

Flat Glass Group Co., Ltd.

Terms of Reference of the Strategic Development Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to adapt to the strategic development needs of Flat Glass Group Co., Ltd (hereinafter referred to as the “Company” or “the Company”), strengthen the Company’s core competitiveness, determine the Company’s development planning, enhance the investment decision-making procedures, reinforce the scientific nature in decision making, increase the benefits of significant investment decisions and the quality of decisions and improve the structure of corporate governance, the Company has set up a strategic development committee of the board (the “Board”) of directors (the “Directors”) (hereinafter referred to as the “Strategic Development Committee”) and formulated these implementation rules in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Code of Corporate Governance for Listed Companies, Measures for the Administration of Independent Directors of Listed Company, Rules Governing the Listing of Securities on Shanghai Stock Exchange (hereinafter referred as “Shanghai Stock Exchange Listing Rules”, Self-Regulatory Guidelines for Listed Companies of Shanghai Stock Exchange No. 1 – Standardized Operation, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred as “Listing Rules of Stock Exchange”), the Articles of Association of Flat Glass Group Co., Ltd (hereinafter referred to as the “Articles of Association”) and other relevant regulations.

Article 2 The Strategic Development Committee of the Board is a specialized working body set up under the Board. It is mainly responsible for carrying out studies on the Company’s long-term development strategy and major investment decisions and making recommendations.

Chapter 2 Composition

Article 3 The Strategic Development Committee shall comprise three Directors, one of whom must be an independent non-executive Director.

Article 4 Members of the Strategic Development Committee shall be nominated by the chairman of the Board, or more than one-half of the independent non-executive Directors or more than one-third of all the Directors, and shall be elected and appointed by the Board.

Article 5 The Strategic Development Committee shall have one chairman, who shall be acted by the chairman of the Company and is responsible for convening and presiding over the committee.

Article 6 The term of office of the Strategic Development Committee shall be the same as that of the Board. A member of the Strategic Development Committee may serve consecutive terms if reelected upon the expiration of his/her term.

If any member resigns from the position of Director of the Company during his/her term of office, he/she shall ipso facto and immediately cease to hold the position of committee member. The vacancy shall be filled by the Board within three months in accordance with Articles 3 to 5 above.

Article 7 There is an investment review panel under the Strategic Development Committee, which is led by president of the Company. Besides, the investment review panel shall have one deputy head who shall be the deputy general manager of the Company in charge of project management. Members of the investment review panel shall consist of people in charge of the Project Department, the Financial Department and the Production Technology Department of the Company.

Chapter 3 Terms of Reference

Article 8 The main responsibilities of the Strategic Development Committee of the Board of the Company include:

- (I) studying the long-term strategic development plans of the Company and making recommendations;
- (II) studying major investment financing programs which require to be approved by the Board as stated in the Articles of Association and making recommendations;
- (III) studying and making recommendations regarding business strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy and human resources strategy;
- (IV) studying major capital operation and assets management projects which require to be approved by the Board as stated in the Articles of Association and making recommendations;
- (V) studying other important matters affecting the Company's development and makings recommendations;
- (VI) inspecting the implementation of the matters above;
- (VII) other matters as authorized by the Board or stipulated by laws, administrative regulations, departmental rules, rules of the stock exchange(s) on which the shares of the company are listed, and the Articles of Association.

If the Board has not adopted or fully adopted the recommendations of the Strategic Development Committee, it shall state the opinions of the Strategic Development Committee and the specific reasons for not adopting in the resolutions of the Board, and disclose such matter.

Article 9 The Strategic Development Committee shall be accountable to the Board, and shall submit its proposals to the Board for consideration and decision.

The Strategic Development Committee shall exercise its duties and powers in accordance with relevant provisions under the Company Law, the Articles of Association and these rules and shall not infringe the interests of the Company and shareholders.

Chapter 4 Procedures of Decision-making

Article 10 The investment review panel shall be responsible for preliminary preparations for decision making by the Strategic Development Committee, and for provision of information of the Company regarding to:

- (I) Persons-in-charge of the relevant departments of the Company or its controlled (invested) enterprises shall submit information about major investment and financing, working capital, objectives of asset operation, preliminary feasibility reports and general information of the partners;
- (II) The investment review panel shall carry out initial review and issue a written opinion on the approval of the project, which shall be submitted to the Strategic Development Committee for the record;
- (III) The relevant departments of the Company or its controlled (invested) enterprises shall hold discussions with external parties regarding any agreements, contracts, constitutive documents and feasibility reports, and shall report to the investment review panel;
- (IV) The investment review panel shall review and issue written opinions, and make a formal proposal to the Strategic Development Committee.

Article 11 The Strategic Development Committee shall convene meetings to discuss the proposals submitted by the investment review panel. The results of discussion shall be submitted to the Board and fed back to the investment review panel.

Chapter 5 Procedural Rules

Article 12 The Strategic Development Committee shall convene at least one meeting per annum and shall notify all its members three days prior to the meeting. The meeting shall be chaired by the chairman of the Strategic Development Committee. Where the chairman of the Strategic Development Committee is unable to attend, he/she may authorize another member to preside over the meeting.

Article 13 Meetings of the Strategic Development Committee may only be convened with the presence of more than two-thirds of its members. Each member shall have one vote. Resolutions of the meeting shall be passed by more than one-half of all the members of the committee voting in favor.

Article 14 Members of the Strategic Development Committee shall attend meetings in person and express opinions on matters under consideration. In the event that a member is unable to attend the meeting in person for any reason, the member may submit a power of attorney signed by him or her and appoint another member to attend the meeting and express opinions on his/her behalf. If any independent non-executive director member is unable to attend the meeting for any reason, he/she shall review the meeting materials in advance to form explicit advice, appoint another independent non-executive director member to attend on his/her behalf. Each member could be entrusted by no more than one member at one time. The power of attorney shall specify the scope and duration of authorization.

Article 15 Votes at the meetings of the Strategic Development Committee shall be made by a show of hands or by poll or via other voting method recognized by regulatory authority(ies) of the place where the shares of the Company are listed. The meetings shall be convened on site in principle. Provided that all Directors can fully express their opinions at the meetings, such meetings can be held by means of video, telephone, or other methods when necessary.

Article 16 Head and deputy head of the investment review panel may be present at a meeting of the Strategic Development Committee. The Directors and other senior management of the Company may be invited to attend meetings of the Strategic Development Committee, where necessary.

Article 17 Where necessary, the Strategic Development Committee may engage intermediate agencies to provide professional advice for its decision-making at the expense of the Company.

Article 18 The convening procedure of, and voting method and resolutions passed at, meetings of the Strategic Development Committee shall comply with the requirements of the relevant laws, regulations, the Articles of Association and these rules.

Article 19 The Strategic Development Committee shall keep minutes for its meetings. Members of the committee present at such meetings and meeting recorder shall sign the minutes. The minutes shall be kept by the secretary to the Board of the Company for a period of not less than ten years.

Article 20 Members attend and present at a meeting shall be obliged to keep confidential all matters discussed in such meeting, and shall not disclose any relevant information without authorization before public disclosure by the Company.

Chapter 6 Supplementary Provisions

Article 21 Any matter undefined in these rules or inconsistent with relevant laws, administrative regulations, normative documents, rules of the stock exchange(s) on which the shares of the company are listed and the Articles of Association, the relevant laws, administrative regulations, normative documents, rules of the stock exchange(s) on which the shares of the company are listed and the Articles of Association shall prevail firstly.

Article 22 The term “above” under these rules is inclusive, while “exceeding” is exclusive.

Article 23 The Board of the Company is responsible for interpreting these rules. These rules will take effect as reviewed and approved by the Board, including the same on revision.