Flat Glass Group Co., Ltd.

Terms of Reference of 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

A c 6 The ter of office of the Strategic Develop ent Co ittee shall be the sa e as that of the Board. A e ber of the Strategic Develop ent Co ittee ay serve consecutive ter s if reelected upon the expiration of his/her ter .

If any e ber resigns fro the position of Director of the Co pany during his/her ter of office, he/she shall ipso facto and i ediately cease to hold the position of co ittee e ber. The vacancy shall be filled by the Board within three onths in accordance with Articles 3 to 5 above.

A c 7 There is an invest ent review panel under the Strategic Develop ent Co ittee, which is led by president of the Co pany. Besides, the invest ent review panel shall have one deputy head who shall be the deputy general a ager of the Co pany in charge of project a age ent. Me bers of the invest ent review panel shall consist of people in charge of the Project Depart ent, the Financial Depart ent and the Production Technology Depart ent of the Co pany.

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(7) other matters as authorized by the Board or stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares 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 and Decisions

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:

(1) 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;

(2) 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;

(3) 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;

(4) 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.

C a 5 P c d a R s

A c 12 The Strategic Develop ent Co ittee shall convene at least one eeting per annu and shall notify all its e bers three days prior to the eeting. The eeting shall be chaired by the chair an of the Strategic Develop ent Co ittee. Where the chair an of the Strategic Develop ent Co ittee is unable to attend, he/she ay authorize another e ber to preside over the eeting.

A c 13 Meetings of the Strategic Develop ent Co ittee ay only be convened with the presence of ore than two-thirds of its e bers. Each e ber shall have one vote. Resolutions of the eeting shall be passed by ore than one-half of all the e bers of the co ittee voting in favor.

A c 14 Me bers of the Strategic Develop ent Co ittee shall attend eetings in person and express opinions on atters under consideration. In the event that a e ber is unable to attend the eeting in person for any reason, the e ber ay sub it a power of attorney signed by hi or her and appoint another e ber to attend the eeting and express opinions on his/her behalf. If any independent non-executive director e ber is unable to attend the eeting for any reason, he/she shall review the eeting aterials in advance to for explicit advice, appoint another independent non-executive director e ber to attend on his/her behalf. Each e ber could be entrusted by no ore than one e ber at one ti e. The power of attorney shall specify the scope and duration of authorization.

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, regulatory rules of the place where the Company's shares are listed and the Articles of Association, the relevant laws, administrative regulations, normative documents, the regulatory rules of the place where the Company's shares 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.

Article 24 If there is any inconsistency between the English and Chinese versions of these rules, the Chinese version shall prevail.