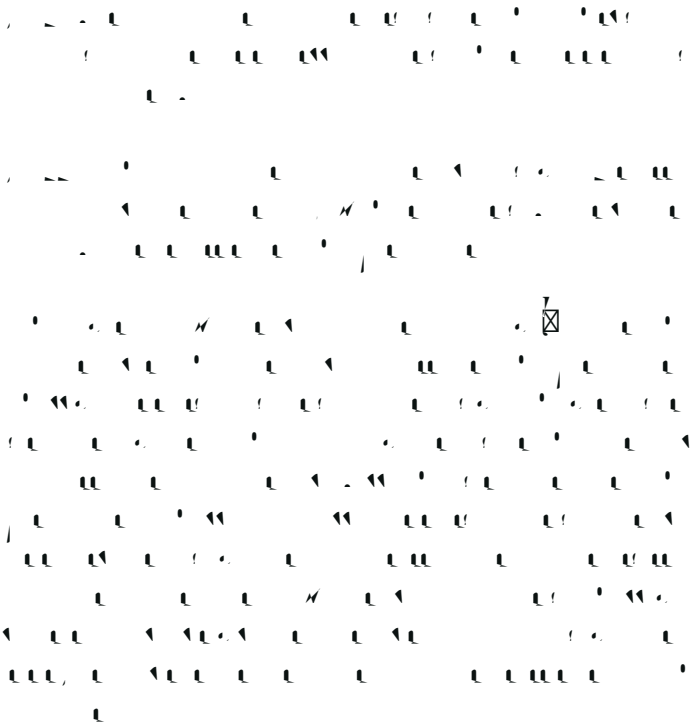
Where any director, supervisor and senior management or any shareholder who holds more than 5% of the shares of the Company sells the stocks of the Company as held within 6 months after purchase, or purchases any stock as sold within 6 months thereafter, the proceeds as generated therefrom shall be part 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 theTc a(0.6 (s)13 c)0.5 stc ortr othny hol	rticle 2ar 4here any director, supervisor and
senior management or any shareholder who holds more than 5% of the shares of th 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	

. 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)	. (I) When cancelling shares for reduction in the registered capital of the Company; …… (VII) In other circumstances stipulated by laws and administrative regulations.
. 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)	. The Company may 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 Where the Company repurchase its shares under the circumstances as mentioned in (III), (V) & (VI) of . of the Articles of Association, the

Repurchase of the Company's shares for reasons set out in (I) to (II) of Article 26 of the Articles of Association shall be subject to resolution at a general meeting. Where the Company repurchases its shares under the circumstances as mentioned in (III), (V) & (VI) of Article 26 of the Article of Association, the repurchase shall be resolved by more than two-thirds of the directors present at a board meeting.	

The ordinary shareholders of the Company shall be entitled itled itled itled itled itc0c 0.05llowing025ghts:hall be entitled(MP45)nnThe ordina	

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 general meeting shall exercise the following functions and powers: (MP50) …… (XIV) To consider and approve other guarantee matters as prescribed in ; (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 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; ……

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; (II) Any guarantee provided for a target party whose asset-liability ratio is over seventy percent; (III) Any guarantee with a single guaranteed amount in excess of ten percent of the latest audited net assets; (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; (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; (VI) Any guarantee provided to shareholders, de facto controllers and their related parties.	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;  (III) Any guarantee provided for a target party whose asset-liability ratio is over seventy percent; ( ) Any guarantee with a single guaranteed amount in excess of ten percent of the latest audited net assets; ( ) Any guarantee exceeding 30% of the total audited assets of the latest period cumulatively calculated within twelve consecutive months subject to the guarantee amount; 

. The Company may not enter into any contract with anyone other than a director, supervisor, manager or other senior executive to have all or a significant part of the Company's business in the care of the said person, unless prior approval obtained by shareholders at a general meeting by way of special resolution. (MP51)	. The Company may not enter into any contract with anyone other than a director, supervisor, or other senior executive to have all or a significant part of the Company's business in the care of the said person . Unless prior approval obtained by shareholders at a general meeting by way of special resolution. (MP51)
. General meetings are divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors. Annual general meetings shall be convened once a year within six months after the end of the preceding fiscal year. (MP52) In any of the following circumstances, the board of directors shall convene an extraordinary general meeting within two months: (I) When the number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by the Articles of Association; (II) When the accrued losses of the Company amount to one-third of its total share capital; (III) When shareholder(s) individually or jointly holding 10% or more of the Company's issued and outstanding shares carrying voting rights request(s) in writing for the convening of an extraordinary general meeting; (IV) When the board of directors deems it necessary or the board of supervisors proposes to convene an extraordinary general meeting; .General meetings are divided into	

(VI) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, the Listing Rules and the Articles of Association. The venue of the general meeting shall be the domestic of the Company or the venue explicitly notified in the notice of the general meeting. A general meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company will provide online and other means for the convenience of participation by the shareholders. A shareholder who participates in	

Notice of general meeting shall meet the following requirements: (MP56) (I) Is in written form; (II) Specifies the venue, date and time of the meeting; (III) States matters to be discussed 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; …… (X) The names and telephone numbers of the standing contact persons for the meeting.	Notice of general meeting shall meet the following requirements: (MP56) (I) Is in written form; (II) Specifies the venue, date and time of the meeting; (III) States matters at the meeting; …… (V) Contains a disclosure of the nature and extent of the material interests of any director, supervisor, 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.

When the Company convenes a shareholders' meeting, the board of directors, the board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's	

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)	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.	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.	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.

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 [illegible] 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. [illegible] ……
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 stock exchange where the Company is located. Before publicly announcing the resolutions of the shareholders' meeting, the convening shareholders	

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:	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.	(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 before convening the general meeting.
……	……

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; ……	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 of the Company; ……

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.	

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)	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 , 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 under the Articles of Association or public dealing on a stock exchange, a "controlling shareholder" within the meaning of stipulated in the Articles of Association; (II) in the case of a repurchase of shares by an off-market contract according to 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)

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)	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 , are entitled to vote at the meeting. (MP82)
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.	Where the Company convenes a class meeting, a written notice shall be given or an announcement shall be published at least before the date of the annual general meeting and at least 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.

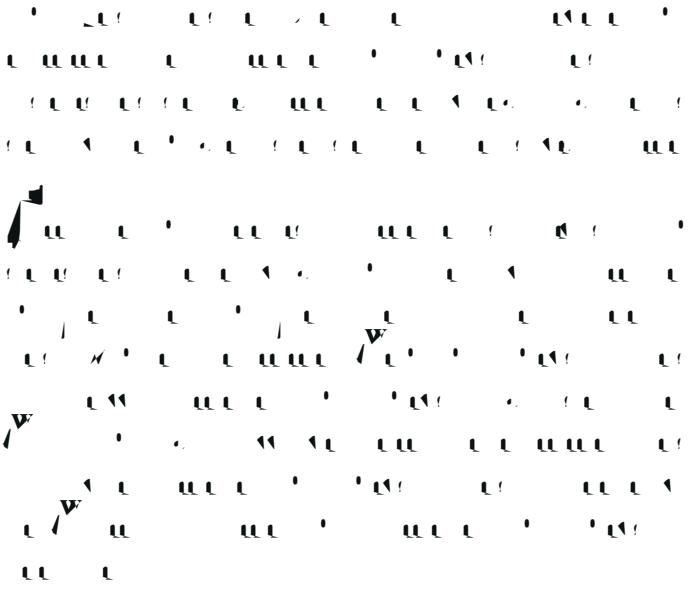
(XIII) To formulate the plan for any amendment to the Articles of Association;	
(XIV) To decide on the domestic and overseas branch structure of the Company;	
(XV) To decide on the consolidation, division and restructuring of the Company's wholly-owned subsidiaries and controlled subsidiaries;	
(XVI) To decide on the stre oireir( )409.9 (T)0.6 (o)0.1 scn/Perceptual ri/GS1 gondmen134cB	

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.	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) (VI) 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; , it shall be approved by more than half of ; and for , 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.

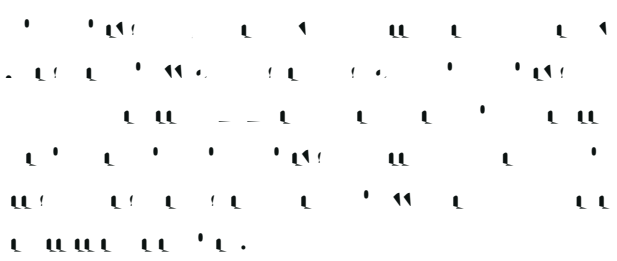
In addition to the functions and powers as mentioned above, the independent directors shall issue their independent opinions to the board of directors or the shareholders' meeting with respect to the matters below: …… (V) Matters that might prejudice the interests of minority shareholders as deemed by 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.	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.

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)	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)
The Company shall have one general manager, who shall be nominated by the directors and appointed and dismissed by the board of directors. (MP99)	The Company shall have one , who shall be nominated by the directors and appointed and dismissed by the board of directors. (MP99)

A loan guarantee provided by the Company in violation of Paragraph 1 of Article 151 shall not be enforceable except in the following circumstances:	A loan guarantee provided by the Company in violation of Paragraph 1 of 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;	(I) The lender does not know that it has provided loan to the connected persons of the directors, supervisors, 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)	(II) The collateral provided by the Company has been sold by the lender lawfully to a bona fide purchaser. (MP125)
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)	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;	(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.	(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 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.	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.

. 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;	. 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. ……

(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. [illegible]

(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 (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.

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 sol1r7 Td[6.Td[nbd[u9rltlct(s)0.asre5bx (s)0.0Tc5.asr0.014 Tw 2.362 -1.333 Td[t liquidated accordin(re8g to law in any of the fol9ordanc5 ( )]TJ-0.025 Tw 0 -1.333din p-1.crib)-]TJ-8878 7 (II) The general meeting has resolved to dissolve	

Where the Company dissolves pursuant to (I) and (II) of Article 187 of this Articles of Association, a liquidation committee shall be set up within 15 days and the members thereof shall be decided by an ordinary resolution at a general meeting. If the Company is dissolved pursuant to (IV) of Article 187 of this Articles of Association, a liquidation committee comprising shareholders, relevant departments and relevant professionals shall be established by the people's court in accordance with relevant laws to carry out the liquidation. If the Company is dissolved pursuant to (V) of Article 187 of this Articles of Association, the competent authority shall organize shareholders, relevant departments and relevant professionals to establish a liquidation committee to carry out the liquidation. (MP154)	

The date of the general meeting is yet to be set and an announcement containing the notice of the general meeting and the circular containing detailed information of the Proposed Amendments will be published and dispatched to the Shareholders in due course.

By order of the Board
Chairman

Jiaxing, Zhejiang Province, PRC, 6 February 2023

As at the date of this announcement, the executive directors of the Company are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu; and the independent non-executive directors of the Company are Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.