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It is all your shares in the Company should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the broker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors have made reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate, complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make the contents of this circular misleading.



福萊特玻璃股份有限公司

Flat Glass Group Co., Ltd.

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

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Flat Glass Group Co., Ltd.
福萊特玻璃股份有限公司

Notice convening the 2021 Second EGM and 2021 Second H Shareholders' Class Meeting 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 14:00 p.m. on Friday, 20 August 2021 is set out on pages EMG-1 to EGM-4 and pages NH-1 to NH-3 of this circular.

Proxy forms for use at the 2021 Second EGM and 2021 Second H Shareholders' Class Meeting are 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 Level 54, Hopewell Centre, 183 Queen's Road East, 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.

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In this circular, the following expressions shall have the following meanings unless the context requires otherwise.

“2021 Second A Shareholders’ Class Meeting”	the class meeting of A Shareholders 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 on Friday, 20 August 2021(or adjournment thereof), or immediately after the conclusion of the 2021 Second EGM, whichever is later
“2021 Second Class Meetings”	the 2021 Second A Shareholders’ Class Meeting and the 2021 Second H Shareholders’ Class Meeting
“2021 Second EGM”	the 2021 second extraordinary general meeting of the Company proposed to be held at 2:00 p.m. on Friday, 20 August 2021 at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC
“2021 Second H Shareholders’ Class Meeting”	the class meeting of the H Shareholders 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 on Friday, 20 August 2021 (or any adjournment thereof), or immediately after the conclusion of the 2021 Second A Shareholders’ Meeting, whichever is later
“A Share(s)”	A share(s) of the Company with a nominal value of RMB0.25 each which are listed on the Shanghai Stock Exchange and traded in RMB (stock code: 601865)
“A Share Convertible Bonds” or “Convertible Bonds”	A Share convertible bonds proposed to be issued by the Company in the PRC in the total amount of not more than RMB4 billion (inclusive of RMB4 billion) which are

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Bondholder(s)”	holder(s) of the A Shares Convertible Bonds proposed to be issued by 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 Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively
“Company Law”	the Company Law of the PRC
“connected person(s)”	as the meaning ascribed to it under the Listing Rules
“Connected Subscribers”	parties to the Possible Subscription, namely, Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, who are Controlling Shareholders and parties acting in concert pursuant to a concert party agreement dated 19 September 2016; Mr. Wei Yezhong and Mr. Shen Qifu, who are executive Directors and A Shareholders; and Mr. Zheng Wenrong, Mr. Shen Fuquan and Mr. Zhu Quanming, who are Supervisors and A Shareholders. These parties are entitled to the pre-emptive rights to subscribe for the A Share Convertible Bonds under the A Share Convertible Bonds Issuance Plan
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules, and namely, Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei
“Conversion Price”	the price at which the new A Shares will be issued upon conversion of the A Share Convertible Bonds, as may be adjusted from time to time
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Directors”	the directors of the Company
“Feasibility Report”	the Feasibility Report on the Use of Proceeds from the Public Issuance of A Share Convertible Bonds (《公開發行A股可轉換公司債券募集資金運用的可行性分析報告》), the texts of which are set out in Appendix IV to this circular

“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

“Hong Kong” the Hong Kong Special Administrative Region of the PRC

“Independent Board Committee” the committee of Directors consisting of Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen, who are independent non-executive Directors, formed to advise the Independent Shareholders in respect of the Possible Subscription for A Share Convertible Bonds

“Independent Financial Adviser” or “Gram Capital” Gram Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Possible Subscription and transactions contemplated thereunder

“Independent Shareholders” the Shareholders, other than Mr. Ruan Hongleng

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“Possible Subscription”	Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, Controlling Shareholders, Mr. Wei Yezhong and Mr. Shen Qifu, executive Directors, and Mr. Zheng Wenrong, Mr. Shen Fuquan and Mr. Zhu Quanming, Supervisors, may exercise the pre-emptive rights to subscribe for the A Share Convertible Bonds, the specific subscription amount and conversion price on the exercise of the pre-emptive rights shall be subject to the decision of the Board as authorised by the 2021 Second EGM, based on the market conditions before the issuance of the A Share Convertible Bonds
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Issuance”	the issuance of the A Share Convertible Bonds proposed by the Company according to the A Share Convertible Bonds Issuance Plan
“PV”	photovoltaic
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the People’s Republic of China (《中華人民共和國證券法》)
“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
“Specific Mandate”	the specific mandate in relation to the issuance of the A Share Convertible Bonds to be considered and approved at the 2021 Second EGM and the 2021 Second Class Meetings
“SSE Listing Rules”	the Rules Governing the Listing of Securities on the Shanghai Stock Exchange (《上海證券交易所股票上市規則》)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“%”	percent

Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as total in certain tables and the currency conversion or percentage equivalents may 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 every gender.

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



福萊特玻璃集團股份有限公司

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)

(Stock Code: 6865)

Executive Directors:

Mr. Ruan Hongliang (Chairman)
Ms. Jiang Jinhua
Mr. Wei Yezhong
Mr. Shen Qifu

Registered office, headquarters and
principal place of business in the PRC:
1999 Yunhe Road
Xiuzhou District, Jiaxing
Zhejiang Province, PRC

Independent non-executive Directors:

Ms. Xu Pan
Ms. Hua Fulan
Ms. Ng Yau Kuen Carmen

Principal place of business in Hong Kong:
Unit 6, 11/F, Prosperity Place,
6 Shing Yip Street, Kwun Tong,
Kowloon, Hong Kong

28 July 2021

To the Shareholders

Dear Sir or Madam,

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The purpose of this circular is to provide you with information in connection with, among other things, considering and approving (i) the Proposed Issuance of the A Share Convertible Bonds; (ii) the Possible Subscription for A Share Convertible Bonds by Connected Persons; and (iii) to give you notice of the 2021 Second EGM and 2021 Second H Shareholders' Class Meeting.

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(i) Report on the Company's Compliance of the Conditions for the Proposed Issuance of A Share Convertible Bonds

Pursuant to the Company Law, the Securities Law, the Administrative Measures for Issuance of Securities by Listed Companies and other laws, regulations and normative documents, and with reference to the requirements for the qualifications and conditions of the public issuance of A share convertible bonds by listed companies, the Company has satisfied the relevant requirements for the public issuance of A share convertible bonds under the existing laws, regulations and normative documents, and possessed the qualifications and conditions for the public issuance of A share convertible bonds. Please refer to the full text of the Report on the Company's Compliance of the Conditions for the Proposed Issuance of A Share Convertible Bonds in Appendix I to this circular for details.

The said report will be proposed at the 2021 Second EGM for Shareholders' consideration and, if thought fit, to be approved by way of a special resolution.

(ii) Proposed Issuance of A Share Convertible Bonds under the Specific Mandate

Reference is made to the announcement of the Company dated 16 June 2021 in respect of the Proposed Issuance.

The Specific Mandate for the Proposed Issuance will be proposed at the 2021 Second EGM and at the 2021 Second Class Meetings for the Shareholders' consideration and, if thought fit, to be approved by way of a special resolution.

(iii) Preliminary Plan of the Proposed Issuance of A Share Convertible Bonds

The Company has prepared the preliminary plan of the Proposed Issuance of A Share Convertible Bonds in accordance with the Company Law, the Securities Law and the Administrative Measures for Issuance of Securities by Listed Companies, and other laws, regulations and normative documents, details of which are set out in Appendix III to this circular.

The said preliminary plan will be proposed at the 2021 Second EGM and the 2021 Second Class Meetings for the Shareholders' consideration and, if thought fit, to be approved by way of a special resolution.

(iv) Feasibility Report on the Proposed Issuance of A Share Convertible Bonds

The total amount of proceeds from the Proposed Issuance will not exceed RMB4 billion, which will be used for the following projects after deducting the issuance expenses:

Unit: RMB10,000

	A	t
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Annual production of 750,000 tons of solar equipment ultra-thin and ultra-high-transparent panel manufacturing project	239,312.70	194,500.00
Distributed PV power generation construction project	66,515.96	65,800.00
Annual production of 15 million square meters of solar PV ultra-white glass technical transformation project	20,697.75	19,700.00
Supplementary of working capital project <i>(note)</i>	120,000.00	120,000.00
Total	446,526.41	400,000.00

Note:

The working capital will be used to fulfill various needs of cashflow in the Group's daily business operation along with its rapid business growth and expansion in the recent two years, including but not limited to purchase of raw materials, purchase of fuel, research and development, payment for salaries and wages, and payment of bank loans.

Please refer to Feasibility Report on the Proposed Issuance of A Share Convertible Bonds in Appendix IV to this circular for the full text of the Feasibility Report.

The Feasibility Report will be proposed at the 2021 Second EGM for the Shareholders' consideration and, if thought fit, to be approved by way of a special resolution.

(v) Report on Use of Previous Proceeds

Pursuant to the regulation of report on use of previous proceeds and other laws, regulations and normative documents, the Board has prepared the Report on Use of Previous Proceeds for the Proposed Issuance as set out in Appendix V to this Circular.

The report will be proposed at the 2021 Second EGM for the Shareholders' consideration and, if thought fit, to be approved by way of an ordinary resolution.

(vi) Rules for A Share Convertible Bondholders' Meetings

Pursuant to the Company Law, the Securities Law, the Administrative Measures for Issuance of Securities by Listed Companies, the SSE Listing Rules and other regulatory requirements in the PRC, the Company has prepared the Rules for A Share Convertible Bondholders' Meeting, details of which are set out in Appendix VI to this circular.

The rules will be proposed at the 2021 Second EGM for the Shareholders' consideration and, if thought fit, to be approved by way of an ordinary resolution.

(vii) The Impact of the Dilution of Immediate Return as a Result of the Public Offering of A Shares Convertible Bonds on Major Financial Indicators of the Company and the Remedial Measures Adopted by the Company

Pursuant to the requirements of the Opinions of the General Office of the State Council on Further Strengthening the Protection of the Legitimate Rights and Interests of Small and Medium-sized Investors in the Capital Market (Guo Ban Fa [2013] No. 110)* (《國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見》(國辦發[2013]110號)), and the Guiding Opinions on Matters Concerning the Dilution of Immediate Return in Initial Public Offering, Refinancing and Material Asset Restructuring (CSRC Announcement [2015] No. 31)* (《關於首發及再融資、重大資產重組攤薄即期回報有關事項的指導意見》(證監會公告[2015]31號)) and other laws, regulations and normative documents, the Company has analyzed the impact of the Proposed Issuance on the dilution of immediate returns. The Board proposes to adopt specific measures to bridge the gap. Please refer to Appendix VII to this circular for details.

The measures will be proposed at the 2021 Second EGM for the Shareholders' consideration and, if thought fit, to be approved by way of an ordinary resolution.

(viii) Undertakings by the Directors, Senior Management of the Company, Controlling Shareholders and Actual Controllers of the Company on the Actual Performance of the Remedial Measures for the Dilution of Current Returns of the Company

The General Office of the State Council issued the Opinions of the General Office of the State Council on Further Strengthening the Work of Protection of the Legitimate Rights and Interests of Minority Investors in the Capital Markets (Guo Ban Fa [2013] No. 110)* (《國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見》(國辦發[2013]110號)) on 25 December 2013 stated that specific remediable measures shall be committed and fulfilled for the dilution of immediate returns due to a company's initial public issuance of shares, a listed company's refinancing or the material assets restructuring. On the other hand, CSRC issued the Guiding Opinions on Matters concerning the Dilution of Immediate Return in Initial Public Offering, Refinancing and Material Asset Restructuring (CSRC Announcement No. 31 [2015])* (《關於首發及再融資、重大資產重組攤薄即期回報有關事項的指導意見》(中國證券監督管理委員會公告(2015)31號)) in December 2015 which further proposed the requirements for optimising the investor return mechanism. According to the requirements, all Directors, senior management, Controlling Shareholders and de facto controllers of the Company have to provide undertakings to take remedial measures for the dilution of immediate returns due to the Proposed Issuance. Please refer to Appendix VIII to this circular for the full text of the undertakings.

The said undertakings will be proposed at the 2021 Second EGM for the Shareholders' consideration and, if thought fit, to be approved by way of an ordinary resolution.

(ix) Authorisation of the Board and its authorised persons to manage the matters relating to the Proposed Issuance of A Share Convertible Bonds

Pursuant to the Company Law, the Securities Law and other relevant laws and regulations and the Articles of Association, for the purpose of completing the Proposed Issuance in an efficient and orderly manner, the Board proposes that the Shareholders to authorise the Board and its authorised persons to deal with matters relating to the Proposed Issuance. The proposed scope of the authorisations are set out in Appendix IX to this circular.

The authorisations will be proposed at the 2021 Second EGM and 2021 Second Class Meetings for the Shareholders' consideration and, if thought fit, to be approved by way of a special resolution.

(x) Shareholders' Dividend Distribution Plan for the Year Ending 31 December 2021, 2022 and 2023

In order to further enhance the transparency of the declaration and distribution of cash dividends, improve and fine-tune the Company's dividend decision-making and supervision mechanism, maintain the continuity and stability of the dividend policy, and protect the rights and interests of the investors in order to facilitate the investors to form stable returns expectations, in accordance with the provisions of relevant laws and regulations and regulatory documents such as the Opinions of the CSRC on Further Promoting the IPO System Reform (CSRC Announcement [2013] No. 42)* (《中國證監會關於進一步推進新股發行體制改革的意見》(證監會公告[2013]42號)), Notice on Further Implementation on Matters Related to Cash Dividends of Listed Companies (Zheng Jian Fa [2012] No. 37)* (《關於進一步落實上市公司現金分紅有關要求的通知》(證監發[2012]37號)) and Guidelines No. 3 on the Supervision and Administration of Listed Companies – Distribution of Cash Dividends of Listed Companies* (《上市公司監管指引第3號 – 上市公司現金分紅》), the Company has prepared the Shareholders' Dividend Distribution Plan for the years ending 31 December 2021, 2022 and 2023 taking into account the Company's actual situation such as profitability, operation development planning, Shareholder returns and cash flow.

The Shareholders' Dividend Distribution Plan for the years ending 31 December 2021, 2022 and 2023 will be proposed at the 2021 Second EGM for the Shareholders' consideration and, if thought fit, to be approved by way of a special resolution.

(xi) Possible Subscription for A Share Convertible Bonds by Controlling Shareholders, Directors and Supervisors

Pursuant to the A Share Convertible Bond Issuance Plan, the existing A Shareholders are entitled to pre-emptive rights to subscribe for A Share Convertible Bonds to be issued. The actual amount under the preferential allocation will be determined by the Board with reference to the market conditions before the issuance, subject to the authorisation at the 2021 Second EGM and shall be disclosed in the Offering Document.

Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei are Controlling Shareholders who are parties acting in concert pursuant to a concert party agreement dated 19 September 2016. Mr. Wei Yezhong and Mr. Shen Qifu are executive Directors, and Mr. Zheng Wenrong, Mr. Shen Fuquan and Mr. Zhu Quanming are Supervisors of the Company, and who currently are A Shareholders. They are all entitled to the pre-emptive rights to subscribe for the A Share Convertible Bonds under the A Share Convertible Bonds Issuance Plan.

The terms of the Possible Subscription for A Share Convertible Bonds by the Connected Subscribers, namely, Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Zhao Xiaofei, Mr. Wei Yezhong, Mr. Shen Qifu, Mr. Zheng Wenrong, Mr. Shen Fuquan and Mr. Zhu Quanming (other than the subscription amount), are the same as the terms and conditions which are set out in the A Share Convertible Bonds Issuance Plan in Appendix II to the circular.

Based on the maximum issuance size of the Proposed Issuance of A Share Convertible Bonds (being RMB4 billion) as at the Latest Practicable Date, the maximum subscription amounts for each of the Connected Subscribers under the Possible Subscription for A Share Convertible Bonds are as below:

	A	p	(%)	B	(RMB)	(Note)
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Note: The maximum subscription amounts under the Possible Subscription for A Share Convertible Bonds

A separate resolutions will be proposed at the 2021 Second EGM for the Shareholders to consider and, if thought fit, to be approved the Possible Subscription by the Connected Subscribers by way of an ordinary resolution.

According to the relevant PRC laws and regulations, each of the Connected Subscribers is entitled to exercise their respective pre-emptive rights to subscribe for the A Share Convertible Bonds under the A Share Convertible Bonds Issuance Plan, and each of them has indicated to the Company about his/her intention to participate in the Possible Subscription. However, whether and/or to what extent they will participate in the Possible Subscription depends on the actual market conditions by the time that the Proposed Issuance is launched by the Company.

2. 2021年1月18日，公司完成非公开发行A股

On 18 January 2021, the Company completed the Non-public Issuance with the issuance of 84,545,147 A Shares in total at issue price of RMB29.57 per A Share. The proceeds were used for (i) Phase II of PV glass as covers with an annual production capacity of 750,000 tons project; (ii) PV backplane glass with an annual production capacity of 42 million square meters project; and (iii) Working capital. Please refer to the announcements of the Company dated 12 June 2020, 15 July 2020, 10 August 2020, 12 October 2020 and 19 January 2021 and the circular of the Company dated 17 July 2020 for details.

For details of the use of proceeds, please refer to Report on use of the Previous Proceeds in Appendix V to the circular for details.

3. 根据A股可转债发行计划，初始转换价格

Under the A Share Convertible Bond Issuance Plan, the minimum initial Conversion Price shall not be lower than (i) the higher of the average trading prices of A Shares of the Company for the 20 trading days preceding the publication date of the Offering Document (in the event that the price has been adjusted due to ex-rights or ex-dividend during such 20 trading days, the average trading price of each of these trading days before adjustment shall be adjusted with reference to the ex-rights or ex-dividend A Share price); and (ii) the average trading price of A Shares on the trading day preceding the publication date of the Offering Document.

Shareholders should note that as the actual initial Conversion Price shall be determined by the Board with reference to the market conditions and the situation of the Company, and by negotiating and agreeing with the sponsor and the lead underwriter, it can be lower or higher than the Minimum Illustrative Initial Conversion Price. Accordingly, the above analysis is for illustrative purpose only.

The Conversion Price is subject to adjustment upon the occurrence of events such as distribution of scrip dividend, capitalisation issue, issuance of new Shares (excluding any increase in the share capital as a result of conversion of the A Share Convertible Bonds), rights issue or distribution of cash dividend by the Company, where the Company will adjust the Conversion Price. For details of formulae for the different adjustment, please refer to the paragraph headed “VII. Determination and adjustment of conversion price – 2. Adjustment in the conversion price and calculation method” in Appendix II to the Circular. All such adjustment formulae are fully in compliance with the relevant PRC laws and regulations.

Furthermore, in the event that the rights and benefits of the Bondholders are affected by the change in the Company’s share class, quantity and/or Shareholders’ interest due to the possible Share repurchase, consolidation, subdivision or any other circumstances which may occur, the Company will adjust the Conversion Price based on the actual situation and in a fair, just and equitable manner and to protect the Bondholders’ interests. The Conversion Price will be adjusted based on the relevant PRC laws and regulations and the relevant regulations of the securities regulatory authorities of the relevant time.

The Conversion Price may also be subject to downward adjustments if, during the term of the A Share Convertible Bonds, the closing prices of the A Shares for 15 trading days out of any 30 consecutive trading days are lower than 90% of the prevailing Conversion Price. The Board may propose downward adjustments of the Conversion Price for the Shareholders to consider and seek their approval at a general meeting and the A Shareholders’ and H Shareholders’ class meetings.

Please refer to the A Share Convertible Bond Issuance Plan in Appendix II for details of the adjustments.

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The Board believes that the Proposed Issuance is necessary for the continuous growth of the Company and fund its major investments in terms of (i) meeting the growing market demand for the PV products; (ii) breaking through the Company’s capacity bottleneck and improving its position in the industry; and (iii) the strategic development of the Company. Furthermore, with the conversion of the A Share Convertible Bonds into A Shares, the Company can further (i) reduce its asset and liability ratio by using part of the proceeds from the Proposed Issuance for repayment of its bank loans, (ii) improve its capital structure, enhance its capital operation efficiency and effectively alleviate its financial cost pressures as most of the A Share Convertible Bonds will eventually be converted into A Shares according to the market practices in the A share market, and (iii) further realize its growth potentials with the proceeds from the Proposed Issuance devoted into projects that will help enhance the productivity of the Group.

Please refer to the Feasibility Analysis Report on the Use of the Proceeds by the Public Issuance of A Share Convertible Bonds in Appendix IV for details.

The Board of Directors is of the view that the Proposed Issuance of A Share Convertible Bonds are in the interest of both the Company and its Shareholders for the following reasons: (i) according to the relevant PRC laws and regulations, compared with other equity or fund raising alternatives such as issuance of A shares which requires a minimum time gap of six months after each issuance, issuance of A share convertible bonds is not subject to any such similar time

exercises his/her/their pre-emptive rights to subscribe for the A Share Convertible Bonds, the Possible Subscription (assuming the maximum subscription amount to be equivalent to their shareholding percentage of A Shares proportional to the size of the Proposed Issuance) will constitute a connected transaction under Chapter 14A of the Listing Rules and be subject to the requirements of reporting, announcement and the independent shareholders' approval.

Mr. Wei Yezhong and Mr. Shen Qifu are our executive Directors holding 15,600,600 and 10,400,400 A Shares, respectively, as at the date of this announcement. Mr. Zheng Wenrong, Mr. Shen Fuquan and Mr. Zhu Quanming are our Supervisors, holding 46,801,800, 31,201,200 and 31,201,200 A Shares, respectively, as at the date of this announcement. They are also connected persons of the Company under the Listing Rules. If any of them exercises his pre-emptive rights to subscribe for the A Share Convertible Bonds, the Possible Subscription (assuming the maximum subscription amount to be equivalent to their shareholding percentage of A Shares proportional to the size of the Proposed Issuance) will constitute a connected transaction under Chapter 14A of the Listing Rules and be subject to the requirements of reporting, announcement and the independent shareholders' approval.

All existing A Shareholders of the Company are entitled to pre-emptively subscribe for the A Share Convertible Bonds. No Shareholders can enjoy any privilege in the capacity of connected persons of the Company.

Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu, executive Directors, are deemed to have material interests in the Possible Subscription and have abstained from voting on the relevant Board resolution. Save for the above, no other Directors are interested or deemed to have material interests in the above transactions.

The Board expects the Company will maintain sufficient public float to meet the applicable minimum requirement under the Listing Rules.

If there is any material change of use of net proceeds, the Company will re-comply with the Listing Rules requirements and seek Shareholders' approval again. The Company will also issue announcements on the Stock Exchange's websites as and when necessary on the Proposed Issuance, including any adjustments to the Conversion Price.

7. *Information of the Company*

(i) Information of the Company

The Company is a joint stock company established in the PRC with limited liability, the H Shares are listed on the main board of the Stock Exchange and the A Shares are listed on the main board of the Shanghai Stock Exchange.

The Group is one of the largest photovoltaic glass manufacturers globally and in the PRC, in terms of photovoltaic raw glass and processed Photovoltaic glass. The Group also manufactures and sells float glass, household glass and architectural glass.

(ii) Information of the Connected Subscribers

Mr. Ruan Hongliang (阮洪良先生) is a founder of the Group and a Controlling Shareholder of the Company. He is currently an executive Director and the chairman of Board and the general manager of the Company. He is the spouse of Ms. Jiang Jinhua, the father of Ms. Ruan Zeyun and the father-in-law of Mr. Zhao Xiaofei, a deputy general manager of the Company. Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei are Controlling Shareholders who are parties acting in concert pursuant to a concert party agreement dated 19 September 2016.

Ms. Jiang Jinhua (姜瑾華女士) is a Controlling Shareholder, and currently an executive Director, the deputy chairman of Board and a deputy general manager of the Company. She is the spouse of Mr. Ruan Hongliang, the father of Ms. Ruan Zeyun, and the father-in-law of Mr. Zhao Xiaofei, a deputy general manager of the Company.

Mr. Wei Yezhong (魏葉忠先生) is a co-founder of the Group and is currently an executive Director and a deputy general manager of the Company.

Mr. Shen Qifu (沈其甫先生) is currently an executive Director of the Company.

Mr. Zheng Wenrong (鄭文榮先生) is a co-founder of the Group, is currently the chairman of the board of supervisors of the Company.

Mr. Shen Fuquan (沈福泉先生) is a co-founder of the Group, is currently a Supervisor of the Company.

Mr. Zhu Quanming (祝全明先生) is a co-founder of the Group, is currently a Supervisor of the Company.

Mr. Zhao Xiaofei (趙曉非先生) is a Controlling Shareholder and currently a deputy general manager of the Company. He is the son-in-law of Mr. Ruan Hongliang and Ms. Jiang Jinhua, and the spouse of Ms. Ruan Zeyun.

Ms. Ruan Zeyun (阮澤雲女士) is a Controlling Shareholder, the company secretary and a deputy general manager of the Company. She is the daughter of Mr. Ruan Hongliang and Ms. Jiang Jinhua, and the spouse of Mr. Zhao Xiaofei.

- (3) Mr. Ruan Hongliang is the spouse of Ms. Jiang Jinhua. As at the Latest Practicable Date, Mr. Ruan Hongliang owns 439,358,400 A Shares and 485,000 H Shares. Ms. Jiang Jinhua owns 324,081,600 A Shares and 111,000 H Shares. Ms. Ruan Zeyun is the spouse of Mr. Zhao Xiaofei, and the daughter of Mr. Ruan Hongliang and Ms. Jiang Jinhua. Ms. Ruan Zeyun owns 350,532,000 A Shares and 723,000 H Shares. Mr. Zhao Xiaofei owns 4,800,000 A Shares. In addition, pursuant to a concert party agreement dated 19 September 2016 entered into among Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, each of Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei is considered to be interested in 1,118,772,000 A Shares and 1,319,000 H Shares under the SFO.

Save as disclosed above, as at the Latest Practicable Date, to the knowledge of the Company, none of the Directors or supervisors and the chief executive of the Company had or was deemed under the SFO to have any interests or short positions in any of the Shares or the underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which was required to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Divisions 7 and 8 of Part XV of the SFO or to be notified to the Company and the Stock Exchange pursuant to the Model Code.

(iv) Financial or Trading Position of the Group

As confirmed by the Board of Directors, as at the Latest Practicable Date, there was no material adverse change in the financial or trading position of the Group since the date to which the latest published audited accounts of the Group have been made up.

(v) Service Contracts of Directors and Supervisors

All the Directors were re-elected at 2020 annual general meeting for a term of three years ending on the expiration of the term of the 6th session of the Board, subject to his or her retirement and re-election at annual general meeting in accordance with the Articles of Association. Each of the executive Directors has entered into a service contract with the Company and each of the independent non-executive Directors has entered into a letter of appointment in May 2021 with a term of three years which will expire in May 2024.

Save as disclosed above, none of the Directors or supervisors of the Company has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

(vi) Interest of the Directors in assets and significant contract or arrangement

As at the Latest Practicable Date, no Director held any direct or indirect interest in any assets which have been since the date to which the latest published audited accounts of the Company were made up, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, no Director was materially interested in any contract or arrangement subsisting which is significant in relation to the business of the Group.

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A notice convening the 2021 Second EGM and the 2021 Second H Shareholders' Class Meeting to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd. 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, PRC, at 14:00 p.m. on Friday, 20 August 2021, is set out on pages EGM-1 to EGM-4 and pages NH-1 to NH-3, respectively.

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 2021 Second EGM and the 2021 Second H Shareholders Class Meetings will be voted by poll.

For the purpose of determining the entitlement for attendance and voting at the 2021 Second EGM and/or the 2021 Second H Shareholders' Class Meeting (as the case may be), the H Shares register of members of the Company will be closed from Monday, 16 August 2021 to Friday, 20 August 2021, 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 Friday, 13 August 2021 shall be entitled to attend and vote at the 2021 Second EGM and/or the 2021 Second H Shareholders' Class Meeting. In order to attend and vote at the 2021 Second EGM, 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 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Friday, 13 August 2021.

H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2021 Second EGM and/or the 2021 Second H Shareholders' Class Meeting. H Shareholders who intend to appoint a proxy to attend the 2021 Second EGM and/or the 2021 Second H Shareholders' Class Meeting 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 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event, not less than 24 hours before the time appointed for holding the 2021 Second EGM and/or the 2021 Second H Shareholders' Class Meeting, or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2021 Second EGM and/or the 2021 Second H Shareholders' Class Meeting, or any adjourned meeting (as the case may be) should you so wish.

The Independent Board Committee comprising all independent non-executive Directors has been established to advise the Independent Shareholders on the Possible Subscription. Gram Capital, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, has been appointed as the Independent Financial Adviser in accordance with the Listing Rules to advise the Independent Board Committee and the Independent Shareholders on the Possible Subscription.

Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Zhao Xiaofei, Mr. Wei Yezhong, Mr. Shen Qifu, Mr. Zheng Wenrong, Mr. Shen Fuquan and Mr. Zhu Quanming, shall abstain from voting on the resolution approving the Possible Subscription at the 2021 Second EGM, which in aggregate accounted for 58.49% of the issued share capital of the Company as at the Latest Practicable Date. Save as mentioned above, to the best of the Directors' knowledge, information and belief, none of the other Shareholders has any material interest in the Possible Subscription and therefore will be required to abstain from voting on the resolution approving the Possible Subscription at the 2021 Second EGM. In addition, to the best of the Directors' knowledge, information and belief, none of the Shareholders will be required to abstain from voting on the relevant resolution.

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In relation to the Proposed Issuance of the A Share Convertible Bonds, the Board has passed the relevant resolutions of the proposals to be submitted to the Shareholders for consideration and approval. Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu, executive Directors and connected persons of the Company, are deemed to have material interests in the Possible Subscription and have abstained from voting on the resolution in respect of such of the Board meeting. Save for the above, no Directors are interested or deemed to have material interests in the above transaction. In addition, no Directors have abstained from voting on the other Board resolutions as set out in this circular.

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2021 Second EGM and the 2021 Second Class Meetings 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 2021 Second EGM and the 2021 Second Class Meetings.

The specific mandate for the Proposed Issuance will be valid for 12 months from the date of the passing of the relevant resolutions at the 2021 Second EGM and the 2021 Second Class Meeting. The Company will seek further authorization from the Shareholders upon maturity of such 12-months term.

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The Board has established the Independent Board Committee comprised of all of the independent non-executive Directors to advise the Independent Shareholders on (i) whether the terms of the Possible Subscription are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; (ii) whether the Possible Subscription is in the interests of the Company and the Shareholders as a whole and are conducted in the ordinary and usual course of business of the Company; and (iii) how the Independent Shareholders should vote in respect of the resolution(s) to approve the Possible Subscription at the 2021 Second EGM and the 2021 Second Class Meetings.

Pursuant to the Listing Rules, Gram Capital, the Independent Financial Adviser, has been appointed to advise the Independent Board Committee and Independent Shareholders as to the Possible Subscription for A Share Convertible Bonds.

The Company will also announce important information in relation to the A Share Convertible Bonds as required by the Shanghai Stock Exchange and CSRC in Hong Kong in both English and Chinese. Such important information include (i) the announcement with respect to the notice of the 2021 Second EGM and the 2021 Second Class Meetings where approval for the Proposed Issuance will be sought for; (ii) the announcement with respect to the poll results announcement of the 2021 Second ECM and the 2021 Second Class Meetings; and (iii) the announcement with respect to the receipt of approval from CSRC on the Proposed Issuance.

You are advised to pay attention to the Letter from the Independent Board Committee as set out on pages 23 to 24, the Letter from Gram Capital as set out on pages 25 to 40, and other information as set out in the appendices in this circular.

The following documents or copies thereof will be available for public inspection during the 14 days since the date of this circular at the Company's principal place of business in Hong Kong, namely Unit 6, 11/F, Prosperity Place, 6 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong:

- (i) the service contracts of the Directors as disclosed above; and
- (ii) the A Share Convertible Bonds Issuance Plan, the full text of which is set out in appendix II to this circular.

Yours faithfully
By order of the Board



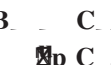
 **Gram Capital**

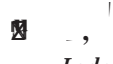



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Therefore, we recommend the Independent Shareholders to vote in favour of the resolution(s) on the Possible Subscription and the transactions contemplated thereunder at the 2021 Second EGM.

Yours faithfully

Independent Non-executive Directors

Set out below is the text of a letter received from Gram Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Possible Subscription for the purpose of inclusion in this circular.

The Independent Board Committee comprising Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen (all being independent non-executive Directors) has been established to advise the Independent Shareholders on (i) whether the terms of the Possible Subscription are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; (ii) whether the Possible Subscription is in the interests of the Company and the Shareholders as a whole and are conducted in the ordinary and usual course of business of the Company; and (iii) how the Independent Shareholders should vote in respect of the resolution to approve the Possible Subscription at the 2021 Second EGM and the 2021 Second Class Meetings. We, Gram Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

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As at the Latest Practicable Date, we were not aware of any relationships or interests between Gram Capital and the Company during the past two years immediately preceding the Latest Practicable Date, or any other parties that could be reasonably regarded as hindrance to Gram Capital's independence to act as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders.

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In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors. We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. Our opinion is based on the Directors' representation and confirmation that there is no undisclosed private agreements/arrangements or implied understanding with anyone concerning the Possible Subscription. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the Listing Rules.

The Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, the Connected Subscribers or their respective subsidiaries or associates, nor have we considered the taxation implication on the Company and its subsidiaries or the Shareholders as a result of the Possible Subscription. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. In addition, nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, it is the responsibility of Gram Capital to ensure that such information has been correctly extracted from the relevant sources.

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In arriving at our opinion in respect of the Possible Subscription, we have taken into consideration the following principal factors and reasons:

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Information on the Company

The Company is a China-based company principally involved in the research, development, manufacturing and sales of glass products. The Company's main products include photovoltaic glass, float glass, engineering glass and home glass. In addition, the Company is also engaged in the mining and sales of glass quartz mine and engineering procurement construction (EPC) photovoltaic power plant construction businesses. The Company distributes its products within domestic market and to foreign markets.

Set out below is a summary of the audited consolidated financial information on the Group for the two years ended 31 December 2020 as extracted from the Company's annual report for the year ended 31 December 2020 (the "2020 Annual Report"):

	31 2020 RMB'000	31 2019 RMB'000	%
Operating revenue	6,260,418	4,806,804	30.24
<i>PV glass</i>	<i>5,225,674</i>	<i>3,747,704</i>	<i>39.44</i>
<i>Float glass</i>	<i>75,653</i>	<i>171,053</i>	<i>(55.77)</i>
<i>Household glass</i>	<i>326,537</i>	<i>336,346</i>	<i>(2.92)</i>
<i>Architectural glass</i>	<i>530,625</i>	<i>451,154</i>	<i>17.62</i>
<i>Mining products</i>	<i>63,784</i>	<i>49,630</i>	<i>28.52</i>
<i>Other business</i>	<i>38,145</i>	<i>50,917</i>	<i>(25.08)</i>
Gross profit	2,913,776	1,517,069	92.07
Net profit	1,628,784	717,244	127.09

As depicted by the above table, the Group recorded an increase of approximately 30.24% in operating revenue for the year ended 31 December 2020 ("2020") as compared to that for the year ended 31 December 2019 ("2019"). Such increase in the Group's operating revenue was mainly due to increase in operating revenue generated from the PV glass segment, which is the Group's largest segment accounted for approximately 83.47% of the Group's operating revenue for FY2020. With reference to the 2020 Annual Report, in FY2020, the Group was benefited from the impact of capacity expansion and the boom of PV industry, and its operating revenue reached a new high.

As depicted by the above table, the Group's gross profit increased by approximately 92.07% as compared to that for FY2019. With reference to the 2020 Annual Report and as confirmed by the Directors, such increase was mainly due to increase in gross profit generated by the PV glass products, sales volume of thin glass, coupled with improvement of production technology, optimization of production capacity structure and decrease in price of part of raw material and fuel. The Group's net profit for FY2020 also increased by approximately 127.09% as compared to that for FY2019.

With reference to the 2020 Annual Report, the Company aims to further expand the capacity of its core products PV glass and maintain its leading technology and scale advantage while enhancing the capital strength and meeting working capital requirements of the Company. PV glass production line of the Group that are newly ignited and put into production are large-scale furnaces and applied with new production technology, which will enhance the production scale and efficiency of the Group. At present, the double-sided power generation system is mainly

Accordingly, the Board proposes to issue the A Share Convertible Bonds of not more than RMB4 billion. The total amount of proceeds from the Proposed Issuance will not exceed RMB4 billion, which will be used (after deducting the issuance expenses) as to (i) approximately RMB1.94 billion for annual production of 750,000 tons of solar equipment ultrathin and ultra-high-transparent panel manufacturing project (total investment amount: approximately RMB2.39 billion); (ii) approximately RMB0.66 billion for distributed PV power generation construction project (total investment amount: approximately RMB0.67 billion); (iii) approximately RMB0.20 billion for annual production of 15 million square meters of solar PV ultra-white glass technical transformation project (total investment amount: approximately RMB0.21 billion) (collectively, the “ ”); and (iv) RMB1.20 billion for the supplementary of working capital.

The Feasibility Report is set out in Appendix IV to the Circular.

With reference to the Feasibility Report, the Projects include (i) two production lines with a kiln melting capacity of 1,200 tons/day; (ii) a four-phase 203.65 mega watt peak (MWP) distributed PV power station to be built in Fengyang Silicon Industrial Park, Chuzhou City, Anhui Province; and (iii) technical transformation of the existing solar PV ultra-white glass production line with an annual production of 15 million square meters by replacing new equipment and rebuilding the kiln.

To further optimize the capital structure of the Company and to meet the need for operating funds for the rapid growth of the Company’s future business, the Company proposes to use RMB1.20 billion of the funds raised from the Proposed Issuance to supplement the working capital, taking into account internal and external conditions such as industry trend, financial status, business scale, financing environment and future strategic planning.

The Feasibility Report also set out the investment budget for the Projects (including construction work, equipment acquisition and installation engineering, basic reserve funds and initial working capital) and evaluated the economic benefits of the Projects. As concluded by the Feasibility Report, after the successful implementation of the Projects, it will further enhance the Company’s comprehensive competitiveness, and optimize its capital structure and enhance its ability to continue as a going concern, which is in line with the interests of the Company and all the Shareholders.

With reference to the Feasibility Report, the PV glass industry is capital-intensive, and the Company is currently experiencing rapid business development with operating revenue increasing year by year.

With the continuous growth of the Company’s business scale, the demand for working capital such as monetary capital, accounts receivable and inventory required for the Company’s main business operation during daily operation and market development will be further expanded. Therefore, the Company needs to supplement the working capital suitable for business operation to effectively relieve the Company’s capital pressure, meet the Company’s sustainable and healthy development of business, and provide guarantee for the Company’s continuous business development, which will be conducive to enhancing the Company’s competitiveness and reducing the Company’s business risks.

According to the Company's first quarterly report for the three months ended 31 March 2021, the Group's cash at bank and on hand was approximately RMB2.29 billion. It is necessary for the Group to raise fund for the Projects and the supplementary of working capital.

Upon our enquiry with the Directors, we understand that apart from the Proposed Issuance, the Directors also considered other fund raising alternatives for the Group, including both debt and equity financing. Apart from the Proposed Issuance, the Group also intends to finance part of the total investment amount in excess of the maximum amount of proceeds from the Proposed Issuance (i.e. approximately RMB0.47 billion) of the Projects by internal resources or debt financing.

In respect of equity financing, the Directors consider that (i) rights issue/open offer is time-consuming for a company with A shares listed on the Shanghai Stock Exchange and H shares listed on the Stock Exchange; and (ii) placing/subsorption of new Shares will have immediate dilution effect on the shareholding interests of the existing Shareholders.

Taking into account (i) that the Possible Subscription is part of the Proposed Issuance; (ii) participation by the Connected Subscribers will demonstrate their solid confidence in the prospects of the Group; (iii) the proposed use of proceeds from the Proposed Issuance; and (iv) the financing alternatives considered by the Company, we concur with the Directors that although the Possible Subscription (being part of the Proposed Issuance) is not conducted in the Company's ordinary and usual course of business, it is in the interests of the Company and the Shareholders as a whole.

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With reference to the Board Letter, the Possible Subscription forms part of the Proposed Issuance. The terms of the Possible Subscription for A Share Convertible Bonds by the Connected Subscribers are the same as the terms and conditions which are set out in the A Share Convertible Bonds Issuance Plan in Appendix II to the Circular.

Type of securities to be issued

The type of securities to be issued by the Company is the A Share Convertible Bonds. The A Share Convertible Bonds and the A Shares to be converted therefrom will be listed on the Shanghai Stock Exchange.

Issue size

Pursuant to the relevant laws and regulations and together with the Company's financial situation and investment plans, the total amount of the A Share Convertible Bonds proposed to be issued will be no more than RMB4 billion (inclusive of RMB4 billion). A resolution will be proposed to the Shareholders at the general meetings to authorise the Board to determine the final issue size within the range above.

Based on the maximum issuance size of the Proposed Issuance of A Share Convertible Bonds, the maximum subscription amounts for each of the Connected Subscribers under the Possible Subscription for A Share Convertible Bonds are as below:

	Contract Subscription Amount (RMB million)
Mr. Ruan Hongliang	1,036.0
Ms. Jiang Jinhua	764.4
Ms. Ruan Zeyun	826.8
Mr. Zhao Xiaofei	11.2
Mr. Wei Yezhong	36.8
Mr. Shen Qifu	24.4
Mr. Zheng Wenrong	110.4
Mr. Shen Fuquan	73.6
Mr. Zhu Quanming	73.6
Total	2,957.2

Term

The term of the A Share Convertible Bonds will be six years from the Issuance Date.

Determination and adjustment of the Conversion Price

(1) Basis for determining the initial Conversion Price

The initial Conversion Price of the A Share Convertible Bonds shall not be lower than the higher of the average trading prices of A Shares of the Company for the 20 trading days preceding the publication date of the Offering Document (in the event that the price has been adjusted due to ex-rights or ex-dividend during such 20 trading days, the average trading price of each of these trading days before adjustment shall be adjusted with reference to the ex-rights or ex-dividend A Share price) and the average trading price of A Shares on the trading day preceding the publication date of the Offering Document.

It will be proposed at the general meetings to authorise the Board, and the Board shall determine the actual initial Conversion Price with reference to the market conditions and the situation of the Company, and by negotiating and agreeing with the sponsor and the lead underwriter.

We understood from the Company that the above basis for the determining of the initial Conversion Price was in compliance with relevant PRC regulations. For our due diligence purpose, we noted from Article 22 of the 《上市公司證券發行管理辦法》(Administrative Measures for the Issuance of Securities by Listed Companies of the China Securities Regulatory Commission*, the “ ”) promulgated by the CSRC that the conversion price shall not be lower than the average trading price of the company’s shares for the 20 trading days prior to the publication date of the offering document and the average trading price on the trading day immediately preceding the publication date of the offering document. Accordingly, we consider that the basis for determining the initial Conversion Price is in compliance with the Measures.

To further assess the fairness and reasonableness of the terms of the Possible Subscription, we searched for proposal for issuance of A share convertible bonds initially announced and not terminated by companies which are listed on both (i) the Shanghai Stock Exchange or the Shenzhen Stock Exchange; and (ii) the Stock Exchange, from 1 June 2020 (being approximately t0.2nted ris-585.2yMeasures

According to the table above, the basis for determining the initial conversion price of two of the three Comparables, namely Zijin and Great Wall Motor, are the same with the Proposed Issuance. The other Comparable, namely BCQ, adopted similar basis for determining the initial conversion price as the Proposed Issuance, with more criteria according to other regulatory requirements.

Despite that the initial Conversion Price is not fixed at this stage, for illustration purpose, set out below is the minimum illustrative initial conversion price (the “**Minimum Illustrative Initial Conversion Price**”) arrived at on the basis for determining the initial Conversion Price as abovementioned assuming the date of publication of the Offering Document is the Announcement Date (i.e. 16 June 2021):

Minimum Illustrative Initial Conversion Price *RMB*

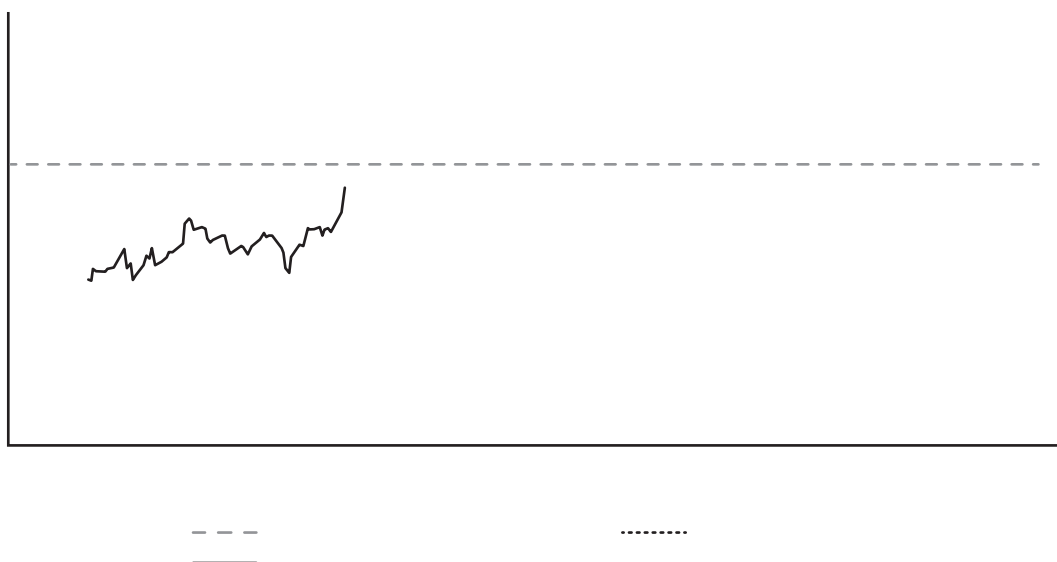
Not be lower than the higher of:

- | | |
|--|--------|
| (i) the average trading price of A Shares of the Company for the 20 trading days preceding the publication date of the Offering Document | 29.853 |
| (ii) the average trading price of A Shares on the trading day preceding the publication date of the Offering Document | 32.585 |

Based on the above, the Minimum Illustrative Initial Conversion Price would be RMB32.59, which represents:

- (i) a discount of approximately 18.42% to the closing price of RMB39.95 per A Share as quoted on Wind Info (Note: Based on the website of Wind Info, Wind Info was founded in 1994. As the market leader in PRC financial information services industry, Wind Info is dedicated to providing accurate and real-time information, as well as sophisticated communication platforms for financial professionals) as at the Latest Practicable Date;
- (ii) a premium of approximately 9.00% over the closing price of RMB29.90 per A Share as quoted on Wind Info on 16 June 2021, being the Announcement Date;
- (iii) a premium of approximately 9.17% over the average trading price of approximately RMB29.85 per A Share as quoted on Wind Info for the 20 trading days preceding the Announcement Date;
- (iv) a premium of approximately 14.03% over the average trading price of approximately RMB28.58 per A Share as quoted on Wind Info for the 30 trading days preceding the Announcement Date; and
- (v) a premium of approximately 867.06% over the latest audited net asset value per Share of approximately RMB3.37 as at 31 December 2020 based on the Group’s net asset value of approximately RMB7,234.74 million as at 31 December 2020 and 2,146,193,254 Shares in issue as at the Announcement Date.

In order to assess the fairness and reasonableness of the Minimum Illustrative Initial Conversion Prices, we reviewed the daily closing price of the A Shares as quoted on Wind Info during the approximately one-year period commencing from 1 June 2020 up to and including the Announcement Date (the “ ”), which is commonly used for analysis purpose and sufficient for us to perform a thorough analysis on the historical A Shares closing prices. The comparison of closing price of the A Shares and the Minimum Illustrative Initial Conversion Price are illustrated as follows (the daily closing price of the H Shares (presented in RMB equivalent based on the exchange rate of RMB1:HK\$1.20) as quoted on the Stock Exchange is also included for reference):



The Minimum Illustrative Initial Conversion Price is within the A Shares closing price range during the Review Period and above the H Shares closing price range during the Review Period.

Shareholders should note that as the actual initial Conversion Price shall be determined by the Board with reference to the market conditions and the situation of the Company, and by negotiating and agreeing with the sponsor and the lead underwriter, it can be lower or higher than the Minimum Illustrative Initial Conversion Price. Accordingly, the above analysis is for illustrative purpose only.

In light of that:

- (i) the basis for the determination of the initial Conversion Price is in compliance with the Measures;
- (ii) the basis for determining the initial conversion price of two of the three Comparables, namely Zijin and Great Wall Motor, are the same with the Proposed Issuance. The other Comparable, namely BCQ, adopted similar basis for determining the initial conversion price as the Proposed Issuance, with more criteria according to other regulatory requirements;
- (iii) the initial conversion prices of the Comparables were not fixed when they obtained shareholders' approval on the proposed issuances; and
- (iv) the same Conversion Price will be applied to all holders of the Convertible Bonds (including the Connected Subscribers),

we concur with the Directors' view that it is acceptable that the Conversion Price was not fixed as at the Latest Practicable Date and the basis for the determination of initial Conversion Price is on normal commercial terms and fair and reasonable so far as the Independent Shareholders are concerned.

(2) Method and calculation formulae for adjustment to the Conversion Price

With reference to the Board Letter, upon completion of the Proposed Issuance, where there is distribution of scrip dividend, capitalisation issue, issuance of new Shares (excluding any increase in the share capital as a result of conversion of the A Share Convertible Bonds), rights issue or distribution of cash dividend by the Company, the Company will adjust the Conversion Price in accordance with the formulae (the adjusted value shall be rounded off to two decimal places) set out under the sub-section headed "2. Adjustment to the Conversion Price and calculation method" under the section headed "VIII. DETERMINATION AND ADJUSTMENT OF CONVERSION PRICE" as set out in Appendix II to the Circular. The adjustment formulae are fully in compliance with the relevant PRC laws and regulations.

We noticed that the Comparables also contained provisions for adjustment to the conversion price similar to those of the Proposed Issuance.

(3) Downward adjustment to the Conversion Price

With reference to the A Share Convertible Bonds Issuance Plan, the Conversion Price may be subject to downward adjustments if, during the term of the A Share Convertible Bonds, the closing prices of the A Shares for 15 trading days out of any 30 consecutive trading days are lower than 90% of the prevailing Conversion Price. The Board may propose downward adjustments of the Conversion Price for the Shareholders to consider and seek their approval at the general meeting. Shareholders may refer to the section headed “IX. DOWNWARD ADJUSTMENT TO THE CONVERSION PRICE” as set out in Appendix II to the Circular for details.

We noticed that the Comparables also contained provisions for downward adjustment to the conversion price similar to those of the Proposed Issuance.

Coupon rate

With reference to the A Share Convertible Bonds Issuance Plan, it will be proposed at the general meeting to authorise the Board, and the Board shall determine the methods for determining the coupon rate and actual annual coupon rate for the interest accrual year with reference to the PRC government policies, market conditions and the actual conditions of the Company, prior to the issuance of the A Share Convertible Bonds, and by negotiating and agreeing with the sponsor and the lead underwriter. Also, if the deposit rate of the banks has adjusted prior to the issuance of the A Share Convertible Bonds, the authorisation from the Shareholders to the Board will also cover the adjustment of the coupon rate.

We noticed that the above basis for the coupon rate is similar to that for the Comparables.

Other terms

We also reviewed other terms of the Proposed Issuance such as “terms of redemption, terms of sell back, dividend rights for the conversion year and relevant matters on bondholders’ meetings” and were not aware of any abnormal term as compared to the Comparables.

We also noted from the section headed “Preliminary Plan of the Proposed Issuance of A Share Convertible Bonds” as set out in Appendix III to the Circular that the Proposed Issuance satisfies the conditions of the public issuance of securities pursuant to the relevant requirements of the laws, regulations, and regulatory documents including the Company Law, Securities Law and the Measures.

Having considered (i) our view on the basis of determining the initial Conversion Price as set out above; (ii) the pricing mechanism of the initial Conversion Price, the adjustment provisions (including the downward adjustment) to the Conversion Price and the determination method of the coupon rate are similar to those of the Comparables; (iii) our view on the terms of the Proposed Issuance as set out above; and (iv) the terms of the Convertible Bonds will be the same to all subscribers (including the Connected Subscribers), we are of the view that the terms of the Possible Subscription are fair and reasonable so far as the Independent Shareholders are concerned.

Dilution effect on the shareholding interests of the public Shareholders as a result of the Possible Subscription

Based on the Minimum Illustrative Initial Conversion Price, the Convertible Bonds subscribed by the Connected Subscribers (maximum principal amount of approximately RMB2.96 billion) can be converted into 90,739,486 new A Shares. Therefore, the shareholding interests of the public Shareholders would be diluted by approximately 1.69 percentage point as a result of the full conversion of the Convertible Bonds subscribed by the Connected Subscribers. In this regard, taking into account (i) the reasons for the Proposed Issuance (including the Possible Subscription) and the intended use of proceeds; and (ii) the terms of the Possible Subscription being fair and reasonable, we are of the view that the said level of dilution to the shareholding interests of the public Shareholders is acceptable.

Possible financial effects of the Proposed Issuance (including the Possible Subscription)

The possible impact on key financial indicators of the Company is set out under the sub-section headed “(II) Impact on key financial indicators” of the section headed “I. IMPACT OF THE DILUTION OF IMMEDIATE RETURNS CAUSED BY THE PUBLIC ISSUANCE OF A SHARE CONVERTIBLE BONDS ON THE COMPANY’S KEY FINANCIAL INDICATORS” as contained in Appendix VII to the Circular.

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Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the Possible Subscription are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) although the Possible Subscription is not conducted in the ordinary and usual course of business of the Company, it is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution to be proposed at the 2021 Second EGM and the 2021 Second Class Meetings to approve the Possible Subscription and the transactions contemplated thereunder and we recommend the Independent Shareholders to vote in favour of the resolution in this regard.

Yours faithfully,
For and on behalf of
C p t
Managing Director

Note: Mr. Graham Lam is a licensed person registered with the Securities and Futures Commission and a responsible officer of Gram Capital Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has over 25 years of experience in investment banking industry.

* For identification purpose only

In case of any discrepancy between this English translation and the original Chinese version, the original Chinese version shall prevail.

The Company proposed the public issuance of convertible bonds which can be converted into A Shares of the Company (the “A _ _ C _ _ t _ _ B _ _”). Pursuant to relevant requirement of the laws, regulations and regulatory documents including the Company Law of the PRC* (《中華人民共和國公司法》) (the “C _ _ p _ _”), the Securities Law of the PRC* (《中華人民共和國證券法》) (the “ _ _ t _ _”), the Administrative Measures for the Issuance of Securities by Listed Companies* (《上市公司證券發行管理辦法》) (the “A _ _ _ t _ _ _ _ _”), the Q&A on Issuance Supervision – Supervision Requirements on Directing and Regulating the Financing Acts of Listed Companies* (《發行監管問答 - 關於引導規範上市公司融資行為的監管要求》). The Board compared the actual situation of the Company with each of the relevant requirements of the relevant laws, regulations and regulatory documents relating to the public issuance of the A Share Convertible Bonds. The Board considered that the Company satisfied the relevant requirements on the public issuance of the A Share Convertible Bonds, and met the conditions for public issuance of A Share convertible bonds. The details are as follows:

- I. The Shares after the conversion of the A Share Convertible Bonds have carried the same rights with the issued Shares of the same type of the Company in accordance with requirements of Article 126 of the Company Law.
- II. The Company has satisfied the following requirements under Article 13 of the Securities Law on the issuance of new securities:
 - (1) have a complete and well-operated organisation;
 - (2) have the ability to continuously generate profits and have a sound financial status;
 - (3) have no false financial records over the latest three years and having no other major non-compliance; and
 - (4) satisfy any other requirements as prescribed by the securities regulatory authority under the State Council, which has been approved by the State Council.

V. The Company has satisfied the following requirements under the Administrative Measures on public issuance of securities:

(I) The Company has satisfied the following provisions under Article 6 of the Administrative Measures with a sound and well-operated organizational structure:

1. The Articles of Association shall be lawful and effective, and there are sound bylaws for the shareholders' assembly, the board of directors, the board of supervisors, and independent directors, who are able to perform their respective functions in accordance with the law;
2. The Company has its internal control bylaws, which can ensure the operating efficiency, lawfulness and regulation compliance of the Company, and the reliability of its financial reports. There is no serious defect in regard to the completeness, reasonableness and validity of the internal control bylaws;
3. The incumbent directors, supervisors and senior management members are qualified for their posts and can faithfully and diligently perform their duties. None of them has committed any act in violation of Article 147 or Article 148 of the Company Law, or has been given any administrative punishment by the CSRC within recent 36 months, or is publicly condemned by the stock exchange within 12 months;
4. The Company separates its personnel, assets and financial affairs from those of the controlling shareholder or the actual controller, it is independent in terms of its institutions and business operations and can carry out business operations and management independently; and
5. The Company has not provided any illegal guaranty to any outsider within the recent 12 months.

(II) The Company has possessed sustainable profit-making ability in accordance with the following provisions under Article 7 of the Administrative Measures:

1. It has a favorable balance for the recent 3 consecutive fiscal years as calculated on

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				C	-	-						A	C
						A	A	C			B	B	

3. It can continue its present primary business or investment trend in a sustainable manner. It has a sound business operation mode and investment plan, and has a good market prospect for its main products or services. There is no seriously unfavorable imminent or foreseeable change in the business operation environment and market demands;
4. The senior management members and the core technicians are stable and there is no seriously unfavorable change in the recent 12 months;
5. The important assets, core technologies or other important interests have been lawfully obtained, and can be continuously utilized, and none of the seriously imminent or foreseeable unfavorable changes existed;
6. There is no guaranty, lawsuit, arbitration or any other important matter that is likely to seriously affect the sustainable business operations of the Company; and
7. Where it has ever issued any securities publicly within the recent 24 months, there is no such thing as decrease in the business profits of the current year of the issuance decrease by 50% or more as compared to the previous year.

(III) The Company has maintained a good financial status to satisfy the following provisions under Article 8 of the Administrative Measures and Decisions on Amending Some Provisions on Cash Dividends by Listed Companies:

1. Its basic accounting work is standard and it strictly complies with the uniform accounting system of the state;
2. For the financial statements of the recent three years and the recent 1 period, there is no audit report with reserved opinions or negative opinions as issued by certified accountants or on which it is difficult for certified accountant to express their opinions. If an audit report with no reserved opinions but with emphasized matters is issued by a certified public accountant, the matters involved shall have no seriously unfavorable effect on the issuer of securities or the seriously unfavorable effect has been eliminated prior to the issuance of securities;
3. The assets are of good quality. The non-performing assets cannot result in any seriously unfavorable effect on the financial status of the Company;
4. Its business outcomes are genuine and the cash flows are normal. It has strictly complied with the relevant accounting standards of the state in the recognition of its business incomes, costs and expenses. It has made full and reasonable provisions for asset impairment in recent three years and has never manipulated its business performances; and

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			C								A	C
					A	A	C			B	B	

5. The profits which it has accumulatively distributed in cash or in stocks are not less than 30% of the average annual distributable profits realized in the recent 3 years.

(IV) The Company has existed none of the following circumstance under the Article 9 of the Administrative Measures:

A company has no false record in its financial and accounting documents within the recent 36 months and has not committed any of the following serious illegal acts:

1. Due to violating any securities law, administrative regulation or rules, it has been subject to any administrative punishment of the CSRC or has been given any criminal punishment;
2. Due to violating any law, administrative regulation or rules on the industry and commerce, tax, land, environmental protection or customs, it has been subject to any administrative punishment very serious circumstance, or has been subject to any criminal punishment; or
3. Other acts in violation of other laws or administrative regulations of the state, of which the circumstances are serious.

(V) The use of the proceeds by the Company from the issuance of the A Share Convertible Bonds has satisfied the following provisions under Article 10 of the Administrative Measures:

1. The amount of funds raised shall not exceed the required amount of the project;
2. The purposes of use of the fund raised are in line with the industrial policies of the state as well as the laws and administrative regulations on environmental protection and land management;
3. The fund raised at the present time shall not be used as financial investments such as holding transactional financial assets or financial assets available for sale, or lending it to others or use it as entrusted financing, nor may it be used to invest directly or indirectly in any company which mainly engages in the buying and selling securities;
4. The investment project will not result in competition with the controlling shareholder or the actual controller, nor will it affect the Company's independence in production and business operations; and
5. It shall formulate rules on the special deposit of the raised funds and shall deposit the raised funds in the special account as decided by its board of directors.

The A Share Convertible Bonds Issuance Plan is as follows:

1. C B

The type of securities to be issued by the Company are the A Share Convertible Bonds. The A Share Convertible Bonds and the A Shares to be converted therefrom will be listed on the Shanghai Stock Exchange.

2. -

Pursuant to the relevant laws and regulations and together with the Company's financial situation and investment plans, the total amount of the A Share Convertible Bonds proposed to be issued will be no more than RMB4 billion (inclusive of RMB4 billion). A resolution will be proposed to the Shareholders at the general meetings to authorise the Board to determine the final issue size within the range above.

3. A A A C

Pursuant to Measures for Issuance of Convertible Corporate Bonds by Listed Issuers (CSRC Management Committee Order No. 2) (《上市公司發行可轉換公司債券實施辦法》(中國證券監督管理委員會令第2號)) promulgated by CSRC, corporate convertible bonds shall be issued at par with a nominal value of RMB100 each. There are no regulatory requirements in Hong Kong governing the issue price of corporate convertible bonds. The A Share Convertible Bonds will be issued at par with a nominal value of RMB100 each.

No prescribed minimum issue price is set for the Proposed Issuance. There are no regulatory requirements in either the PRC or Hong Kong on setting a prescribed minimum issue price for issuance of corporate bonds.

4. -

The term of the A Share Convertible Bonds will be six years from the Issuance Date.

5. C A

It will be proposed at the general meeting to authorise the Board, and the Board shall determine the methods for determining the coupon rate and actual annual coupon rate for the interest accrual year with reference to the PRC government policies, market conditions and the actual conditions of the Company, prior to the issuance of the A Share Convertible Bonds, and by negotiating and agreeing with the sponsor and the lead underwriter.

Also, if the deposit rate of the banks has adjusted prior to the issuance of the A Share Convertible Bonds, the authorisation from the Shareholders to the Board will also cover the adjustment of the coupon rate.

- (3) Record date for interest payment: The record date for interest payment of each year will be the last trading day preceding the interest payment date. The Company will pay the interest accrued in that year within five trading days from the interest payment date. The Company will not pay any interest to Bondholders, who have applied for conversion of the A Share Convertible Bonds to A Shares on or before the record date for interest payment, for that year and subsequent interest accrual years.
- (4) Tax payable on the interest income from the A Share Convertible Bonds shall be borne by the Bondholders.

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The conversion period of the A Share Convertible Bonds commences on the first trading day immediately following the expiry of the six month period after the Issuance Date and ends on the maturity date of the A Share Convertible Bonds.

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The initial Conversion Price of the A Share Convertible Bonds shall not be lower than the higher of the average trading prices of A Shares of the Company for the 20 trading days preceding the publication date of the Offering Document (in the event that the price has been adjusted due to ex-rights or ex-dividend during such 20 trading days, the average trading price of each of these trading days before adjustment shall be adjusted with reference to the ex-rights or ex-dividend A Share price) and the average trading price of A Shares on the trading day preceding the publication date of the Offering Document. It will be proposed at the general meetings to authorise the Board, and the Board shall determine the actual initial Conversion Price with reference to the market conditions and the situation of the Company, and by negotiating and agreeing with the sponsor and the lead underwriter.

The averages shall be calculated as follows:

The average trading price of A Shares for the 20 trading days immediately preceding the date of publication of the Offering Document	=	$\frac{\text{the total trading amount of the A Shares during the 20 trading days}}{\text{The total trading volume of the A Shares during the 20 trading days}}$
The average trading price of A Shares for the trading day immediately preceding the date of publication of the Offering Document	=	$\frac{\text{the total trading amount of the A Shares on the trading day}}{\text{The total trading volume of the A Shares on such trading day}}$

2. A 2.1 2.2 2.3 C 2.4 2.5 2.6

Upon completion of the Proposed Issuance, where there is distribution of scrip dividend, capitalisation issue, issuance of new Shares (excluding any increase in the share capital as a result of conversion of the A Share Convertible Bonds), rights issue or distribution of cash dividend by the Company, the Company will adjust the Conversion Price in accordance with the following formulae (the adjusted value shall be rounded off to two decimal places):

Distribution of scrip dividend or capitalization issue	:	$P_1 = P_0 / (1 + n)$;
Issuance of new Shares or rights issue	:	$P_1 = (P_0 + A \times k) / (1 + k)$;
If the two situations above took place together	:	$P_1 = (P_0 + A \times k) / (1 + n + k)$;
Distribution of cash dividend	:	$P_1 = P_0 - D$;
If the three situations above took place together	:	$P_1 = (P_0 - D + A \times k) / (1 + n + k)$

where:

P_1	=	the adjusted Conversion Price
P_0	=	the Conversion Price before adjustments
n	=	the ratio of the scrip dividend or capitalisation
A	=	price of issuance of new Shares or rights issue
k	=	the ratio of issuance of new Shares or rights issue
D	=	cash dividend per Share

Where the above changes in the Company's equity interests occur, the Conversion Price will be adjusted accordingly and an announcement will be published by means designated by the Shanghai Stock Exchange and CSRC for disclosing information of listed companies. The announcement will indicate the date of adjustment to the Conversion Price, adjustment method and period of suspension for Share conversion (if necessary). If the date of adjustment to the Conversion Price takes place on or after a Bondholder's application for conversion, and before the registration date of the shares, then such conversion will be based on the Conversion Price adjusted by the Company.

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The Conversion Price may be subject to downward adjustments if, during the term of the A Share Convertible Bonds, the closing prices of the A Shares for 15 trading days out of any 30 consecutive trading days are lower than 90% of the prevailing Conversion Price. The Board may propose downward adjustments of the Conversion Price for the Shareholders to consider and seek their approval at the general meeting.

The above proposal is subject to approval of more than two-thirds of the votes of the participating Shareholders at the general meeting. Shareholder holding the A Share Convertible Bonds should abstain from voting at the general meeting. The adjusted Conversion Price shall not be lower than the higher of the average trading price of A Shares of the Company for the 20 trading days preceding the said general meeting, and the average trading price of A Shares of the

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.	A	B	C	A	A			
		B	A	C				
	C	BA	A	C	C	A		

When a Bondholder applies to convert the A Share Convertible Bonds during the conversion period, the number of the shares to be issued upon conversion is calculated as follows and any fractional share shall be rounded down to the nearest whole number:

$$\text{Number of converted shares} = \frac{\text{aggregate face value of the A Share Convertible Bonds that the Bondholder applies for conversion}}{\text{prevailing Conversion Price as at the date of application for conversion}}$$

Within five trading days from the conversion of the A Share Convertible Bonds by the Bondholders, the Company will pay the Bondholders in cash an amount equals to the face value of the remaining balance of the A Share Convertible Bonds which are insufficient to be converted into one A Share and the interest accrued on such balance in accordance with the relevant requirements of such as the Shanghai Stock Exchange and the securities registration authorities.

1. **pt t t t**

Within five trading days after the maturity of the A Share Convertible Bonds, the Company will redeem all of the A Share Convertible Bonds which have not been converted into A Shares from the Bondholders at a price equivalent to the face value or a certain percentage higher than the face value of the A Share Convertible Bonds (including annual interests accrued for the final year). It will be proposed at the general meeting to authorise the Board, and the Board shall determine the actual redemption price after discussion and agreement with the sponsor and the lead underwriter with reference to the market conditions at the time of issuance.

2. **t pt**

During the term of the A Share Convertible Bonds, if the closing price of the A Shares of the Company is equal to or not lower than 130% of the prevailing Conversion Price for at least 15 trading days out of any 30 consecutive trading days, or when the balance of the outstanding A Share Convertible Bonds issued is less than RMB30 million, the Company has the right to redeem all or part of the A Share Convertible Bonds which have not been converted into A Shares based on the face value plus the accrued interest for the period.

The accrued interest for the period is:

$$IA = B \times i \times t/365$$

where:

IA = the accrued interest for the period

B = the aggregate face value of the A Share Convertible Bonds held by the Bondholder

i = the interest rate of the A Share Convertible Bonds for the year

t = the number of calendar days on which interest is accrued, from the beginning of current year to the redemption date and excluding the redemption date

In the event that another adjustment of Conversion Price has taken place within the prior 30 trading days, the Conversion Price and closing price of A Shares for the trading days prior to the adjustment date will be calculated based on the Conversion Price and closing price of A Shares prior to the adjustment, and for trading days after the adjustment, Conversion Price and closing price of the A Shares will be calculated based on the Conversion Price and closing price after the adjustment.

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1. Right of sell back

Within 2 years prior to the maturity of the A Share Convertible Bonds, where the closing price of the Company's A Shares is lower than 70% of the then Conversion Price for 30 consecutive trading days, the Bondholders are entitled to sell all or part of the A Share Convertible Bonds held by them back to the Company at the face value plus the interest accrued then.

If there is distribution of scrip dividend, capitalisation issue, issuance of new Shares (excluding any increase in the share capital as a result of conversion of the A Share Convertible Bonds), rights issue or distribution of cash dividend during the said 30 consecutive trading days, the Conversion Price and closing price of the A Shares will be calculated on an unadjusted basis during the trading days prior to adjustment, while the adjusted Conversion Price and closing price of the A Shares will be adopted during the trading days on which the adjustment was made and the trading day afterwards. If there is downward adjustment to the Conversion Price, then the "30 consecutive trading days" shall be re-counted based on the adjusted Conversion Price from the first trading day after the downward adjustment of the Conversion Price.

During the last two years prior to maturity, at the first time the requirements for the sell back are fulfilled for the year, the Bondholders may exercise the right of sell back once. If the Bondholders do not exercise their sell back rights after the requirements for sell back are first fulfilled during the sell back declaration period, such Bondholders cannot exercise their sell back rights during the current year. Furthermore, Bondholders shall not exercise the right of sell back multiple times.

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(1) *Rights of Bondholders*

1. to participate in or entrust agents to participate in the bondholders' meetings and exercise voting rights in accordance with the laws, administrative regulations and other relevant requirements;
2. to convert the Convertible Corporate Bonds held into A Shares of the Company in accordance with the agreed conditions;
3. to exercise the right of sale back in accordance with the agreed conditions;
4. to assign, bestow or pledge the Convertible Corporate Bonds held in accordance with the laws, administrative regulations and the Articles of Association;
5. to obtain relevant information in accordance with the laws and the Articles of Association;
6. to request the Company to repay the principal and interest of the Convertible Corporate Bonds within the agreed period and by the agreed manner;
7. other rights as creditors of the Company prescribed by the laws, administrative regulations and the Articles of Association.

(2) *Obligations of Bondholders*

1. to abide by the terms in relation to the issuance of the Convertible Corporate Bonds of the Company;
2. to pay the subscription amount in accordance with the number of the Convertible Corporate Bonds subscribed for;
3. to comply with the valid resolutions passed by the bondholders' meetings;
4. not to request the Company to make prepayment of the principal and interest of the Convertible Corporate Bonds, unless otherwise required by the laws and regulations or otherwise agreed in the Prospectus on the Public Issuance of the Convertible Corporate Bonds;
5. other obligations required to be assumed by the holders of the Convertible Corporate Bonds prescribed by the laws, administrative regulations and the Articles of Association.

2. C o n v e r t i b l e B o n d s ' t e r m s :

The Board shall convene a Bondholders' meeting if any one of the following situation arises during the subsistence of the A Share Convertible Bonds:

- (1) the Company proposes to change the terms set out in the Prospectus of the Convertible Bonds;
- (2) the Company fails to pay the principal and interest of the Convertible Bonds on time;
- (3) the Company undertakes a capital reduction (except for a capital reduction arising from the repurchase of shares under a share incentive scheme and the repurchase and cancellation of certain restricted shares), merger, division, receivership, close down or dissolution or files for bankruptcy;
- (4) proposed amendment to the rules of the meeting of holders of the Convertible Corporate Bonds;
- (5) other matters which may significantly and materially affect the interests of bondholders;
- (6) proposed changes to the bond trustee or the main contents of the bond trustee management agreement;
- (7) other matters required to be considered and determined at the bondholders' meetings in accordance with the provisions of the laws, administrative regulations, the CSRC, the Shanghai Stock Exchange, and these rules.

3. t h e t r u s t e e p e r s o n s p r e s c r i b e d a r e :

- (1) the board of directors of the issuer;
- (2) the trustee;
- (3) bondholders, individually or jointly, holding 10% or more of the aggregate nominal value of the outstanding Convertible Bonds proposing in writing;
- (4) other entities or persons prescribed by the laws, administrative regulations or the CSRC.

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The total amount of proceeds from the Proposed Issuance will not exceed RMB4 billion, which will be used for the following projects after deducting the issuance expenses:

Unit: RMB10,000

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		t	t	t
1	Annual production of 750,000 tons of solar equipment ultra-thin and ultra-high-transparent panel manufacturing project	239,312.70	194,500.00	
2	Distributed PV power generation construction project	66,515.96	65,800.00	
3	Annual production of 15 million square meters of solar PV ultra-white glass technical transformation project	20,697.75	19,700.00	
4	Supplementary of working capital project	120,000.00	120,000.00	
		446,526.41	400,000.00	

The Company shall use self-raised funding to finance the short fall between the project's investment amount and the actual net proceeds from the Proposed Issuance if the net proceeds from the Proposed Issuance cannot satisfy the total investment amount. If the time of receiving the net proceeds from the Proposed Issuance does not meet with the implementation schedule of the project, the Company may apply other funds to the project pursuant to its actual progress, and replace such funds with the net proceeds from the Proposed Issuance after the same have been received.

A A C

The Company has established the Administrative Measures for the Proceeds Raised (《募集資金管理辦法》). Proceeds from the Proposed Issuance will be deposited into a specific account determined by the Board, specific matters related to the opening of the account will be determined by the Board before the Proposed Issuance.

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No guarantee will be provided for the Proposed Issuance of the A Share Convertible Bonds.

A B A

The resolutions for the Proposed Issuance will be valid for 12 months from the date of the passing of the relevant resolutions at the general meeting.

Pursuant to the relevant requirements of the laws, regulations and regulatory documents including the Company Law of the PRC* (《中華人民共和國公司法》), the Securities Law of the People's Republic of China* (《中華人民共和國證券法》), the Administrative Measures for the Issuance of Securities by Listed Companies* (《上市公司證券發行管理辦法》), after self-examination of the matters one by one by the Board on the actual conditions of the Company, the Board believe that the Company has satisfied all the existing regulations and requirements of the relevant laws, regulations and regulatory documents in relation to the public issuance of the A Share Convertible Bonds, and that it possesses the conditions for public issuance of the A Share Convertible Bonds.

Pursuant to the relevant laws and regulations and together with the Company's financial situation and investment plans, the total amount of the A Share Convertible Bonds proposed to be issued will be no more than RMB4 billion (inclusive of RMB4 billion). A resolution will be proposed to the Shareholders at the general meetings to authorise the Board to determine the final issue size within the range above.

1. **Issuance of securities:**

The type of securities to be issued by the Company are the A Share Convertible Bonds. The A Share Convertible Bonds and the A Shares to be converted therefrom will be listed on the Shanghai Stock Exchange.

2. **Issue size:**

Pursuant to the relevant laws and regulations and together with the Company's financial situation and investment plans, the total amount of the A Share Convertible Bonds proposed to be issued will be no more than RMB4 billion (inclusive of RMB4 billion). A resolution will be proposed to the Shareholders at the general meetings to authorise the Board to determine the final issue size within the range above.

3. **Issuance price:**

The A Share Convertible Bonds will be issued at par with a nominal value of RMB100 each.

4. **Term:**

The term of the A Share Convertible Bonds will be six years from the Issuance Date.

5. **Coupon rate:**

It will be proposed at the general meeting to authorise the Board, and the Board shall determine the methods for determining the coupon rate and actual annual coupon rate for the interest accrual year with reference to the PRC government policies, market conditions and the actual conditions of the Company, prior to the issuance of the A Share Convertible Bonds, and by negotiating and agreeing with the sponsor and the lead underwriter.

Also, if the deposit rate of the banks has adjusted prior to the issuance of the A Share Convertible Bonds, the authorisation from the Shareholders to the Board will also cover the adjustment of the coupon rate.

6. Interest and Principal Payment:

Interest of the A Share Convertible Bonds will be paid annually, while the principal and the final year's interest will be paid upon maturity.

(i) Calculation of the annual interest rates

"A_t" means the interest accrued for the year on each anniversary of the Issuance Date of the A Share Convertible Bonds, calculated based on the aggregate face value of the A Share Convertible Bonds that a Bondholder is entitled to.

The formula for calculating the annual interest is:

$$I = B \times i$$

where,

I = annual interest

B = the aggregate face value of the A Share Convertible Bonds held by a Bondholder as at the record date for interest payment in an interest accrual year (referred to as "t₁" or "t₂" for this purpose);

i = the coupon rate of the A Share Convertible Bonds of that year.

(ii) Method of Interest Payment

(a) Interest of the A Share Convertible Bonds will be paid once a year, accruing from the Issuance Date of the A Share Convertible Bonds.

(b) t₁ to t₂: The interest is payable annually on each anniversary of the Issuance Date. If such day falls on a statutory holiday or rest day, the interest payment date shall be postponed to the next trading day and no additional interest will be paid during the period of postponement. The period between an interest payment date and the next interest payment date will be an interest accrual year.

Matters relating to the interest and dividend entitlement during the year of conversion shall be determined by the Board in accordance with relevant laws,

Where the above changes in the Company's equity interests occur, the Conversion Price will be adjusted accordingly and an announcement will be published by means designated by the Shanghai Stock Exchange and CSRC for disclosing information of listed companies. The announcement will indicate the date of adjustment to the Conversion Price, adjustment method and period of suspension for Share conversion (if necessary). If the date of adjustment to the Conversion Price takes place on or after a Bondholder's application for conversion, and before the registration date of the shares, then such conversion will be based on the Conversion Price adjusted by the Company.

In the event that the rights and benefits of the Bondholders are affected by the change in the Company's share class, quantity and/or Shareholders' interest due to the possible Share repurchase, consolidation, subdivision or any other circumstances which may occur, the Company will adjust the Conversion Price based on the actual situation and in a fair, just and equitable manner and to protect the Bondholders' interests. The Conversion Price will be adjusted based on the relevant PRC laws and regulations and the relevant regulations of the securities regulatory authorities of the relevant time.

9. C :

(i) *Adjustment conditions and adjustment magnitude*

The Conversion Price may be subject to downward adjustments if, during the term of the A Share Convertible Bonds, the closing prices of the A Shares for 15 trading days out of any 30 consecutive trading days are lower than 90% of the prevailing Conversion Price. The Board may propose downward adjustments of the Conversion Price for the Shareholders to consider and seek their approval at the general meeting.

The above proposal is subject to approval of more than two-thirds of the votes of the participating Shareholders at the general meeting. Shareholders holding the A Share Convertible Bonds should abstain from voting at the general meeting. The adjusted Conversion Price shall not be lower than the higher of the average trading price of A Shares of the Company for the 20 trading days preceding the said general meeting, and the average trading price of A Shares of the Company for the trading day immediately before the said general meeting. Furthermore, the adjusted Conversion Price shall not be lower than the latest audited net asset value per Share and the par value per Share.

In the event that another adjustment of Conversion Price has taken place within the prior 30 trading days, the Conversion Price and closing price of Shares will be calculated on an unadjusted basis during the trading days prior to the adjustment, while the adjusted Conversion Price and closing price of Shares will be adopted during the trading days on which the adjustment was made and the trading day afterwards.

(ii) Procedure of adjustment

If the general meeting of the Company resolve to make a downward adjustment to the Conversion Price, the Company will publish an announcement on the relevant resolutions through the means designated by the Shanghai Stock Exchange and CSRC for disclosing information of listed companies. The announcement will disclose the magnitude of the

If there is distribution of scrip dividend, capitalisation issue, issuance of new Shares (excluding any increase in the share capital as a result of conversion of the A Share Convertible Bonds), rights issue or distribution of cash dividend during the said 30 consecutive trading days, the Conversion Price and closing price of the A Shares will be calculated on an unadjusted basis during the trading days prior to adjustment, while the adjusted Conversion Price and closing price of the A Shares will be adopted during the trading days on which the adjustment was made and the trading day afterwards. If there is downward adjustment to the Conversion Price, then the “30 consecutive trading days” shall be re-counted based on the adjusted Conversion Price from the first trading day after the

The target investors of the A Share Convertible Bonds are natural persons, legal persons, securities investment funds and other investors who meet the requirements under the laws, and who have maintained securities accounts with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited (except those prohibited by the state laws and regulations in the PRC).

15. Pre-emptive rights of A Shareholders

The A Shareholders shall have pre-emptive rights to subscribe for the A Share Convertible Bonds to be issued. It will be proposed at the general meeting to authorise the Board, and the Board shall determine by negotiating and agreeing with the sponsor and the lead underwriter with reference to the prevailing market conditions, the actual amount to be allocated under the preemptive rights, and shall be disclosed in the A Share Convertible Bonds publications.

The remaining A Share Convertible Bonds after such preferential allocation to the existing A Shareholders or waived by the existing A Shareholders shall be issued to the institutional investors by off-line allocations or to the investors through the on-line offering system of the Shanghai Stock Exchange, and the lead underwriter shall underwrite any remaining balance.

16. Rights and obligations of Bondholders

(i) Rights and obligations of Bondholders

Rights of Bondholders

- (a) to participate in or entrust agents to participate in the bondholders' meetings and exercise voting rights in accordance with the laws, administrative regulations and other relevant requirements;
- (b) to convert the Convertible Corporate Bonds held into A Shares of the Company in accordance with the agreed conditions;
- (c) to exercise the right of sale back in accordance with the agreed conditions;
- (d) to assign, bestow or pledge the Convertible Corporate Bonds held in accordance with the laws, administrative regulations and the Articles of Association;
- (e) to obtain relevant information in accordance with the laws and the Articles of Association;
- (f) to request the Company to repay the principal and interest of the Convertible Corporate Bonds within the agreed period and by the agreed manner;
- (g) other rights as creditors of the Company prescribed by the laws, administrative regulations and the Articles of Association.

Obligations of Bondholders

- (a) to abide by the terms in relation to the issuance of the Convertible Corporate Bonds of the Company;
- (b) to pay the subscription amount in accordance with the number of the Convertible Corporate Bonds subscribed for;
- (c) to comply with the valid resolutions passed by the bondholders' meetings;
- (d) not to request the Company to make prepayment of the principal and interest of the Convertible Corporate Bonds, unless otherwise required by the laws and regulations or otherwise agreed in the Prospectus on the Public Issuance of the Convertible Corporate Bonds;
- (e) other obligations required to be assumed by the holders of the Convertible Corporate Bonds prescribed by the laws, administrative regulations and the Articles of Association.

(ii) Circumstances for convening a Bondholders' meetings

The Board shall convene a Bondholders' meeting if any one of the following situation arises during the subsistence of the A Share Convertible Bonds:

- (a) the Company proposes to change the terms set out in the Prospectus of the Convertible Bonds;
- (b) the Company fails to pay the principal and interest of the Convertible Bonds on time;
- (c) the Company undertakes a capital reduction (except for a capital reduction arising from the repurchase of shares under a share incentive scheme and the repurchase and cancellation of certain restricted shares), merger, division, receivership, close down or dissolution or files for bankruptcy;
- (d) proposed amendment to the rules of the meeting of holders of the Convertible Corporate Bonds;
- (e) other matters which may significantly and materially affect the interests of bondholders;
- (f) proposed changes to the bond trustee or the main contents of the bond trustee management agreement;
- (g) other matters required to be considered and determined at the bondholders' meetings in accordance with the provisions of the laws, administrative regulations, the CSRC, the Shanghai Stock Exchange, and these rules.

A				A	A	A		B	B
	A	C		A	A	C			
	A	C	A		A		A	A	A
(1)	B		t,	t	t	t	C	t	t
	t				p				

I. CONSOLIDATED BALANCE SHEET

Unit: RMB

	31	31	31	31
t	2021	2020	2019	2018
C				
Monetary assets	2,293,694,382.07	1,589,967,013.69	613,000,364.84	683,018,973.73
Held-for-trading financial assets	1,100,000,000.00	400,000,000.00	—	—
Derivative financial assets	39,913.02	1,445,666.57	1,117,793.99	6,172,390.30
Bill receivables	527,714,968.57	546,772,640.17	1,976,383,235.76	911,294,531.23
Receivables	1,036,965,655.86	1,388,373,649.20	1,107,245,636.40	821,195,179.32
Receivables financing	1,237,085,688.64	684,530,748.37	—	—
Payables	533,484,197.38	363,154,384.40	93,183,465.96	65,474,835.88
Other receivables	27,533,834.09	24,267,677.88	3,684,181.68	1,296,794.21
Inventories	810,335,771.15	479,395,186.67	483,619,647.17	377,123,199.96
Other current assets	140,078,416.97	91,369,716.90	174,510,375.27	181,666,205.48
t	7,706,932,827.75	5,569,276,683.85	4,452,744,701.07	3,047,242,110.11
-				
Other equity instrument investment	54,619,757.50	53,970,165.00	—	—
Long-term equity investment	16,091,169.37	13,914,841.66	—	—
Investment properties	19,875,833.83	20,233,701.43	21,665,171.83	23,096,642.23
Fixed assets	3,581,079,094.34	3,333,698,217.15	3,070,665,219.42	2,166,275,875.65
Construction in progress	2,590,822,500.87	1,937,151,385.42	936,828,544.14	962,570,065.48
Right-of-use assets	173,810,161.12	173,805,026.26	188,930,554.53	—
Intangible assets	523,271,923.86	529,570,040.37	427,130,471.49	536,809,851.25
Long-term prepaid expenses	6,714,459.23	5,175,651.56	6,935,053.37	2,777,526.55
Deferred tax asset	28,331,099.76	25,990,515.11	18,458,589.23	19,005,748.81
Other non-current assets	935,009,345.68	603,014,147.21	268,922,264.83	195,771,282.04
t	7,929,625,345.56	6,696,523,691.17	4,939,535,868.84	3,906,306,992.01
t	15,636,558,173.31	12,265,800,375.02	9,392,280,569.91	6,953,549,102.12

A	A				B			
	A C		A A		A C		B B	
t	31	2021	31	2020	31	2019	31	2018
C								
Short-term borrowings	482,856,500.00		617,402,035.00		1,316,277,482.79		450,399,136.69	
Derivative financial liabilities	699,510.94		–		917,754.01		738,000.00	
Bills payables	956,668,576.43		713,571,260.89		338,562,948.43		219,832,038.07	
Trade payables	1,342,470,431.28		1,294,643,492.26		1,854,705,642.59		1,216,541,204.11	
Contract liabilities	124,495,350.79		91,178,042.21		24,993,817.16		14,042,379.21	
Payroll payable	47,545,246.26		48,938,953.78		31,758,290.80		26,225,994.20	
Tax payable	256,381,804.45		303,432,110.05		129,352,280.77		81,681,336.98	
Other payables	98,113,215.34		100,815,515.00		45,543,202.52		38,681,381.51	
Including: Interest payable	6,171,482.48		2,856,171.00		4,831,749.01		1,562,660.53	
Dividends payables	299,000.00		299,000.00		–		–	
Non-current liabilities due within one year	295,708,500.00		160,819,952.95		711,977,777.21		201,905,909.70	
	3,604,939,135.49		3,330,801,362.14		4,454,089,196.28		2,250,047,380.47	
-								
Long-term borrowings	1,145,992,460.17		1,375,011,882.07		281,902,410.30		989,439,412.61	
Bonds payables	–		236,681,991.63		–		–	
Lease liabilities	11,482,283.85		11,508,090.39		11,016,173.42		–	
Deferred tax liabilities	42,128,293.44		44,014,924.20		86,975,757.21		–	
Deferred income	30,922,194.76		33,039,484.74		45,408,644.70		45,408,645.01	
	1,230,525,232.22		1,700,256,373.03		425,302,985.63		1,034,848,057.62	
	4,835,464,367.71		5,031,057,735.17		4,879,392,181.91		3,284,895,438.09	
'								
Paid-in capital (or share capital)	536,548,313.50		510,312,197.00		487,500,000.00		450,000,000.00	
Other equity instruments	–		49,401,670.49		–		–	
Capital reserve	4,794,143,908.15		2,045,095,156.05		839,115,113.41		622,230,162.41	
Less: Treasury stock	28,359,000.00		28,359,000.00		–		–	
Other comprehensive income	-24,149,546.72		-26,338,876.15		5,935,642.83		-4,685,190.57	
Special reserve	14,830,775.60		14,369,931.38		11,810,858.31		9,425,627.41	
Surplus reserve	220,705,199.31		220,705,199.31		193,555,355.70		168,158,907.37	
Undistributed profit	5,287,374,155.76		4,449,556,361.77		2,974,971,417.75		2,423,524,157.41	
Total equity attributable to shareholders of the parent company	10,801,093,805.60		7,234,742,639.85		4,512,888,388.00		3,668,653,664.03	
Minority interests	–		–		–		–	
	10,801,093,805.60		7,234,742,639.85		4,512,888,388.00		3,668,653,664.03	
	15,636,558,173.31		12,265,800,375.02		9,392,280,569.91		6,953,549,102.12	

2. CONSOLIDATED INCOME STATEMENT				
	Unit: RMB			
	2021	2020	2019	2018
Profit	2,056,716,792.92	6,260,417,792.26	4,806,804,020.96	3,063,802,709.44
Less: Operating costs	858,931,976.57	3,346,641,311.75	3,289,735,511.36	2,232,762,168.05
Taxes and surcharges	16,284,524.92	61,083,688.80	35,026,838.85	28,635,983.23
Selling expenses	88,887,168.44	301,854,852.77	255,112,912.72	128,327,434.68
Administrative expenses	57,577,774.90	172,349,032.43	121,498,560.29	117,786,385.22
Research and development expenses	92,827,454.78	284,717,812.81	204,151,559.30	113,246,196.64
Financial expenses	-5,302,166.53	141,528,692.18	53,129,460.34	1,611,581.32
Including: Interest expenses	16,426,273.54	80,273,151.69	65,388,264.94	25,791,618.68
Interest income	9,917,004.54	16,412,291.81	17,902,429.34	18,599,358.49
Add: Other income	4,774,900.19	25,471,233.82	30,189,426.63	24,929,136.86
Net investment income	8,479,094.32	5,675,836.26	6,908,081.15	-16,191,214.96
Including: Gains on investment in associates or joint ventures	2,176,327.71	2,614,841.66	-	-
Net gains from changes in fair value	-2,105,264.49	1,245,626.59	-5,234,350.32	13,259,290.30
Asset impairment loss	-2,376,619.88	-71,783,469.77	-14,697,934.51	2,589,390.06
Credit impairment loss	4,515,785.89	-29,914,991.88	-12,816,559.04	7,363,612.81
Gains on disposal of assets	-343,958.67	-18,018,346.26	-6,541,402.98	5,040,070.63
Profit before income tax	960,453,997.20	1,864,918,290.28	845,956,439.03	458,517,240.26
Add: Non-operating income	1,898,504.84	12,889,216.85	16,897,963.68	7,757,924.37
Less: Non-operating expenses	644,682.60	3,899,465.44	184,158.59	129,905.64
Profit before income tax	961,707,819.44	1,873,908,041.69	862,670,244.12	466,145,258.99
Less: Income tax	123,890,025.45	245,124,254.06	145,426,535.45	58,830,542.68
Profit after income tax	837,817,793.99	1,628,783,787.63	717,243,708.67	407,314,716.31
Minority shareholders' profit or loss	-	-	-	-
Net profit attributable to the owner of the parent company	837,817,793.99	1,628,783,787.63	717,243,708.67	407,314,716.31

A	A				B	B
	A	C	A	A	C	
t	2021	1	2020	2019	2018	
• t p , t	2,189,329.43	-32,274,518.98	10,620,833.40	11,271,623.87		
Other comprehensive income attributable to the owner of the parent company, net of tax	2,189,329.43	-32,274,518.98	10,620,833.40	11,271,623.87		
I. Other comprehensive income that cannot be classified into profit or loss	649,592.50	-3,217,914.84	–	–		
II. Other comprehensive income that will be classified into profit or loss	1,539,736.93	-29,056,604.14	10,620,833.40	11,271,623.87		
Other comprehensive income attributable to minority shareholders, net of tax	–	–	–	–		
• t p	840,007,123.42	1,596,509,268.65	727,864,542.07	418,586,340.18		
Total comprehensive income attributable to the ordinary shareholders of the parent company	840,007,123.42	1,596,509,268.65	727,864,542.07	418,586,340.18		
Total comprehensive income attributable to minority shareholders	–	–	–	–		
• p :						
Basic earnings per share	0.40	0.83	0.37	0.23		
Diluted earnings per share	0.40	0.81	N/A	N/A		

3. CONSOLIDATED STATEMENT OF CASH FLOW

Unit: RMB

	2021	2020	2019	2018
Cash and cash equivalents:				
Cash received from sale of goods or rendering of services	1,114,840,642.90	4,260,896,686.12	4,515,888,387.61	3,304,200,550.98
Cash received from refunds of taxes	31,433,373.58	150,547,543.63	133,103,705.74	55,198,126.62
Cash received relating to other operating activities	14,473,119.59	42,603,582.52	89,326,909.64	49,720,199.30
Cash and cash equivalents	1,160,747,136.07	4,454,047,812.27	4,738,319,002.99	3,409,118,876.90
Cash paid for goods and services	539,887,323.99	1,667,088,694.33	3,368,644,502.93	2,325,631,527.20
Cash paid to and on behalf of employee	106,966,474.99	316,786,736.20	287,842,958.25	256,273,716.64
Cash paid for payments of taxes and surcharges	222,195,171.16	248,246,780.53	151,625,868.89	160,534,112.01
Cash paid relating to other operating activities	152,786,211.95	520,758,281.51	420,008,980.35	235,770,269.30
Cash and cash equivalents	1,021,835,182.09	2,752,880,492.57	4,228,122,310.42	2,978,209,625.15
Cash and cash equivalents	138,911,953.98	1,701,167,319.70	510,196,692.57	430,909,251.75
Cash and cash equivalents:				
Recollection of cash received from investments	700,000,000.00	—	—	4,200,000.00
Cash received from returns on investments	8,042,032.81	25,655,598.20	8,272,192.47	6,137,288.85
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	4,380,170.26	11,614,469.66	16,579,973.39	7,154,807.27
Cash received relating to other investing activities	30,732,222.53	125,909,899.04	131,264,078.45	108,900,833.79

A		A		A		B	
A C		A A		A C		B B	
t		2021 1		2020		2019	
C							
Cash received from capital contribution		2,499,999,996.79		28,658,000.00		269,700,000.00	
Cash received from borrowings		515,574,315.63		2,772,983,295.88		1,954,723,227.20	
Cash received relating to other financing activities		151,052,822.55		255,660,791.32		277,454,484.32	
Cash received from bonds issuing		–		1,444,025,000.00		–	
t t		3,166,627,134.97		4,501,327,087.20		2,501,877,711.52	
Cash paid for payment of borrowings		598,455,977.28		2,330,256,654.52		1,291,775,272.59	
Cash paid for distribution of dividends, and profits or payment of interest		15,860,385.73		244,567,836.56		229,761,226.52	
Cash paid relating to other financing activities		464,223,533.85		557,330,065.30		296,310,722.70	
t t		1,078,539,896.86		3,132,154,556.38		1,817,847,221.81	
t		2,088,087,238.11		1,369,172,530.82		684,030,489.71	
t							
t		3,093,352.09		-29,075,003.29		3,862,938.18	
t ()		428,607,175.57		667,103,838.54		-49,681,912.49	
Add: Cash and cash equivalents at the beginning of the year		1,146,171,930.13		479,068,091.59		528,750,004.08	
C		1,574,779,105.70		1,146,171,930.13		479,068,091.59	
t						528,750,004.08	

4. CONSOLIDATED BALANCE SHEET OF THE PARENT COMPANY

Unit: RMB

	31	31	31	31
	2021	2020	2019	2018
Current assets:				
Monetary assets	433,405,344.01	299,567,786.91	223,564,789.23	248,453,770.98
Trading financial assets	200,000,000.00	—	—	—
Derivative financial assets	—	—	379,492.22	4,970,224.71
Bills receivable	325,506,488.16	488,505,596.47	1,567,902,478.98	774,398,067.88
Trade receivables	340,671,833.42	588,347,375.06	778,907,971.16	502,280,814.30
Financing receivables	678,893,018.99	633,026,500.88	—	—
Advance payment	91,443,646.35	39,787,487.32	45,197,178.86	39,136,580.02
Other receivables	991,986,265.84	682,247,356.05	356,091,353.75	115,299,644.49
Inventories	276,976,702.20	179,788,994.03	209,640,163.73	162,383,851.02
Other current assets	2,067,086.02	17,020.44	9,673,749.05	24,941,889.24
Current assets	3,340,950,384.99	2,911,288,117.16	3,191,357,176.98	1,871,864,842.64
Non-current assets:				
Long-term equity investments	1,048,728,512.37	1,046,552,184.66	1,043,137,343.00	786,137,343.00
Fixed assets	1,305,429,696.39	1,016,732,435.83	994,488,315.18	927,127,844.80
Construction in progress	270,866,935.80	293,288,787.44	163,647,371.24	243,785,148.44
Intangible assets	234,931,888.88	237,077,496.41	170,704,769.30	131,628,507.77
Long-term prepaid expenses	753,911.80	11,649.38	150,172.37	265,068.34
Deferred tax asset	22,012,917.51	22,181,477.91	6,379,124.69	10,881,999.81
Other non-current assets	3,180,492,095.53	2,161,507,235.87	567,405,500.94	788,994,654.72
Non-current assets	6,063,215,958.28	4,777,351,267.50	2,945,912,596.72	2,888,820,566.88
Total assets	9,404,166,343.27	7,688,639,384.66	6,137,269,773.70	4,760,685,409.52
Current liabilities:				
Short-term borrowings	232,856,500.00	140,391,130.00	736,237,118.11	328,446,377.87
Derivative financial liabilities	—	—	—	738,000.00
Bills payables	38,897,227.00	—	190,000,000.00	88,051,988.88
Trade payables	471,815,536.35	604,274,221.67	1,483,614,555.57	745,246,372.34
Advance receipts	—	—	—	—
Contract liabilities	79,281,893.96	58,126,632.90	17,454,654.26	4,662,060.73
Payroll payable	22,666,010.33	25,684,776.32	18,089,920.60	14,964,926.68
Current liabilities	791,394,404,221.67	13,113,312,118.11	159,316,7570,732,435.83	58,231,785,148.44

A	A	A	A	A	B	B			
	A	C	A	A	C	B	B		
				31		31	31		
t		31	2021		2020		2019	31	2018
- t t :									
Long-term borrowings		170,000,000.00		235,000,000.00		-		-	
Bonds payables		-		236,681,991.63		-		-	
Deferred income		20,722,975.89		23,487,048.57		34,543,339.29		34,543,339.27	
t - t t		190,722,975.89		495,169,040.20		34,543,339.29		34,543,339.27	
t t		1,846,120,439.74		3,035,247,691.60		2,872,197,859.45		1,863,562,929.59	
' t (' t):									
Paid-in capital (or share capital)		536,548,313.50		510,312,197.00		487,500,000.00		450,000,000.00	
Other equity instruments		-		49,401,670.49		-		-	
Capital reserve		4,794,143,908.15		2,045,095,156.05		839,115,113.41		622,230,162.41	
Less: Treasury stock		28,359,000.00		28,359,000.00		-		-	
Other comprehensive income		-5,613,537.32		-5,964,567.44		-		-	
Surplus reserve		220,705,199.31		220,705,199.31		193,555,355.70		168,158,907.37	
Undistributed profit		2,040,621,019.89		1,862,201,037.65		1,744,901,445.14		1,656,733,410.15	
Total equity attributable to shareholders of the parent company		7,558,045,903.53		4,653,391,693.06		3,265,071,914.25		2,897,122,479.93	
Minority interests		-		-		-		-	
t ' t		7,558,045,903.53		4,653,391,693.06		3,265,071,914.25		2,897,122,479.93	
t t ' t		9,404,166,343.27		7,688,639,384.66		6,137,269,773.70		4,760,685,409.52	

A		A	A	A		B	B
	A C	A	A	C			

5. CONSOLIDATED INCOME STATEMENT OF THE PARENT COMPANY

Unit: RMB

	2021	2020	2019	2018
Net profit	919,104,389.57	4,553,484,065.43	3,591,539,008.03	2,115,178,672.77
Less: Operating costs	644,065,964.67	3,720,981,669.51	3,000,997,457.74	1,677,974,994.68
Taxes and surcharges	2,030,380.78	22,889,998.05	15,520,516.48	13,295,177.08
Selling expenses	17,474,138.49	73,636,828.80	68,929,956.72	58,495,428.54
Administrative expenses	32,574,236.46	109,487,312.67	76,656,007.96	75,396,615.14
Research and development expenses	35,690,337.44	145,433,731.51	100,075,014.72	79,974,931.66
Financial expenses	-5,224,530.14	79,213,541.67	27,911,159.88	28,246,194.85
Including: Interest expenses	6,605,919.76	58,260,295.56	31,980,999.88	15,368,900.18
Interest income	6,738,729.33	5,119,750.54	12,524,684.44	13,377,822.49
Add: Other income	3,105,860.97	15,040,420.63	16,361,949.96	11,176,810.34
Net investment income	2,176,327.71	-4,288,623.74	471,707.68	87,550,157.14
Including: Gains on investment in associates or joint ventures	2,176,327.71	2,614,841.66	—	—
Net gains from changes in fair value	—	-379,492.22	-3,852,732.49	6,338,824.71
Asset impairment loss	-2,375,065.57	-68,495,338.01	-14,697,934.51	-2,335,927.27
Credit impairment loss	7,456,921.14	-17,377,891.48	-15,465,340.85	-5,195,846.30
Gains on disposal of assets	712,300.36	-16,774,163.09	-7,017,163.75	-133,999.89
Non-operating profit	203,570,206.48	309,565,895.31	277,249,380.57	279,195,349.55
Add: Non-operating income	53,541.30	6,832,392.47	8,293,509.23	6,009,680.09
Less: Non-operating expenses	400,239.00	2,511,423.80	100,000.00	60,000.00
Profit before income tax	203,223,508.78	313,886,863.98	285,442,889.80	285,145,029.64
Less: Income tax	24,803,526.54	42,388,427.86	31,478,406.48	16,267,541.81
Profit after income tax	178,419,982.24	271,498,436.12	253,964,483.32	268,877,487.83
Profit attributable to equity holders of the parent	351,030.12	-5,964,567.44		
Profit attributable to non-controlling interests	178,771,012.36	265,533,868.68	253,964,483.32	268,877,487.83

A		A	A	A		B	B
	A	C	A	A	C		

6. CONSOLIDATED STATEMENT OF CASH FLOW OF THE PARENT COMPANY

Unit: RMB

	2021	2020	2019	2018
Cash and cash equivalents:				
Cash received from sale of goods or rendering of services	574,019,862.46	2,930,691,103.16	3,257,963,652.31	2,473,277,005.45
Cash received from refunds of taxes	11,820,559.69	19,189,989.89	41,213,278.68	10,224,768.74
Cash received relating to other operating activities	7,083,058.92	15,936,272.92	26,491,352.92	24,805,686.36
Cash and cash equivalents	592,923,481.07	2,965,817,365.97	3,325,668,283.91	2,508,307,460.55
Cash paid for goods and services	348,051,627.48	2,805,718,498.72	2,682,566,982.27	1,603,519,870.71
Cash paid to and on behalf of employee	39,500,091.07	156,730,320.57	146,295,174.43	135,313,519.30
Cash paid for payments of taxes and surcharges	56,710,844.78	92,327,401.58	46,139,814.03	109,569,582.10
Cash paid relating to other operating activities	52,638,802.22	189,974,122.64	160,943,583.75	133,478,664.56
Cash and cash equivalents	496,901,365.55	3,244,750,343.51	3,035,945,554.48	1,981,881,636.67
Net cash and cash equivalents	96,022,115.52	-278,932,977.54	289,722,729.43	526,425,823.88
Investing activities:				
Recollection of cash received from investments	—	—	—	—
Cash received from returns on investments	—	—	1,759,200.00	97,285,550.00
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	712,300.36	11,397,687.32	3,093,989.93	2,825,764.49
Net cash received from disposal of subsidiaries and other business units	—	—	—	—
Cash received relating to other investing activities	30,723,813.81	258,179,396.36	246,772,690.36	270,508,983.03
Investing activities	31,436,114.17	269,577,083.68	251,625,880.29	370,620,297.52
Cash paid to purchase fixed assets, intangible assets and	220,683,907.33	287,276,684.06	184,514,117.79	225,584,953.98
Cash paid for investments	200,000,000.00	800,000.00	257,000,000.00	238,982,321.00
Cash paid relating to other investing activities	2,084,144,015.14	2,126,958,214.27	338,217,053.07	726,182,465.28
Investing activities	2,504,827,922.47	2,415,034,898.33	779,731,170.86	1,190,749,740.26
Net cash and cash equivalents	-2,473,391,808.30	-2,145,457,814.65	-528,105,290.57	-820,129,442.74

A		A		A		B	
A C		A A		A C		B B	
t		2021 1		2020		2019	
C							
Cash received from capital contribution		2,499,999,996.79		28,658,000.00		269,700,000.00	
Cash received from borrowings		340,574,315.63		669,967,570.88		1,064,410,735.92	
Cash received relating to other financing activities		259,579,011.26		1,369,267,749.36		168,683,559.31	
Cash received from bonds issuing		–		1,444,025,000.00		–	
t t		3,100,153,323.68		3,511,918,320.24		1,502,794,295.23	
Cash paid for payment of borrowings		157,319,006.22		764,468,760.28		656,619,995.68	
Cash paid for distribution of dividends, and profits or payment of interest		4,504,498.03		163,436,592.51		176,772,652.43	
Cash paid relating to other financing activities		453,559,542.54		126,294,817.74		444,513,969.81	
t t		615,383,046.79		1,054,200,170.53		1,277,906,617.92	
t t		2,484,770,276.89		2,457,718,149.71		224,887,677.31	
t		490,897.16		-3,696,195.31		623,827.56	
t		107,891,481.27		29,631,162.21		-12,871,056.27	
Add: Cash and cash equivalents at the beginning of the period		188,559,197.40		158,928,035.19		171,799,091.46	
C		296,450,678.67		188,559,197.40		158,928,035.19	
t p						171,799,091.46	

A				A	A	A		B	B
		A	C	A	A	C			

(2) p C C t

1. Scope of Consolidation

As of 31 March 2021, the scope of consolidation of the consolidation statements of the Company is as follows:

					t	
					t 31	
	C p		t	B	2021 (%)	t
						t
1	Zhejiang Flat Glass Co., Ltd.* (浙江福莱特玻璃有限公司)	Zhejiang	Establishment	Manufacturing and sale of construction or household glass products	100.00	-
2	Zhejiang Jiafu Glass Co., Ltd.* (浙江嘉福玻璃有限公司)	Zhejiang	Establishment	Manufacturing and sale of PV glass	100.00	-
3	Shanghai Flat Glass Co., Ltd.* (上海福莱特玻璃有限公司)	Shanghai	Establishment	Processing of architectural glass	100.00	-
4	Anhui Flat Solar Glass Co., Ltd.* (安徽福莱特光伏玻璃有限公司)	Anhui	Establishment	Manufacturing, processing and sale of special glass	100.00	-
5	Anhui Flat Solar Materials Co., Ltd.* (安徽福莱特光伏材料有限公司)	Anhui	Establishment	Operation of mines and sale of quartz ore	100.00	-
6	Flat (Hong Kong) Co., Limited (福莱特(香港)有限公司)	Zhejiang	Establishment	Export of glass	100.00	-
7	Jiaxing Flat New Energy Technology Co., Ltd.* (嘉兴福莱特新能源科技有限公司)	Zhejiang	Establishment	Investment, construction, operation and maintenance of the new energy power generation plant	100.00	-

A			A	A	A		B	B
	A	C	A	A	C			

2. Changes in Consolidation

No.	Company Name	Consolidation period				
		2021	2020	2019	2018	2017
1	Zhejiang Flat Glass Co., Ltd.* (浙江福萊特玻璃有限公司)	✓	✓	✓	✓	✓
2	Zhejiang Jiafu Glass Co., Ltd.* (浙江嘉福玻璃有限公司)	✓	✓	✓	✓	✓
3	Shanghai Flat Glass Co., Ltd.* (上海福萊特玻璃有限公司)	✓	✓	✓	✓	✓
4	Anhui Flat Solar Glass Co., Ltd.* (安徽福萊特光伏玻璃有限公司)	✓	✓	✓	✓	✓
5	Anhui Flat Solar Materials Co., Ltd.* (安徽福萊特光伏材料有限公司)	✓	✓	✓	✓	✓
6	Flat (Hong Kong) Co., Limited (福萊特(香港)有限公司)	✓	✓	✓	✓	✓
7	Jiaxing Flat New Energy Technology Co., Ltd.* (嘉興福萊特新能源科技有限公司)	✓	✓	✓	✓	✓
8	Flat (Vietnam) Co., Ltd.,	✓	✓	✓	✓	✓
9	Flat (Hong Kong) Investment Co., Limited (福萊特(香港)投資有限公司)	✓	✓	✓	✓	✓
10	Flat (Jiaxing) Import and Export Trade Co., Ltd.* (福萊特(嘉興)進出口貿易有限公司)	✓	✓	✓	✓	✓
11	Fengyang Flat Natural Gas Pipeline Co., Ltd.* (鳳陽福萊特天然氣管道有限公司)	✓	✓	✓	✓	✓

A	A	A	A	B	B
	A	C	A	A	C

(---) t t C p t t

1. Net return on equity and earnings per share for the Reporting Period

(1) Net return on equity and earnings per share

According to the provisions of Rules for the Information Disclosure and Compilation of Companies Publicly Issuing Securities No.9: Calculation and Disclosure of Return on Equity and Earnings per Shares (Revised in 2010) of China Securities Regulatory Commission, the return on equity and earnings per share of the Company for the last three years are as follows:

		P (B)			
		A	B	C	
		(%)	p	p	
2021	1	Net profit attributable to ordinary shareholders of the Company	8.85	0.40	0.40
		Net profit attributable to ordinary shareholders of the Company after deducting non-recurring profits and losses	8.77	0.39	0.39
2020		Net profit attributable to ordinary shareholders of the Company	29.46	0.83	0.81
		Net profit attributable to ordinary shareholders of the Company after deducting non-recurring profits and losses	29.29	0.83	0.80
2019		Net profit attributable to ordinary shareholders of the Company	17.10	0.37	N/A
		Net profit attributable to ordinary shareholders of the Company after deducting non-recurring profits and losses	16.45	0.36	N/A
2018		Net profit attributable to ordinary shareholders of the Company	11.79	0.23	N/A
		Net profit attributable to ordinary shareholders of the Company after deducting non-recurring profits and losses	10.79	0.21	N/A

A				A	A	A		B	B
		A	C	A	A	C			

2. Other key financial indicators

	31	31	31	31
t	2021	2020	2019	2018
Current ratio (times)	2.14	1.67	1.00	1.35
Quick ratio (times)	1.91	1.53	0.89	1.19
Gearing ratio (parent company)	19.63%	39.48%	46.80%	39.14%
Gearing ratio (consolidation)	30.92%	41.02%	51.95%	47.24%
t	2021	2020	2019	2018
Accounts receivable turnover	1.70	5.02	4.99	4.61
Inventory turnover	1.33	6.95	7.64	6.93
Interest coverage ratio	45.71	14.83	8.73	6.36
EBITDA (RMB0'000)	108,080.95	235,731.37	126,175.99	74,743.79
Net cash flow from operating activities per share (RMB/share)	0.06	0.83	0.26	0.24

Note 1: Accounts receivable turnover, inventory turnover for January to March in 2021 are not annualized.

Note 2: The computational formula of the above indicators are as follows:

- (1) Current ratio = current assets ÷ current liabilities
- (2) Quick ratio = quick assets ÷ current liabilities
- (3) Gearing ratio = (total liabilities ÷ total assets) × 100%
- (4) Accounts receivable turnover = revenue ÷ average book value of accounts receivable
- (5) Inventory turnover = operating cost ÷ average book value of inventory
- (6) Interest coverage ratio = (consolidated total profit + interest expenses) ÷ total interest expenses
- (7) EBITDA = total profit + interest expenses included in financial expenses + depreciation + amortization
- (8) Cash flow from operating activities per share = net cash flow from operating activities/number of ordinary shares at the end of the period

A				A	A	A		B	B
		A	C	A	A	C			

() B A t t t C p

1. Analysis of the assets composition

The assets composition of the Company at the end of each Reporting Period is as follows:

Unit: RMB0'000

t	31	2021	31	2020	31	2019	31	2018
	A	t	A	t	A	t	A	t
Current assets:								
Monetary assets	229,369.44	14.67%	158,996.70	12.96%	61,300.04	6.53%	68,301.90	9.82%
Trading financial assets	110,000.00	7.03%	40,000.00	3.26%	—	—	—	—
Derivative financial assets	3.99	0.00%	144.57	0.01%	111.78	0.01%	617.24	0.09%
Bills receivable	52,771.50	3.37%	54,677.26	4.46%	197,638.32	21.04%	91,129.45	13.11%
Trade receivables	103,696.57	6.63%	138,837.36	11.32%	110,724.56	11.79%	82,119.52	11.81%
Financing receivables	123,708.57	7.91%	68,453.07	5.58%	—	—	—	—
Advance payment	53,348.42	3.41%	36,315.44	2.96%	9,318.35	0.99%	6,547.48	0.94%
Other receivables	2,753.38	0.18%	2,426.77	0.20%	368.42	0.04%	129.68	0.02%
Inventories	81,033.58	5.18%	47,939.52	3.91%	48,361.96	5.15%	37,712.32	5.42%
Other current assets	14,007.84	0.90%	9,136.97	0.74%	17,451.04	1.86%	18,166.62	2.61%
t	770,693.28	49.29%	556,927.67	45.40%	445,274.47	47.41%	304,724.21	43.82%
Non-current assets:								
Other equity instrument investment	5,461.98	0.35%	5,397.02	0.44%	—	—	—	—
Long-term equity investments	1,609.12	0.10%	1,391.48	0.11%	—	—	—	—
Investment property	1,987.58	0.13%	2,023.37	0.16%	2,166.52	0.23%	2,309.66	0.33%
Fixed assets	358,107.91	22.90%	333,369.82	27.18%	307,066.52	32.69%	216,627.59	31.15%
Construction in progress	259,082.25	16.57%	193,715.14	15.79%	93,682.85	9.97%	96,257.01	13.84%
Right-of-use assets	17,381.02	1.11%	17,380.50	1.42%	18,893.06	2.01%	—	—
Intangible assets	52,327.19	3.35%	52,957.00	4.32%	42,713.05	4.55%	53,680.99	7.72%
Long-term prepaid expenses	671.45	0.04%	517.57	0.04%	693.51	0.07%	277.75	0.04%
Deferred tax asset	2,833.11	0.18%	2,599.05	0.21%	1,845.86	0.20%	1,900.57	0.27%
Other non-current assets	93,500.93	5.98%	60,301.41	4.92%	26,892.23	2.86%	19,577.13	2.82%
t	792,962.53	50.71%	669,652.37	54.60%	493,953.59	52.59%	390,630.70	56.18%
t	1,563,655.82	100.00%	1,226,580.04	100.00%	939,228.06	100.00%	695,354.91	100.00%

At the end of each Reporting Period, the total assets of the Company were RMB6,953,549,100, RMB9,392,280,600, RMB12,265,800,400 and RMB15,636,558,200. During the Reporting Period, the total assets of the Company grew rapidly. On the one hand, with the rapid development of the PV industry, the Company seized the market opportunities

A		A C		A A		A C		B B	
t	31 2021	31 2020	31 2019	31 2018					
A t	t	A t	t	A t	t	A t	t	A t	t
- t :									
Long-term borrowings	114,599.25	23.70%	137,501.19	27.33%	28,190.24	5.78%	98,943.94	30.12%	
Bonds payables	—	—	23,668.20	4.70%	—	—	—	—	
Lease liabilities	1,148.23	0.24%	1,150.81	0.23%	1,101.62	0.23%	—	—	
Deferred tax liabilities	4,212.83	0.87%	4,401.49	0.87%	8,697.58	1.78%	—	—	
Deferred income	3,092.22	0.64%	3,303.95	0.66%	4,540.86	0.93%	4,540.86	1.38%	
t - t									
t	123,052.52	25.45%	170,025.64	33.80%	42,530.30	8.72%	103,484.81	31.50%	
t	483,546.44	100.00%	503,105.77	100.00%	487,939.22	100.00%	328,489.54	100.00%	

At the end of each Reporting Period, the total liabilities of the Company are RMB3,284,895,400, RMB4,879,392,200, RMB5,031,057,700, and RMB4,835,464,400, respectively.

In terms of liabilities composition, the Company's liabilities mainly include current liabilities. At the end of each Reporting Period, the percentage of current liabilities in total liabilities of the Company was 68.50%, 91.28%, 66.20% and 74.55%, respectively. The Company's current liabilities mainly include trade payables, bills payables and other operating liabilities.

3. Analysis of the profitability

During the Reporting Period, the main items of the Company's income statement are as follows:

Unit: RMB0'000

t	2021 1	2020	2019	2018
Revenue	205,671.68	626,041.78	480,680.40	306,380.27
Operating profit	96,045.40	186,491.83	84,595.64	45,851.72
Total profit	96,170.78	187,390.80	86,267.02	46,614.53
Net profit	83,781.78	162,878.38	71,724.37	40,731.47

4. Analysis of the solvency

	2021	2020	2019	2018
Current ratio (times)	2.14	1.67	1.00	1.35
Quick ratio (times)	1.91	1.53	0.89	1.19
Gearing ratio (parent company)	19.63%	39.48%	46.80%	39.14%
Gearing ratio (consolidation)	30.92%	41.02%	51.95%	47.24%

During the Reporting Period, the Company maintained a good asset liquidity and high coverage of current liabilities. The current ratio and quick ratio also maintained a reasonable level, thus having a strong short-term solvency. In terms of long-term debt repayment indicators, the overall consolidation and gearing ratio of the parent company during the Reporting Period showed a downward trend and gradually became reasonable. For this regards, the main reason is that the Company completed financing to further enhance its capital strength through the Public Issuance of Convertible Bonds (completion of conversion of bonds into shares and redemption) and Non-public Issuance of Shares.

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5. Analysis of asset turnover capacity

The key indicators of the Company's asset turnover capacity are as follows:

t	2021 1	2020	2019	2018
Accounts receivable turnover (times)	1.70	5.02	4.99	4.61
Inventory turnover (times)	1.33	6.95	7.64	6.93

Note: Accounts receivable turnover, inventory turnover for January to March in 2021 are not annualized.

For each Reporting Period, the Company's accounts receivable turnover is 4.61, 4.99, 5.02 and 1.70, respectively, maintaining a relative high and increase level overall. For each Reporting Period, the Company's inventory turnover is 6.93, 7.64, 6.95 and 1.33, respectively. The Company's high inventory turnover is in line with its actual operating conditions.

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B										

The total amount of proceeds from the Public Issuance of A Share Convertible Bonds after deducting issue expenses will not exceed RMB4,000 million (inclusive), which will be used in following projects:

Unit: RMB0'000

	t	p	t	t	pp
1 Annual production of 750,000 tons of solar equipment ultra-thin and ultra-high-transparent panel manufacturing project				239,312.70	194,500.00
2 Distributed PV power generation construction project				66,515.96	65,800.00
3 Annual production of 15 million square meters of solar PV ultra-white glass technical transformation project				20,697.75	19,700.00
4 Supplementary of working capital project				120,000.00	120,000.00
t				<u>446,526.41</u>	<u>400,000.00</u>

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The total proceeds from the Public Issuance of A-Share Convertible Corporate Bonds (the “**■**” “**■**”) shall not exceed RMB4,000 million (inclusive). The proceeds after deducting relevant issuance expenses will be used as follows:

Unit: RMB0'000

		t	p
		t	t
		t	t
		t	pp
1	Annual production of 750,000 tons of solar equipment ultra-thin and ultra-high-transparent panel manufacturing project	239,312.70	194,500.00
2	Distributed PV power generation construction project	66,515.96	65,800.00
3	Annual production of 15 million square meters of solar PV ultra-white glass technical transformation project	20,697.75	19,700.00
4	Supplementary of working capital project	120,000.00	120,000.00
		446,526.41	400,000.00

The Board shall, without altering the proposed use of proceeds from the Issuance, adjust the amount of proceeds to be applied to one or more uses according to the authorization at the general meetings of the Company. In the event that the actual amount of proceeds from the Issuance after deducting issuance expenses is less than the total amount to be used for the projects above, the Company will, based on the actual amount of net proceeds, adjust the application arrangement such as the priority of the projects to be invested and the specific investment amount to each project in accordance with the importance and urgency of the projects. Any shortfall will be made up by the Company with its self-raised funds.

Before the receipt of the proceeds from the Public Issuance, the Company will invest with its own funds or self-raised funds as required based on the actual progress of the projects to be invested. When the proceeds are available, such funds used will be replaced by the proceeds so raised in accordance with relevant procedures required.

4. Acquisition of project land

We have obtained the ZHE (2020) Jia Xiu Bu Dong Chan Quan No. 0018958 Real Estate Certificate* (浙(2020)嘉秀不動產權第0018958號《不動產權證書》) issued by Jiaying Natural Resources and Planning Bureau* (嘉興市自然資源和規劃局) for the land used for the proceeds investment project on 22 July 2020, the owner of which is Flat Glass Group Co., Ltd. (which located in Xiuzhou National High-tech Zone, covering an area of 205,575.00 square meters), the nature of the right is transfer, and the purpose is industrial land.

(一) 土地 取得 方式 土地 取得 目的

The Company intends to invest RMB665,159,600 to build a 203.65Mwp distributed PV power station in four phases at Fengyang Silicon Industrial Park in Chuzhou City, Anhui Province. After completion, the project will be operated on a “self-consumption” basis, and the annual average power generation is expected to exceed 18,798KWh, with an average of 67,361 tons of standard coal savings, and reductions of emissions of sulfur dioxide, nitrogen oxides and carbon dioxide by 6,190 tons, 570.38 tons and 156,654 tons, respectively.

1. Basic information of the project

Project name: Distributed PV power generation construction project

Subject of project implementation: The Company intends to establish a new subsidiary to undertake the project

Total investment: RMB665,159,600

Content of project construction: A four-phase 203.65Mwp distributed PV power station will be built in Fengyang Silicon Industrial Park, Chuzhou City, Anhui Province. The installed capacity of the project in Phase I, Phase II, Phase III and Phase IV is 37.3Mwp, 49.2Mwp, 62.64Mwp and 54.49Mwp respectively, with an installation area of 1,099,714.97 square meters in total (or 201,408.77 square meters, 265,788.86 square meters, 338,266.37 square meters and 294,250.97 square meters respectively).

Period of project implementation: 3 years

3. *Economic benefits of the project*

This is a renovation project of the Company's original solar PV ultra-white glass production line with an annual production of 15 million square meters, which does not form new production capacity, so no benefit measurement has been made.

() 项目不产生新的生产能力

To further optimize the capital structure of the Company and to meet the need for operating funds for the rapid growth of the Company's future business, the Company proposes to use the raised funds of RMB1,200 million to supplement the working capital, accounting for 30.00% of the total proceeds from the Issuance, taking into account internal and external conditions such as industry trend, financial status, business scale, financing environment and future strategic planning.

四、募集资金用途

() 项目不产生新的生产能力，项目完成后，公司总资产、净资产、营业收入、净利润等指标均有所增加，项目具有良好的经济效益。

Owing to the increasing global energy shortage, environmental pollution and climate

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As the core concept of green development gains popularity on a gradual basis, the focus of the global economy has shifted to a low-carbon economy, and renewable energy, especially PV power generation, has become an important field for energy structure reform in various countries. PV power generation has been in full swing over the recent years worldwide, and governments have developed favorable industrial policies to promote the development of the PV industry. Although not being a very late starter in PV, China saw rapid development. After more than a decade of efforts, China has steadfastly secured top rankings globally in terms of the market share in PV products, and it has also been a leading player in PV manufacturing technology. Encouraging and promoting the development of the PV industry has become China's long-term strategic planning. In recent years, the Central government has introduced a host of policies and measures to realize continuous promotion of the rapid development of China's PV industry. The main policies are detailed in the following table.

		圖	
		圖 t ()	--- p --- p -
December 2016	13th Five-Year Plan for Solar Energy Development* (《太陽能發展「十三五」規劃》)	National Energy Administration (NEA)	By the end of 2020, the installed capacity of PV power generation will reach more than 105 million kilowatts, the cost of power generation will be reduced by more than 50%, and “grid parity” will be achieved on the electricity side; rooftop distributed PV power generation will be vigorously promoted, and the construction of demonstration areas for distributed PV power generation will continue; efforts will also be made to innovate the distributed PV application mode, carry out the market-oriented transaction of distributed PV power generation according to the power system reform, encourage PV power generation projects to be built close to the power load, and access the medium and low voltage distribution network to realize the nearby consumption of power

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Time	Policy	Issued by	Content
May 2018	Notice on Matters Relevant to 2018 Photovoltaic Power Generation* (《關於2018年光伏發電有關事項的通知》)	NDRC, Ministry of Finance (MOF) and NEA	The policy arrangements for 2018 have been adjusted and standardized from three aspects: optimizing the scale of new construction, cutting subsidies at a fast pace, reducing the intensity of subsidies and increasing the intensity of market allocation; reasonably set the development pace for ordinary power stations, support distributed and orderly development; for distributed PV power generation projects using a “feed-in everything that is generated to the grid” mode, they are subjected to the tariff of the PV power plant in the resource area. Distributed PV power generation projects on a self-consumption basis are exempt from all kinds of government funds and surcharges, system backup capacity fees and other related grid-connected service fees levied with the tariff
January 2019	Notice to Actively Promote the Work Concerning Subsidy-free Grid Parity for Wind Power and Photovoltaic Power Generation* (《關於積極推進風電、光伏發電無補貼平價上網有關工作的通知》)	NDRC, NEA	Carry out the development of “grid parity” and “low feed-in tariff” pilot projects, and provide policy support by optimizing the investment environment, ensuring priority power generation and full guaranteed purchase, implementing the engineering construction responsibility of power grid enterprises, promoting market-oriented transactions of power generation, solidly advancing local consumption, and innovating financial support methods

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Time	Policy	Authority	Content
February 2021	Guiding Opinions of (the State Council) on Accelerating the Establishment and Improvement of a Green and Low-Carbon Circular Development Economic System* (《關於加快建立健全綠色低碳迴圈發展經濟體系的指導意見》)	State Council	Establish and improve a green, low-carbon, recycling development economic system, promote the overall green transformation of economic and social development, enhance the proportion of renewable energy use, and vigorously promote the development of wind power and PV power generation
April 2021	Notice on Matters Relevant to the 2021 Feed-In- Tariff Policy for New Energy (Consultation Paper) *《關於2021年新能源上網電價政策有關事項的通知(徵求意見稿)》)	NDRC	The Central Treasury from 2021 will no longer subsidize the newly filed centralized PV power plants, commercial and industrial distributed PV and newly approved onshore wind power projects; encourage local governments to introduce targeted support policies to benefit the healthy development of new energy industries such as PV power generation, wind power and solar thermal power generation

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1. *Facilitate the Company to meet the fast-growing market demand of the PV glass industry and seize the development opportunities of the industry*

“Power-energized energy consumption and clean power production” is an inevitable trend of global energy development in the future. As the most economical clean energy, PV power generation, with the advent of the “grid parity” era, will accelerate the replacement of traditional fossil energy sources to shift its role from a supplementary energy source to the main body of global energy supply. In result, the industry will also usher in a faster development phase. According to the International Energy Agency (IEA), the global cumulative installed capacity of PV is expected to reach 1,721GW by 2030 and 4,670GW by 2050, with huge development potential.

(一) 推动落实碳达峰、碳中和目标

1. Facilitate the Company to respond to the call of “peak emission and carbon neutrality” and achieve win-win results in social and economic aspects

In recent years, the United Nations has repeatedly convened climate change conferences focusing on promoting the collaborative management of low-carbon and emission reduction in countries around the world, and achieving emission reduction to address global climate change has become a global consensus. Since President Xi Jinping proposed China’s “peak emission and carbon neutrality” goal at the UN Climate Ambition Summit, China has set the tone of “peak emission and carbon neutrality” for economic and social development. To achieve the goal of “peak emission and carbon neutrality”, on the one hand, one of the critical efforts will be made to change the current fossil energy consumption structure of power generation from the supply side and increase the proportion of clean energy generation; on the other hand, promoting the optimization of the electricity consumption structure and improving the electricity consumption pattern on the customer side is also one of the important measures to achieve carbon reduction. Under this mode, customers can fully utilize the unused rooftops of their buildings to generate electricity, which not only reduces primary energy consumption and contributes to energy saving and

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Due to the presence of the construction cycle of the proceeds investment projects, it may lead to a certain degree of dilution of the Company's return on net assets, earnings per share and other indicators in the short term. With the investment, construction and benefit realization of the above

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The report on use of previous proceeds was prepared in accordance with the Provisions on the Report on Use of the Capital Raised in the Previous Time (Zheng Jian Fa Xing Zi [2007] No. 500) of the China Securities Regulatory Commission.

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Upon the approval of the Reply on Approval of the Initial Public Issuance of Shares of Flat Glass Group Co., Ltd. (Zheng Jian Xu Ke [2018] No. 1959)* (證監許可[2018]1959號文《關於核准福萊特玻璃集團股份有限公司首次公開發行股票的批覆》) from the China Securities Regulatory Commission, Flat Glass Group Co., Ltd. (the “C p”) publicly issued 150,000,000 RMB ordinary Shares (A Shares) on the Shanghai Stock Exchange at an issue price of RMB2.00 per share on 15 February 2019. The total amount of proceeds from the issuance of shares was RMB300,000,000.00. The actual amount of proceeds the Company received was RMB269,700,000.00 after deducting the remaining underwriting and sponsor fee of RMB28,584,905.66 and the corresponding value-added tax of RMB1,715,094.34. The net proceeds were RMB254,384,951.00 after deducting the underwriting and sponsor fee and other issue cost (value-added tax exclusive) of RMB45,615,049.00. The net proceeds above were received on 11 February 2019, and the capital verification report of De Shi Bao (Yan) Zi (19) No. 00059* (德師報(驗)字(19)第00059號) was issued by Deloitte Touche Tohmatsu Certified Public Accountants LLP.

The Company and its subsidiary Anhui Flat Solar Glass Co., Ltd.* (安徽福萊特光伏玻璃有限公司) (“A t”), and the sponsor GF Securities Co., Ltd. (“ t”) entered into a Tri-Party Supervisory Agreement for the Designated Saving Accounts of Proceeds* (《募集資金專戶存儲三方監管協議》) with Bank of China Limited, Jiaxing Branch (“B C B”), China CITIC Bank Corporation Limited, Nanhu Jiaxing Branch (“C C t B”) and Industrial and Commercial Bank of China Limited, Jiaxing Branch (“CBC B”), respectively. The Company and Anhui Flat Glass, the commercial banks where the proceeds were placed and GF Securities should jointly supervise the designated saving accounts of proceeds, including the designated saving accounts of proceeds of the Company such as BOC Jiaxing Branch (388375753547), CITIC Nanhu Jiaxing Branch (8110801012801603829) and ICBC Jiaxing Branch (1204060029000019640), and the designated saving accounts of proceeds of Anhui Flat Glass including BOC Jiaxing Branch (359775769945) and ICBC Jiaxing Branch (1204060029000019764).

As of 31 May 2021, the Company used an accumulative proceeds of RMB255,917,471.78 from Public Issuance of A Shares, including, among others, the interest income on bank deposits of RMB32,625.64 and wealth management investment income of RMB1,499,895.14. These accounts for proceeds were closed accordingly.

(一) 關於發行可轉換公司債券的批准

Upon the approval of the Reply on Approval of the Public Issuance of Convertible Corporate Bonds of Flat Glass Group Co., Ltd. (Zheng Jian Xu Ke [2020] No. 294)* (證監許可[2020]294號文《關於核准福萊特玻璃集團股份有限公司公開發行可轉換公司債券的批覆》) from the China Securities Regulatory Commission, the Company publicly issued RMB1,450,000,000 A Share Convertible Corporate Bonds (“C_t B”) for a term of 6 years. As at 2 June 2020, Flat actually and publicly issued 14.50 million convertible bonds at a par value of RMB100 each. The subscription amount was RMB1,450,000,000.00. The actual amount was RMB1,444,025,000.00 after deducting the remaining underwriting and sponsor fee of RMB5,636,792.46 and the corresponding value-added tax of RMB338,207.54. The remaining underwriting fee was RMB7,523,584.91, the total value-added tax was RMB451,415.09. As at 2 June 2020, Flat paid a sponsor fee of RMB1,886,792.45 and value -added tax of RMB113,207.55 in advance. Such

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Upon the approval of the Reply on Approval of the Non-public Issuance of Shares of Flat Glass Group Co., Ltd. (Zheng Jian Xu Ke [2020] No. 2648)* (證監許可[2020]2648號文《關於核准福萊特玻璃集團股份有限公司非公開發行股票的批覆》) from the China Securities Regulatory Commission, the Company was approved to non-publicly issue no more than 450,000,000 RMB ordinary Shares (A Shares). As at 7 January 2021, the Company actually and non-publicly issued 84,545,147 shares of RMB ordinary shares (A shares) with a par value of RMB0.25 and at an issue price of RMB29.57 each. The total amount of proceeds from the issuance was RMB2,499,999,996.79. The actual amount of proceeds the Company received was RMB2,482,499,996.81 after deducting the underwriting and sponsor fee of RMB16,509,433.94 and the corresponding value-added tax of RMB990,566.04. The net proceeds were RMB2,483,081,943.69 after deducting the issue cost (value-added tax exclusive) of RMB16,918,053.10. The net proceeds above were received on 7 January 2021, and the capital verification report of De Shi Bao (Yan) Zi (21) No. 00008* (德師報(驗)字(19)第00008號) was issued by Deloitte Touche Tohmatsu Certified Public Accountants LLP.

The Company and its subsidiary Anhui Flat Solar Glass Co., Ltd.* (安徽福萊特光伏玻璃有限公司) (“A ”), and the sponsor Guotai Junan Securities Co., Ltd. (“ ”) entered into a Tri-Party Supervisory Agreement for the Designated Saving Accounts of Proceeds* (《募集資金專戶存儲三方監管協議》) with Bank of China Limited, Jiaxing Branch (“B C ”), Industrial and Commercial Bank of China Limited, Jiaxing Branch (“CBC ”), and China Construction Bank Corporation, Zhejiang Branch (“CCB ”), respectively. The Company and Anhui Flat Glass, the commercial banks where the proceeds were placed and Guotai Junan should jointly supervise the designated saving accounts of proceeds, including the designated saving accounts of proceeds of the Company such as BOC Jiaxing Branch (400078999786) and ICBC Jiaxing Branch (1204060029000134455), and the designated saving accounts of proceeds of Anhui Flat Glass including BOC Jiaxing Branch (39747899669), ICBC Jiaxing Branch (1204060029000134579) and CCB Zhejiang Branch (33050163803509168168).

The Company and the sponsor Guotai Junan Securities Co., Ltd. (“ ”) entered into a Tri-Party Supervisory Agreement for the Designated Saving Accounts of Proceeds* (《募集資金專戶存儲三方監管協議》) with Bank of China Limited, Jiaxing Branch (“B C ”) and Industrial and Commercial Bank of China Limited, Jiaxing Branch (“CBC ”), respectively. The Company and the commercial banks where the proceeds were placed and Guotai Junan should jointly supervise the designated saving accounts of proceeds, including the designated saving accounts of proceeds of the Company such as BOC Jiaxing Branch (362378981198) and ICBC Jiaxing Branch (1204060029000134730).

As at 31 May 2021, the closing balance of the designated saving accounts of proceeds of the Company was RMB559,367,334.85 in total, including, among others, the accumulative interest income on bank deposits of RMB2,383,605.31 (bank handling fees exclusive) and wealth management investment income of RMB6,223,002.75. Such balance is expected to be fully utilized by the Company according to its use of proceeds plan for such proceeds by December 2022.

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As at 31 May 2021, the details on the use of proceeds from Public Issuance of A Shares are set out in the APPENDIX I Comparison Table of Use of Proceeds from Public Issuance of A Shares.

As at 31 May 2021, the details on the use of proceeds from Public Issuance of A Share Convertible Corporate Bonds are set out in the APPENDIX II Comparison Table of Use of Proceeds from Public Issuance of A Share Convertible Corporate Bonds.

As at 31 May 2021, the details on the use of proceeds from Proceeds from Non-public Issuance of A Shares are set out in the APPENDIX III Comparison Table of Use of Proceeds from Non-public Issuance of A Shares.

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The previous proceeds actual investment projects of the Company did not change.

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1. *Proceeds from Public Issuance of A Shares*

On 26 April 2020, the Company convened the sixth meeting of the fifth session of the Board, at which the “Proposal on the Replacement of the Self-raised Funds Funded in Advance with Proceeds from the Issuance* (《關於用募集資金置換預先投入的自籌資金的議案》)” was considered and approved. It was approved to replace the self-raised funds of RMB254,384,951.00 initially invested in the proceeds investment project “annual production of 900,000 tons of PV module cover glass project” with proceeds from the issuance. The above investment was audited by Deloitte Touche Tohmatsu Certified Public Accountants LLP, which issued the “Special Audit Report on the Status of Proceeds Investment Project Funded in Advance with Self-raised Funds of Flat Glass Group Co., Ltd. (De Shi Bao (He) Zi (19) No. E00193)* (《關於福萊特玻璃集團股份有限公司以自籌資金預先投入募集資金投資項目情況的專項審核報告》)” (德師報(核)字(20)第E00370號)). As at 31 May 2021, the above replacement of the self-raised funds funded in advance with proceeds from the issuance was completed.

2. *Proceeds from Public Issuance of A Share Convertible Corporate Bonds*

On 15 July 2020, the Company convened the twenty meeting of the fifth session of the Board, at which the “Proposal on the Replacement of the Self-raised Funds Invested in the Proceeds Investment Project in Advance with Proceeds from Convertible Corporate Bonds* (《關於使用可轉債公司債券募集資金置換預先已投入募投項目的自籌資金的議案》)” was considered and approved. It was approved to replace the self-raised funds of RMB68,465,092.00 initially invested in the proceeds investment project “annual production of 750,000 tons of PV module cover glass project” with proceeds from Convertible Corporate Bonds. The above self-raised funds invested in the proceeds investment project in advance was audited by Deloitte Touche Tohmatsu Certified Public Accountants LLP, which issued the “Special Audit Report on the Status of Proceeds Investment Project Funded in Advance with Self-raised Funds of Flat Glass Group Co., Ltd. (De Shi Bao (He) Zi (20) No. E00370)* (《關於福萊特玻璃集團股份有限公司以自籌資金預先投入募集資金投資項目情況的專項審核報告》(德師報(核)字(20)第E00370號))”. As at 31 May 2021, the above replacement of the self-raised funds funded in advance with proceeds from the issuance was completed.

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1. *Proceeds from Public Issuance of A Shares*

Pursuant to the Proposal on Cash Management of Using Idle Proceeds* (《關於使用閑置募集資金進行現金管理的議案》) considered and approved at the third meeting of the fifth session of the Board and the second meeting of the fifth session of the Board of Supervisors held on 22 February 2019, the Company and Anhui Flat Glass were approved to conduct the cash management by using idle proceeds with a total amount of not more than RMB254,384,951.00, including the appropriate purchase of wealth management products (including structured deposits) with high security, good liquidity, and guaranteed capital commitments for a period of not more than 12 months. The cash management period shall be within 12 months from the date of consideration and approval by the Board of the Company. Within the above period and amount, the funds can be recycled. The idle proceeds shall be returned to the account of proceeds after the expiry of the management. The Company and Anhui Flat Glass earned an accumulated investment income of RMB1,499,895.14 through conducting cash management by using idle proceeds. As at 31 May 2021, the wealth management products purchased by the Company and Anhui Flat Glass using idle proceeds were redeemed. The funds from wealth management products and relevant investment income were returned to the designated account of proceeds and fully utilized.

2. *Proceeds from Public Issuance of A Share Convertible Corporate Bonds*

Pursuant to the Proposal on Cash Management of Using Idle Proceeds* (《關於使用閑置募集資金進行現金管理的議案》) considered and approved at the nineteenth meeting of the fifth session of the Board and the fourteenth meeting of the fifth session of the Board of Supervisors held on 24 June 2020, the Company and Anhui Flat Glass were approved to conduct the cash management by using idle proceeds with a total amount of not more than RMB1.35 billion, including the appropriate purchase of wealth management products (including structured deposits) with high security, good liquidity, and guaranteed capital commitments for a period of not more than 12 months. The cash management period shall be within 12 months from the date of consideration and approval by the Board of the Company. Within the above period and amount, the funds can be recycled. The idle proceeds shall be

returned to the account of proceeds after the expiry of the management. As at 31 May 2021, the wealth management products purchased by the Company and Anhui Flat Glass using idle proceeds were redeemed. The accumulative investment income amounted to RMB18,117,910.80. The funds from wealth management products and relevant investment income were returned to the designated account of proceeds.

3. *Proceeds from Non-public Issuance of A Shares*

Pursuant to the Proposal on Cash Management of Using Idle Proceeds from Non-public Issuance of A Shares* (《關於使用非公開發行A股股票閑置募集資金進行現金管理的議案》) considered and approved at the thirtieth meeting of the fifth session of the Board and the twenty-second meeting of the fifth session of the Board of Supervisors held on 19 January 2021, the Company and Anhui Flat Glass were approved to conduct the cash management by using idle proceeds with a total amount of not more than RMB1.5 billion, including the appropriate purchase of wealth management products (including structured deposits) with high security, good liquidity, and guaranteed capital commitments for a period of not more than 12 months. The cash management period shall be within 12 months from the date of consideration and approval by the Board of the Company. Within the above period and amount, the funds can be recycled. The idle proceeds shall be returned to the account of proceeds after the expiry of the management. As at 31 May 2021, the principle protected wealth management products purchased by the Company and Anhui Flat Glass using idle proceeds amounted to RMB650,000,000.00 in total as follows:

RMB					
Investor	Product	Amount	Start Date	End Date	Interest Rate
Bank of China Limited, Jiaxing Branch	Structured deposits	150,000,000.00	29 April 2021	15 June 2021	1.5%-3.3%
Industrial and Commercial Bank of China Limited, Jiaxing Branch	Structured deposits	200,000,000.00	28 April 2021	28 July 2021	3.25%
Industrial and Commercial Bank of China Limited, Jiaxing Branch	Structured deposits	200,000,000.00	28 April 2021	1 June 2021	3.00%
Industrial and Commercial Bank of China Limited, Jiaxing Branch	Structured deposits	100,000,000.00	28 April 2021	1 June 2021	3.00%
Total		650,000,000.00			

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1. *Proceeds from Public Issuance of A Shares*

The annual production of 900,000 tons of PV module cover glass project of the Company was constructed by three phases, of which the first and second phase projects were the proceeds from Public Issuance of A Shares committed investment projects, and were completed in December 2018 and reached the expected usable conditions. The annual committed benefits of the proceeds investment project derived from the annual average benefits when production capacity is fully reached, being sales income of RMB2,235,134,600 (tax inclusive) (sales income of RMB1,910,371,500, tax exclusive) in the “Feasibility Study Report on the Annual Production of 900,000 Tons of PV Module Cover Glass Project of Anhui Flat Solar Glass Co., Ltd.” In accordance with the report, the planned production capacity in the first year after the proceeds investment project is put into operation is 70% of the actual production capacity, therefore, the committed benefits in the first year after the after the proceeds investment project is put into operation is adjusted accordingly to the benefits corresponding to 70% of the average annual committed income when the production is fully reached. 2019 is the first year after the proceeds investment project is put into operation, with the committed benefits of achieving sales income of RMB1,337,260,000 (tax exclusive). In 2019, the actual sales income was RMB1,650,049,000, which realized the committed benefits. In 2020, the actual sales income was RMB1,970,983,700, which realized the committed benefits.

2. *Proceeds from Public Issuance of A Share Convertible Corporate Bonds*

As at 31 May 2021, the Company’s annual production of 750,000 tons of PV module cover glass project was under construction, and did not realize benefits at present.

3. *Proceeds from Non-public Issuance of A Shares*

As at 31 May 2021, the Company’s annual production of 750,000 tons of PV module cover glass phase II project and annual production capacity of 42 million square meters of PV backplane glass project were under construction, and did not realize benefits at present.

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As at 31 May 2021, the Company did not have the unused proceeds from Initial Public Issuance of A Shares.

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As at 31 May 2021, the unused proceeds from Public Issuance of A Share Convertible Corporate Bonds of the Company were RMB76,618,060.70, representing 5.32% of net proceeds. The reason for non-utilization of all proceeds above was that the annual production of 750,000 tons of PV module cover glass project was under construction and partial amount of the project had yet to be occurred or paid.

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As at 31 May 2021, the unused proceeds from Non-public Issuance of A Shares were RMB1,201,342,673.67, representing 48.38% of net proceeds. 上The reason for non-utilization of all proceeds above was that the annual production of 750,000 tons of PV module cover glass phase II project and annual production capacity of 42 million square meters of PV backplane glass project were under construction and partial amount of such projects had yet to be occurred or paid.

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Pursuant to the Resolution on the Plan for the Issuance of H Shares by the Company* (《關於公司發行H股股票方案的議案》) and Resolution on the Grant of Mandate to the Board of Directors of the Company and its Authorized Persons by the General Meeting to Handle Matters, at their Full Discretion, regarding the Issuance of H Shares* (《關於提請股東大會授權公司董事會及其授權人士全權辦理本次發行H股股票具體事宜的議案》) considered and approved at the thirty-second meeting of the fifth session of the Board of Directions of the Company on 5 February 2021, the Company intended to issue not more than 76,000,000 new H Shares. The issuance of new H Shares by the Company is subject to the examination and/or approval of relevant government authorities and regulators including China Securities Regulatory Commission and The Stock Exchange of Hong Kong Limited.

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RMB0'000

Net proceeds	25,438.50	Accumulated net proceeds invested	25,591.75
Net proceeds that changed its use during the reporting period	Nil	Net proceeds used as at 31 May 2021 (note 3)	25,591.75
Ratio of accumulative net proceeds that changed its use	Nil		

		At 31 May 2021		At 31 May 2021		At 31 May 2021		At 31 May 2021		At 31 May 2021	
		RMB0'000		RMB0'000		RMB0'000		RMB0'000		RMB0'000	
1	Annual production of 900,000 tons of PV module cover glass project	Annual production of 900,000 tons of PV module cover glass project	25,438.50	25,438.50	25,591.75	25,438.50	25,438.50	25,591.75	153.25	(note 2)	(note 1)

Note 1: The difference between the actual investment amount and the committed investment amount after fund-raising was the interest income of RMB32,600 generated during the period in which the proceeds were deposited in the special account, and the investment income of RMB1,499,900 earned through conducting the cash management by using idle proceeds.

Note 2: The annual production of 900,000 tons of PV module cover glass project was constructed by three phases, of which the first and second phase projects were the proceeds committed investment projects. The proceeds investment projects were completed in December 2018 and reached the expected usable conditions.

Note 3: As at 31 May 2021, the Company used an accumulative proceeds of RMB255,917,500, including an amount of RMB254,385,000 from self-raised funds to be invested in the proceeds investment project before 11 February 2019, and an amount of RMB1,532,500 from proceeds to be invested in the proceeds investment project after such proceeds were in place.

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1	Annual production of 900,000 tons of PV module cover glass project	76%	Sales income of 191,037.15	N/A	Sales income of 165,004.90	Sales income of 197,098.37	Sales income of 362,103.27	Yes
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Note 1: The annual production of 900,000 tons of PV module cover glass project was constructed by three phases, of which the first and second phase projects were the proceeds committed investment projects. The proceeds investment projects were completed in December 2018 and reached the expected usable conditions. Therefore, the actual benefits for 2018 are not applicable.

Note 2: The annual committed benefits derived from the annual average benefits when production capacity is fully reached, being sales income of RMB2,235,134,600 (tax inclusive) (sales income of RMB1,910,371,500, tax exclusive) in the “Feasibility Study Report on the Annual Production of 900,000 Tons of PV Module Cover Glass Project of Anhui Flat Solar Glass Co., Ltd.” In accordance with the report, the planned production capacity in the first year after the proceeds investment project is put into operation is 70% of the actual production capacity, therefore, the committed benefits in the first year after the after the proceeds investment project is put into operation is adjusted accordingly to the benefits corresponding to 70% of the average annual committed income when the production is fully reached. 2019 is the first year after the proceeds investment project is put into operation, with the committed benefits of achieving sales income of RMB1,337,260,000 (tax exclusive). In 2019, the actual sales income was RMB1,650,049,000, which realized the committed benefits. In 2020, the actual sales income was RMB1,970,983,700, which realized the committed benefits.

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A t 1 In order to regulate the organization and conduct of meetings of holders of A Share Convertible Bonds publicly issued by Flat Glass Group Co., Ltd. (the “**C p t**”), define the rights and obligations of Bondholders’ meetings, and protect the legitimate rights and interests of Bondholders, these Rules are hereby formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Administrative Measures for the Issuance of Securities by Listed Companies, Administrative Measures for Convertible Bonds, Administrative Measures for the Issuance and Trading of Bonds and the Stock Listing Rules of the Shanghai Stock Exchange issued by the China Securities Regulatory Commission (“**C C**”) and other laws, regulations and normative documents and in the light of the actual situation of the Company.

A t 2 Under these Rules, the A Share Convertible Bonds are A Share Convertible Bonds issued according to the A Share Convertible Bonds Prospectus of Flat Glass Group Co., Ltd. on Public Issuance of A Share Convertible Bonds (the “**A C t B p t**”) (the “**A C t B**”); Bondholders are investors who obtain A Share Convertible Bonds through subscription, purchase or other lawful means.

A t 3 A Bondholders’ meeting shall be constituted by all Bondholders in accordance with these Rules. A Bondholders’ meeting shall be called and held in accordance with the procedures stipulated in these Rules, and shall consider and vote on matters falling within the scope of authority prescribed by these Rules according to law.

Bondholders shall cooperate with the relevant work of the convener of the Issuer’s Board Meeting or the Trustee’s Meeting, actively participate in the Bondholders’ Meeting, considerate the resolutions at the meeting, exercise their voting rights, cooperate in promoting the implementation of the resolutions effective at the Bondholders’ Meeting, and safeguard their own legitimate rights and interests in accordance with laws and regulations. Bondholders attending the Meeting shall ensure that they still hold the convertible bonds at the time of voting at the Meeting and shall not use the relevant information obtained by attending the Meeting to engage in illegal and rule-breaking activities such as insider trading, market manipulation, tunneling and securities fraud to the detriment of the legitimate rights and interests of other bondholders. In case that the bondholders attending the Meeting violate the above commitments and cause losses to other bondholders, they shall bear the corresponding liability for compensation.

A t 4 A resolution considered and adopted at a Bondholders’ meeting in accordance with these Rules shall be equally binding on all Bondholders (including all Bondholders who attended the meeting, didn’t attend the meeting, voted against the resolution or abstained from voting, non-voting and holders to whom A Share Convertible Bonds are transferred after the adoption of the resolution).

The relevant provisions of these Rules shall not apply if the bondholders exercise their rights individually. The exercise of rights by bondholders individually shall not contradict the resolution adopted at the Bondholders’ Meeting.

The Bondholders at the Meeting may vote on matters related to the interests of all Bondholders, but shall not interfere with the normal business operations of the Company.

On matters within the terms of reference of the Bondholders' Meeting as stipulated in these Rules, Bondholders shall safeguard their own interests through the Bondholders' Meeting; on other matters, Bondholders shall exercise their rights and safeguard their own interests in accordance with laws, administrative regulations and the provisions of the Convertible Bonds Prospectus.

A. t. 5 By subscribing for, trading, receiving, inheriting or otherwise acquiring A Share Convertible Bonds, investors shall be deemed to have accepted all the provisions of these Rules and agreed to be bound by these Rules.

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At 6 Rights of holders of A Share Convertible Bonds

- (1) Participate or appoint a proxy to participate in the Bondholders' Meeting and exercise voting rights in accordance with relevant laws, administrative regulations and other provisions;
- (2) Convert the A Share Convertible Bonds held by him or her into A shares of the Company according to the terms and conditions set out in the A Share Convertible Bonds Prospectus;
- (3) Exercise a put option according to the terms and conditions set out in the A Share Convertible Bonds Prospectus;
- (4) Transfer, give as a gift or pledge the A Share Convertible Bonds held by him or her in accordance with the provisions of applicable laws and administrative regulations and the Articles of Association;
- (5) Obtain relevant information in accordance with the provisions of applicable laws and the Articles of Association;
- (6) Require the Company to pay principal and interest on A Share Convertible Bonds within the time limit and in the manner stipulated in the A Share Convertible Bonds Prospectus;
- (7) Attend and vote at a Bondholders' meeting, either in person or by proxy, in accordance with the relevant provisions of applicable laws, administrative regulations, etc.

A.7 Obligations of a holder of A Share Convertible Bonds

- (1) Comply with the relevant provisions of the terms and conditions of A Share Convertible Bonds;
- (2) Pay for the A Share Convertible Bonds he/she/it has subscribed for;
- (3) Comply with valid resolutions adopted at Bondholders' meetings;

- (4) Except as otherwise provided by applicable laws or regulations or the A Share Convertible Bonds Prospectus, shall not require the Company to pay principal and interest on A Share Convertible Bonds in advance;
- (5) Other obligations prescribed by applicable laws and administrative regulations and the Articles of Association.

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A t 8 During the life of the Convertible Bonds, the Bondholders' Meeting shall consider and decide on matters that are materially related to the interests of the Bondholders of the Convertible Bonds in accordance with the scope of authority agreed in Article 9 of these Rules.

Except for the matters agreed in Article 9 of these Rules, the Trustee's performance of the Trustee's duties in accordance with the Bond Trusteeship Agreement in order to safeguard the interests of the Bondholders of the Convertible Bonds does not require separate authorization from the Bondholders' Meeting.

A t 9 The scope of authority of a Bondholders' meeting is as follows:

- (1) When the Company proposes to change a scheme agreed upon in the A Share Convertible Bonds Prospectus, decide whether to accept the proposal. But a Bondholders' meeting may not adopt a resolution exempting the Company from paying principal and interest on A Share Convertible Bonds, changing the interest rate and maturity of A Share Convertible Bonds or canceling the call or put provision in the A Share Convertible Bonds Prospectus;
- (2) When the Company fails to pay principal and interest on A Share Convertible Bonds on time, decide whether to accept relevant solutions, decide whether to compel the Company and the underwriter (if any) to repay principal and interest on A Share Convertible Bonds through legal and other proceedings, or decide whether to participate in the restructuring, settlement, reorganization or bankruptcy proceedings;
- (3) When the Company proposes to reduce its capital (except for capital reductions resulting from the repurchase of shares for an equity incentive plan and repurchase and logout of part of restrictive incentive shares), merge, divide itself, taken over, close the business, dissolve itself or file for bankruptcy, decide on whether to accept the proposal and decide on schemes in which Bondholders are legally entitled to participate;
- (4) When there is an event that has a material impact on the rights and interests of Bondholders, decide on schemes in which Bondholders are legally entitled to participate;
- (5) It is proposed to change the bond trustee or the main contents of the Bond Trusteeship Agreement;
- (6) Decide on the amendment of these Rules to the extent permitted by law;

- (7) Other circumstances in which applicable laws, administrative regulations and normative documents stipulate that the Bondholders' meeting shall adopt a resolution.

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Article 10 A Bondholders' meeting shall be called and presided over by the Board and Trustee. The Board shall hold a Bondholders' meeting of Bondholders within 30 days from the date of submission or receipt of a proposal to convene a Bondholders' meeting. A notice of the meeting shall be given to all Bondholders and other interested persons 15 days before the meeting, and the notice shall be published in at least one kind of media designated for information disclosure by listed companies. The notice of the meeting shall state matters such as the specific time, place and content of the meeting, the specific way the meeting is to be conducted, etc. These matters shall be determined by the Board and Trustee.

Article 11 During the life of A Share Convertible Bonds, the Board shall called a Bondholders' meeting if any of the following occurs:

- (1) The Company intends to change the terms of the A Share Convertible Bonds Prospectus;
- (2) The Company fails to pay principal and interest on A Share Convertible Bonds on time;
- (3) The Company reduces its capital (except for capital reductions resulting from the repurchase of shares for an equity incentive plan and repurchase and logout of restrictive incentive shares), merges, divides itself, taken off, close the business, dissolves itself or files for bankruptcy;
- (4) Amendment of the rules of procedure for meetings of holders of A Share convertible bonds;
- (5) Other events that have a material impact on the rights and interests of Bondholders;
- (6) It is proposed to change the bond trustee or the main contents of the Bond Trusteeship Agreement;
- (7) Other matters that should be considered and decided upon by a Bondholders' meeting as required by applicable laws or administrative regulations, the CSRC, the Shanghai Stock Exchange or these Rules.

Article 12 The following bodies or persons may propose the holding of a Bondholders' meeting in writing:

- (1) Board;
- (2) Trustee;

extraordinary resolution, the proportion of bonds held by the Bondholder or Bondholders and the content of the additional proposal. The supplementary notice shall be published in the same designated media in which the notice of the meeting was published.

Subject to the foregoing, the convenor shall not amend proposals set out in the notice of the meeting or add any new proposal after giving notice of the Bondholders' meeting. A proposal not specified in the notice of the Bondholders' meeting (including the supplementary notice for the addition of an impromptu proposal) or a proposal that does not meet the requirements of these Rules shall not be voted and decided upon.

A t 22 A Bondholder may attend and vote at a Bondholders' meeting in person or by proxy. Travel, accommodation and other expenses incurred by the Bondholder or his or her proxy in connection with attending the Bondholders' meeting shall be borne by the Bondholder.

As the bond issuer, the Company can attend a Bondholders' meeting and submit a proposal for discussion and decision at the meeting, but has no right to vote. Bondholders who are shareholders holding no less than 5% of the Company's shares, or related parties of such shareholders, the Company

A. t. 29 The convenor shall produce an attendees' sign-in sheet. The sign-sheet shall contain the names, ID numbers and residential addresses of Bondholders or proxies attending the meeting, the face value of A Share Convertible Bonds with voting rights held or represented by them, and the numbers of their securities account cards or relevant information on other documents prescribed by applicable law.

Registration for the meeting shall end before the chairperson announces the number of Bondholders and proxies attending the meeting and the total number of A Share Convertible Bonds held or represented by them.

A. t. 30 The following institutions and persons may attend the Bondholders' Meeting: the bond issuer (i.e. the Company) or its authorized representative, directors, supervisors and senior managers of the Company and other important related parties of the Convertible Bonds as agreed by the presiding officer of the Meeting. The above-mentioned persons or related parties are entitled to give explanations on relevant matters at the Bondholders' Meeting. Except in the case where such persons or related parties are entitled to vote by virtue of holding the Convertible Bonds of the Company, such persons or related parties shall not have the right to vote when they are present at the Bondholders' Meeting.

A. t. 31 The chairperson of a Bondholders' meeting has the power to adjourn, reconvene and change the place of the meeting after the meeting adopts a resolution to that effect. The chairperson shall change the time and place of the meeting according to the resolution. The reconvened meeting after such adjournment shall not decide on matters outside the scope of the original proposals.

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A. t. 32 Each proposal submitted to a meeting shall be voted on by Bondholders present at the meeting who are entitled to attend Bondholders' meetings or their duly authorized proxies. Each outstanding bond (with a face value of RMB100) entitles the holder to one vote.

A. t. 33 Matters to be considered as set out in the notice of the meeting or the different elements

A. t. 35 The following Bondholders may attend a Bondholders' meeting, submit a proposal for discussion and express their opinions at the meeting, but have no right to vote, and the A Share Convertible Bonds they represent do not count towards the number of A Share Convertible Bonds held by Bondholders attending the meeting.

- (1) Bondholders who are shareholders holding no less than 5% of the Company's shares;
- (2) Related parties of such shareholders, the Company and the underwriter (if any).

A. t. 36 A meeting shall have two scrutineers, who are responsible for counting votes and scrutinizing the voting process. The scrutineers shall be nominated by the chairperson and shall be Bondholders (or proxies) present at the meeting. Bondholders who are related to the Company and their proxies shall not act as scrutineers.

For each matter considered, at least two Bondholders (or proxies) shall count the votes jointly with an authorized representative of the Company, and the counters shall announce the voting results on the spot. The lawyer is responsible for witnessing the voting process.

A. t. 37 The chairperson of a Bondholders' meeting shall confirm whether a resolution has been adopted at the meeting based on the voting results, and announce the voting results at the meeting. The results of the vote on a resolution shall be included in the minutes of the meeting.

A. t. 38 If the chairperson of a Bondholders' meeting has any doubts about the outcome of the vote on a resolution, he or she may recount the votes cast; if the chairperson hasn't proposed a recount and a Bondholder (or proxy) present at the meeting disagrees with the results announced by the chairperson, he or she shall have the right to request a recount immediately after the announcement of the results of the vote, and the chairperson shall promptly organize a recount.

A. t. 39 Except as otherwise provided herein, a resolution is only validly passed at a

Where any resolution relating to A Share Convertible Bonds that leads to a change in rights and obligations between the Company and Bondholders, unless any law, regulation or departmental rule or the A Share Convertible Bonds Prospectus expressly stipulates that resolutions adopted at Bondholders' meetings are binding on the Company:

- (1) If the resolution is proposed by Bondholders, it shall be binding on the Company and all Bondholders after it has passed at the Bondholders' meeting and been approved in writing by the Company;
- (2) If the resolution is proposed by the Company, it shall be binding on the Company and all Bondholders after it has passed at the Bondholders' meeting.

A t 41 The convener of the Bondholders' Meeting shall announce the resolution in the media designated by the regulatory authority within 2 trading days after the date of the resolution of the Bondholders' Meeting.

A t 42 Minutes shall be taken at Bondholders' meetings. The minutes of a Bondholders' meeting record the following:

- (1) The time, place, agenda and name of the convenor of the meeting;
- (2) The names of the chairperson, persons attending the meeting, the lawyer who witnessed at the meeting, the scrutineers and the counters;
- (3) The number of Bondholders and proxies present at the meeting, the number of A Share Convertible Bonds with voting rights represented by Bondholders and proxies present at the meeting and that number as a percentage of the total number of A Share Convertible Bonds;
- (4) The key points of remarks made about each matter considered;
- (5) The results of each vote;
- (6) Bondholders' inquiries and suggestions and answers or explanations provided by the Company's directors, supervisors or senior managers;
- (7) Other contents that should be included in the minutes as required by applicable laws, administrative regulations or normative documents and that the meeting concludes should be included in the minutes.

A t 43 The convenor and chairperson of a Bondholders' meeting shall ensure that the contents of the minutes of the meeting are true, accurate and complete. The minutes of a Bondholders' meeting shall be signed by the chairperson, the convenor (or his or her representative), the minute taker and the

A t 44 The convenor of a Bondholders' meeting shall ensure that the meeting continues until all matters have been decided upon. If the meeting is suspended, cannot be held normally or cannot adopt resolutions due to force majeure, an unexpected event or any other reason, the convenor shall take necessary measures to resume the meeting as soon as possible or terminate the meeting directly, and make a public announcement to that effect in a timely manner. Meanwhile, the convenor shall report the matter to the CSRC's local office and the Shanghai Stock Exchange. The convenor shall take measures to stop the acts of interfering with the meeting, picking quarrels and provoking troubles and infringing on the legitimate rights and interests of Bondholders and report them to the relevant departments for investigation and punishment in a timely manner.

A t 45 The Board shall strictly implement resolutions adopted at Bondholders' meetings, communicate with relevant entities about the content of relevant resolutions on behalf of Bondholders in a timely manner, and supervise the specific implementation of resolutions adopted at Bondholders' meetings.

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A t 46 Where any applicable law, administrative regulation or normative document contains explicit provisions with regard to rules of procedure for meetings of holders of A Share Convertible Bonds, such provisions shall prevail. These Rules shall not be changed except with the consent of the Company and unless the change is approved by a resolution passed by a Bondholders' meeting.

A t 47 Public announcements under these Rules shall be made through the website of the Shanghai Stock Exchange and the media for information disclosure designated by the Company.

A t 48 The terms "no less than" and "within" herein shall be inclusive, while the terms "more than half", "below" and "exceeding" shall be exclusive.

A t 49 For the purpose of these Rules, "outstanding A Share Convertible Bonds" shall refer to all A Share Convertible Bonds issued except the following bonds:

- (1) Bonds for which the principal and interest have been paid in full;
- (2) Matured bonds for which the Company has deposited the funds, to be disbursed by the paying agent to Bondholders for payment of any interest and principal payable by the principal payment date under the terms of the A Share Convertible Bonds;
- (3) Bonds that have been converted into the Company's A shares;
- (4) Bonds that the Company has repurchased and canceled according to the agreement.

A. t. 50 Disputes over the legality and validity of the procedures for calling, holding and voting at Bondholders' meetings, as well as of resolutions shall be resolved through litigation in the competent people's court of the place where the Company is domiciled.

A. t. 51 These rules shall become effective on the date of issuance of A Share Convertible Bonds after they have been examined and approved at a generate meeting of shareholders of the Company.

A				AC					A		CA	B		B	C
				A	C		A	A	C		B	B		C	A
				A	C	A		CA		A		A		A	B

Flat Glass Group Co., Ltd. (the “**C**”, “**t**” or “**C**”) intends to apply for a Public Issuance (the “**pt**”) of A Share Convertible Bonds (the “**C**”) to raise no more than RMB4,000 million (inclusive). According to the Opinions of the General Office of the State Council on Further Strengthening the Protection of the Legitimate Rights and Interests of Small and Medium-sized Investors in the Capital Market (Guo Ban Fa [2013] No. 110)* (國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見(國辦發[2013]110號)), the Guiding Opinions on Matters Concerning the Dilution of Immediate Return in Initial Public Offering, Refinancing and Material Asset Restructuring (CSRC Announcement [2015] No. 31)* (關於首發及再融資、重大資產重組攤薄即期回報有關事項的指導意見(證監會公告[2015]31號)) and other relevant documents, the Company has analyzed the possible impact of the Public Issuance on the interests of ordinary shareholders and immediate return, and put forward specific remedial measures based on the actual situations. Relevant entities have committed themselves to the effective implementation of the Company’s measures for remedial returns. The details are as follows:

				AC					A		CA	B		B	C
				A	C		A	A	C		B	B		C	A
				A	C	A		CA		A		A		A	B

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The following assumptions are only used for the measurement of the impact of the Public Issuance on the Company’s key financial indicators and do not represent the Company’s judgment about operating conditions in 2021 and 2022, nor do they constitute a profit forecast. Investors should not make investment decisions based on these assumptions. The Company shall not be liable to investors for any losses resulting from investment decisions made based on these assumptions:

1. Assume that there are no significant changes in the macroeconomic environment, industrial policies, industry development, product market conditions and the Company’s operating environment.
2. Assume that the Company completes the Public Issuance by the end of December 2021. The issuance time is only an estimate and the actual time when the Public Issuance is completed after approval by the CSRC shall be final.
3. The A Share Convertible Bonds issued have a maturity of six years. Assume that all the bonds have been converted into shares as at 30 June 2022 and that all the bonds remain outstanding as at 31 December 2022, respectively. The conversion completion time is only an estimate. The actual time when holders of the A Share Convertible Bonds complete the conversion shall be final.

A				AC					A		CA	B	B	C
				A	C	A	A	C	B	B		C	A	'
		A	C	A	CA	A			A	A	A	B	C	A

4. The net profit attributable to owners of the parent and the net profit attributable to owners of the parent after deducting non-recurring gains and losses is RMB1,628,783,787.63 and RMB1,619,338,682.64 in 2020, respectively. Assume that the net profit attributable to owners of the parent and the net profit attributable to owners of the parent after deducting non-recurring gains and losses each grow 0%, 10% and 20% in 2021 and 2022, respectively. The assumption is only used to calculate the impact of the public issuance of A Share Convertible Bonds on the Company's key financial indicators and does not represent the Company's judgment about operating conditions and trends in 2021 and 2022, nor does it constitute a profit forecast for the Company.
5. Assume that the total amount of proceeds from the Public Issuance is RMB4,000 million, without considering the impact of issue costs. The actual amount of proceeds from the Public Issuance will be finally determined according to regulatory approval, subscriptions and issue costs.
6. Assume that the conversion price of the A Share Convertible Bonds is RMB32.58 per share calculated based on the principle of the average price of the first twenty trading days of the Company's A shares as of the date of announcement of the Resolution of the Third Meeting of the Sixth Session of the Board of Directors, and the average price of the previous trading day as of the date of announcement of the Resolution of the Third Meeting of the Sixth Session of the Board of Directors, whichever is higher. The conversion price is only a simulated price, only used to calculate the impact of the dilution of immediate returns caused by the public issuance of A Share Convertible Bonds on key financial indicators. The final initial conversion price will be determined by the Board of Directors based on market conditions prior to the public issuance of A Share Convertible Bonds upon authorization by the shareholders' general meeting, and may be subject to ex-right or ex-dividend adjustments or downward revisions.
7. Assume that the partial incentive under the Company's 2020 Equity Incentive Plan is completed in July 2021, no conversion into share capital and distribution of dividend in shares will take place in 2021 and 2022, no consideration is given to the impact of dividend payment on the conversion price, nor the impact of the issuance of new foreign shares offered and listed overseas (H shares) on the Company's share capital.

A				AC					A		CA	B	B	C
				A	C	A	A	C	B	B		C	A	'
		A	C	A	CA	A			A	A	A	B	C	A

8. The Company's profit distribution plan for 2020 is as follows: The profit distribution is based on the Company's total share capital of 2,146,193,254 shares before the implementation of the plan, and a cash dividend of RMB1.50 (including tax) will be paid to all shareholders of the Company for every 10 shares, which makes a total cash dividend of RMB321,928,988.10 (including tax). The profit distribution plan was approved at the 2020 annual general meeting of the Company on 20 May 2021 and will be completed in June 2021.
9. The Company's 2020 non-public offering of 84,545,147 A shares will be listed on 18 January 2021. Consideration is given to the effect of the conversion and early redemption of the "Flat Convertible Bonds" in 2021 and the release of the 2020 Equity Incentive Shares.

Equity attributable to owners of the parent company as of 31 December 2021 = Equity attributable to owners of the parent company at the beginning of the period in 2021 + Increase in equity attributable to owners due to the non-public offering of A shares in 2020 + Increase in equity attributable to owners due to the equity incentive shares released in 2020 + Net profit attributable to owners of the parent company in 2021 + Increase in equity attributable to owners due to the conversion of the A Share Convertible Bonds – The amount of cash dividends in 2020.

Equity attributable to owners of the parent company as of 31 December 2022 = Equity attributable to owners of the parent company at the beginning of the period in 2022 + Net profit attributable to owners of the parent company in 2022 + Increase in owner's equity due to the release of equity incentive shares in 2020 and 2021.

10. Assume that the impact of proceeds from the Public Issuance on the Company's production, operation and financial position (e.g. operating income and investment income) shall not be considered.
11. The impacts of bank interest accrued on unused portions of proceeds and interest charges on convertible bonds shall not be considered.

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	2022/31	2022	A t
	A t	30	2022
31	2022	A t	
2021/	A t		
31	2021	t	t

Total share capital ('0,000 shares)	214,689.33	214,689.33	226,966.80
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Scenario 1: assume that annual increase rate of the net profit attributable to the owners of parent company and the corresponding net profit attributable to the owners of parent company after deduction of non-recurring gains and losses in 2011 and 2022 is 0%.

Net profit attributable to shareholders of the Listed Company (RMB'0,000)	162,878.38	162,878.38	162,878.38
Net profit attributable to shareholders of the Listed Company after deduction of non-recurring gains/losses (RMB'0,000)	161,933.87	161,933.87	161,933.87
Basic earnings per share (RMB/share)	0.76	0.76	0.74
Diluted earnings per share (RMB/share)	0.76	0.76	0.74
Basic earnings per share after deduction of non-recurring gains/losses (RMB/share)	0.76	0.76	0.73
Diluted earnings per share after deduction of non-recurring gains/losses (RMB/share)	0.76	0.75	0.73
Weighted average return on net assets (%)	15.39	12.74	11.29
Weighted average return on net assets after deduction of non-recurring gains/losses (%)	15.30	12.68	11.23

	2022/31		2022	
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	2021/	2022	A t	
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Scenario 2: assume that annual increase rate of the net profit attributable to the owners of parent company and the corresponding net profit attributable to the owners of parent company after deduction of non-recurring gains and losses in 2021 and 2022 is 10%.

Net profit attributable to shareholders of the Listed Company (RMB'0,000)	179,166.22	197,082.84	197,082.84
Net profit attributable to shareholders of the Listed Company after deduction of non-recurring gains/losses (RMB'0,000)	178,127.26	195,939.98	195,939.98
Basic earnings per share (RMB/share)	0.84	0.92	0.89
Diluted earnings per share (RMB/share)	0.84	0.92	0.89
Basic earnings per share after deduction of non-recurring gains/losses (RMB/share)	0.83	0.91	0.89
Diluted earnings per share after deduction of non-recurring gains/losses (RMB/share)	0.83	0.91	0.89
Weighted average return on net assets (%)	16.79	15.02	13.35
Weighted average return on net assets after deduction of non-recurring gains/losses (%)	16.71	14.95	13.28

	2022/31		2022	
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	2021/	2022	A t	
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Scenario 3: assume that annual increase rate of the net profit attributable to the owners of parent company and the corresponding net profit attributable to the owners of parent company after deduction of non-recurring gains and losses in 2021 and 2022 is 20%.

Net profit attributable to shareholders of the Listed Company (RMB'0,000)	195,454.05	234,544.87	234,544.87
Net profit attributable to shareholders of the Listed Company after deduction of non-recurring gains/losses (RMB'0,000)	194,320.64	233,184.77	233,184.77
Basic earnings per share (RMB/share)	0.91	1.09	1.06
Diluted earnings per share (RMB/share)	0.91	1.09	1.06
Basic earnings per share after deduction of non-recurring gains/losses (RMB/share)	0.91	1.09	1.06
Diluted earnings per share after deduction of non-recurring gains/losses (RMB/share)	0.91	1.09	1.06
Weighted average return on net assets (%)	18.18	17.41	15.52
Weighted average return on net assets after deduction of non-recurring gains/losses (%)	18.09	17.33	15.44

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2. Distributed PV power generation construction project

In the Project, a 203.65Mwp distributed PV power station will be built at Anhui Flat Solar Glass Co., Ltd. Upon completion of the Project, the installed capacity of PV power generation will reach 203.65Mwp and the annual average power generation capacity is expected to exceed 18,798KWh, with all the power generated being used in the Company's production base in Anhui. The Project is an extension and expansion of the Company's existing main business based on consideration of national industrial policies, industry development trends and the Company's current operating conditions. The implementation of the Project is in line with the development direction of "peak emission and carbon neutrality" in China and is a positive response to the goal of "peak emission and carbon neutrality" in China, which is conducive to improving the existing energy consumption structure, reducing costs and increasing efficiency, realizing the unification of economic and social benefits, and promoting the sustainable development of the Company.

3. Annual production of 15 million square meters of solar PV ultra-white glass technical transformation project

The technical reform project will be implemented with a focus on the Company's main business. By renovating the production line with an annual capacity of 15 million square meters of solar PV ultra-white glass, the production hardware base of the Company will be comprehensively improved. The completion of the technical reform will not only further improve the Company's production efficiency and reduce energy consumption, but also produce large size and ultra-thin ultra-high transparent PV glass to meet the market demand, enhance the Company's product market competitiveness and guarantee corporate sustainable development.

4. Supplementary of working capital project

Supplementary of working capital project is conducive to relieving the Company's capital pressure, meet the Company's sustainable and healthy development of business, provide guarantee for the Company's continuous business development, enhance the Company's competitiveness, and reduce the Company's business risks.

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1. Personnel reserve

The Company is currently the leading PV glass manufacturing enterprise in China. After years of deep development in the industry, it has cultivated and formed a leadership team that is proficient in management and technology and has strategic vision. At the same time, it has developed a large number of professional and technical personnel and production and operation teams with solid theoretical knowledge and rich practical experience, laying a solid foundation for the sustainable development of the Company.

The Company has already reserved sufficient core technology and production personnel to meet the implementation of the proceeds investment projects. In the future, with the gradual construction and production of the projects, the Company will reserve sufficient human resources for the implementation of the proceeds investment projects by adhering to the principle of introduction and training of talents based on needs.

2. Technical reserve

After years of rapid development, the Company is currently an industrial leader in key technologies such as formula, process and self-explosion rate control of PV glass, and is one of the makers of China’s PV glass industry standards.

As early as 2006, the Company became the first domestic enterprise to break the monopoly of international giants on PV glass technology and market through independent research and development, and successfully realized the localization of PV glass. In 2008, the Company’s PV glass was tested and used by the Japanese company Sharp (a world-renowned photovoltaic cell module company), and its product quality reached the same level as that of the internationally renowned PV glass manufacturers including AGC, Pilkington and Saint-Gobain. At the same time, the Company is also the first in China and the fourth in the world to pass Switzerland’s SPF certification.

At present, the Company has obtained more than 100 patents related to PV glass, and also won the National Key New Product Award issued by the Ministry of Science and Technology. The Company has the industry-leading technical strength and provides reliable technical guarantee for the implementation of the Issuance.

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3. *Market reserve*

There is a higher barrier to entry the industry, since large PV module manufacturers place a high premium on the evaluation of suppliers and their requirements for suppliers' comprehensive strength and industry experience are higher, and the process of getting PV panel products certified by authoritative bodies in export countries is time-consuming and expensive. Therefore, once a PV glass manufacturer successfully makes it onto the list of qualified suppliers of large PV module, the two sides will reach a more stable and lasting partnership. Over the years, the Company has accumulated a wealth of industry experience and customer resources, and secured a leading position in the industry. In result, "Flat" has developed itself into a well-known brand recognized by the majority of customers.

Since its inception, the Company has been committed to PV glass production, research and development, and sales, and accumulated a wealth of industry experience and strong technical strength. Thanks to its industry-leading product quality and performance as well as overwhelming word-of-mouth and certain presence, "Flat" has also become a well-known brand recognized by customers. Through the development in recent years, the Company has established stable sales channels and long-term cooperative relationships with many world-renowned PV module manufacturers, such as Longi, JinkoSolar, Hanwha Group, Risen Energy, etc., and has been highly recognized by customers.

Abundant customer resources ensure the digestion of the Company's production capacity, which can help the Company's new products to quickly establish market advantages and reduce market risks. This is conducive to the Company's healthy and ongoing development, and provides a reliable guarantee for the proceeds investment projects under the Issuance.

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In order to improve and perfect the Company's scientific, continuous and stable dividend decision-making and supervision mechanism, increase the transparency and operability of profit distribution decision-making, actively provide return to investors, and guide investors to set up long-term and rational investment concepts, the Company has formulated the Shareholder Dividend Distribution Plan for the Next Three Years (2021–2023) of Flat Glass Group Co., Ltd. to establish a sound and effective shareholder return mechanism in accordance with the Notice on Further Implementation on Matters Related to Cash Dividends of Listed Companies* (關於進一步落實上市公司現金分紅有關事項的通知) and Guidelines No. 3 on the Supervision and Administration of Listed Companies – Distribution of Cash Dividends of Listed Companies (CSRC Announcement [2013] No.43)* (上市公司監管指引第3號 – 上市公司現金分紅 (證監會公告[2013]43號)) issued by CSRC. After the completion of the Issuance, the Company will actively promote the distribution of profits to shareholders in accordance with laws and regulations and on the premise of meeting the conditions for profit distribution, so as to effectively maintain and increase the returns to shareholders.

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In accordance with the Company Law, the Securities Law and other laws and regulations, the Company will continuously improve the corporate governance structure and the operation standards, so as to ensure that shareholders can fully exercise their rights; that the board of directors and the general meeting can exercise their respective statutory functions and powers and make scientific, rapid and prudent decisions in accordance with the laws, regulations and the Articles of Association; that all special committees under the board of directors and independent directors can conscientiously perform their duties; and that the board of supervisors can effectively perform their supervisory duties, safeguard the overall interests of the Company, especially the legitimate rights and interests of small and medium shareholders; and that institutional guarantee is provided for the development of the Company.

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2. From the date of the commitment to the completion of the Company's public issuance of A Share Convertible Bonds, if the CSRC makes other new regulatory requirements for remediable measures and their commitments, and the above commitments fail to satisfy the requirements of the CSRC, the Controlling Shareholders and de facto controllers commit that they will issue a supplementary commitment in accordance with the latest requirements of the CSRC.
3. Promise to earnestly implement the relevant remedial measures and any commitments they have made regarding the remedial measures, and they are willing to bear the compensation responsibility to the Company or investors according to laws in case of violation of these commitments which causes losses to the Company or investors.

For the purpose of completion of the public issuance of A Share Convertible Bonds in an efficient and orderly manner, according to the relevant provisions of the Company Law, the Securities Law and other relevant laws and regulations and the Articles of Association, the Board of the Company proposed at the Shareholders' general meeting of the Company to authorize the Board and its authorized persons to exercise the full power to deal with all matters relating to the public issuance of A Share Convertible Bonds under the frameworks and principles considered and approved at the Shareholders' general meeting, including but not limited to the following:

- (1) Make appropriate amendments, adjustments and additions to the Issuance Plan and terms of issuance to the extent permitted by relevant laws, regulations and the Articles of Association and in accordance with the opinions of regulatory authorities and in the light of the actual situation of the Company; specify the Issuance Plan and terms of issuance before the issue, and formulate and implement the final plan for the issue, including but not limited to determining or adjusting the issue size, the method of issue, target subscribers and the percentage of the issue reserved for preferential subscription for original Shareholders, determining the initial conversion price, amending the conversion price, matters related to redemption, bond interest rates and underwriting, stipulating the rights of bondholders' meetings, the procedures for holding bondholders' meetings and the conditions that must be met in order for a resolution to take effect, amending the rules of procedure for bondholders' meetings, determining the time of issuance, adding dedicated accounts for proceeds, signing tripartite agreements for the supervision of deposits in dedicated accounts for proceeds and all other matters related to the Issuance Plan;
- (2) Make a comprehensive judgment according to judged90(matters)hggeneralalerjngbe

- (4) Hire intermediaries to handle work related to the issue and listing, including but not limited to producing, modifying and submitting documents as required by regulatory authorities, and decide on the payment of remuneration to intermediaries and other relevant matters;
- (5) Modify relevant provisions in the Articles of Association in due course according to the status of the issue and conversion of A Share convertible bonds, and handle matters such as industrial and commercial filing, registration for changes in registered capital, listing of A Share convertible bonds, and adjustment of dedicated accounts for proceeds;
- (6) If regulatory authorities have changed policies and review requirements for the issuance of A Share convertible bonds or market conditions have changed, except for matters that must be

In order to further enhance the transparency of the cash dividends of Flat Glass Group Co., Ltd. (the “Company”), strengthen the Company’s awareness of returning Shareholders, improve and perfect the Company’s dividend decision-making and supervision mechanism, maintain the continuity and stability of the profit distribution policy, and protect the legitimate rights and interests of investors in order to facilitate investors to form stable returns expectations, in accordance with the provisions of relevant laws and regulations and regulatory documents such as the Opinions of the China Securities Regulatory Commission on Further Promoting the IPO System Reform (CSRC Announcement [2013] No. 42)* (《中國證監會關於進一步推進新股發行體制改革的意見》(證監會公告[2013]42號)), Notice on Further Implementation on Matters Related to Cash Dividends of Listed Companies (Zheng Jian Fa [2012] No. 37)* (《關於進一步落實上市公司現金分紅有關要求的通知》(證監發[2012]37號)) and Guidelines No. 3 on the Supervision and Administration of Listed Companies – Distribution of Cash Dividends of Listed Companies* (《上市公司監管指引第3號 – 上市公司現金分紅》), and with comprehensive consideration of the Company’s actual situation such as profitability, operation development planning, Shareholder returns and cash flow, the Company has formulated the Shareholder Dividend Distribution Plan for the Next Three Years (2021-2023) of Flat Glass Group Co., Ltd. (the “Plan”), and the specific contents are as follows:

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Focusing on the long-term planning and sustainable development of the Company and on the basis of comprehensive analysis of the Company’s industry characteristics, development strategy and operation plan, Shareholder requirements and willingness, the Company fully considered our actual situation and development plan, capital demand of project investment, current and future profitability, cash flow status and external financing environment, and established a Shareholder dividend distribution plan for the investors’ continuous, stable and scientific return mechanism, so as to make institutional arrangements of profit distribution for the purpose of maintaining the continuity and stability of profits distribution policy.

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The Company implements a continuous and stable profit distribution policy, and the Company’s profit distribution attaches importance to the reasonable return on investment for the investors and takes into account the sustainable development of the Company.

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The Company shall at least simultaneously satisfy the following conditions when it intends to implement cash dividend:

- (1) the distributable profit (i.e. the after-tax profit after the Company makes up the loss and withdraws the housing accumulation fund) of the Company in the current year is positive, and the Company is flush with cash, and the implementation of cash dividend will not affect the subsequent continuous operation of the company;
- (2) the audit institution shall issue a standard unqualified audit report on the Company's annual financial report;
- (3) the Company has no major investment plan;
- (4) the Company's cash dividends will not violate laws, regulations, rules, governmental normative documents, applicable rules and binding agreements and documents of the Company or its subsidiaries.

The Board shall, taking into account the characteristics of the industry, the stage of development, its own business model, profitability and significant capital expenditure arrangements and other factors, distinguish the following situations and put forward differentiated cash dividend policies:

- (1) if the Company is in the mature stage of development and there is no significant capital expenditure arrangement, the minimum proportion of cash dividends in the profit distribution shall reach 80% at the time of distributing profits;
- (2) if the Company is in the mature stage of development and there is a significant capital expenditure arrangement, the minimum proportion of cash dividends in the profit distribution shall reach 40% at the time of distributing profits;
- (3) if the Company is in the growth stage of development and there is a significant capital expenditure arrangement, the minimum proportion of cash dividends in the profit distribution shall reach 20% at the time of distributing profits.

If the Company's development stage is difficult to distinguish while there is a significant capital expenditure arrangement, it can be handled in accordance with the provisions of the preceding paragraph.

If the Company is currently in the growth stage, the conditions of cash dividends are as follows: if the Company makes profits in the current year and it still has profits for distribution after making up for loss and drawing housing accumulation fund and surplus accumulation fund in accordance with the law, the Company should carry out cash dividend; the profit distribution of the Company shall not exceed the scope of accumulated distributable profit, and the profit distributed in cash in a single year shall not be less than 20% of the distributable profit realized in the current year if there is no major investment plan or major cash expenditure.

3. 利润分配政策

After the end of each fiscal year, the Board of the Company shall propose a profit distribution plan and submit it to the general meeting for review. As for the review at the general meeting, it shall give full consideration to the opinions of independent directors, Board of Supervisors and Shareholders (especially small and medium Shareholders), shall be by telephone, fax, e-mail, investor relations interactive platform and other channels to take the initiative to communicate with Shareholders, especially small and medium Shareholders, fully listen to the opinions and demands of small and medium Shareholders, and timely answer the concerns of the small and medium Shareholders. After the resolution on the profit distribution plan at the general meeting, the Board of the Company shall complete the distribution of dividends (or shares) within 2 months after the general meeting.

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The Company's retained undistributed profits are mainly used for technical transformation or project expansion, foreign investment, acquisition of assets or equity, purchase of equipment, replenishment of working capital and other capital expenditures, which would gradually expand production and operation scale, optimize of financial structure, promote the rapid development of the Company, and achieve the Company's future planning and development goals step by step, and ultimately maximize the interests of Shareholders.

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- (x) Determination of the number of conversion shares and methods for determining the number of shares for conversion when there is insufficient balance on conversion into one share;
- (xi) Terms of redemption;
- (xii) Terms of sell back;
- (xiii) Dividend rights for the conversion year;
- (xiv) Method of issuance and target investors;
- (xv) Subscription arrangement for exiting A Shareholders;
- (xvi) Relevant matters on Bondholders' meetings;
- (xvii) Use of proceeds;
- (xviii) Management and deposit of proceeds;
- (xix) Guarantee; and
- (xx) Validity period of the Board resolution.

- p** ~~At~~ **3.** To consider and approve the Preliminary Plan of the Proposed Issuance of A Share Convertible Bonds.
- p** ~~At~~ **4.** To consider and approve the Feasibility Report on the Proposed Issuance of A Share Convertible Bonds.
- ~~At~~ **5.** To consider and approve the Report on Use of Previous Proceeds.
- ~~At~~ **6.** To consider and approve the Rules for A Share Convertible Bondholders' Meetings.
- ~~At~~ **7.** To consider and approve the Impact of the Dilution of Immediate Return as a Result of the Initial Public Offering of A Share Convertible Bonds on Major Financial Indicators of the Company and the Remedial Measures adopted by the Company.
- ~~At~~ **8.** To consider and approve the Undertakings by the Directors, Senior Management of the Company, Controlling Shareholders and Actual Controllers of the Company on the Actual Performance of the Remedial Measures for the Dilution of Current Returns of the Company.

p 9. To consider and approve the authorisation of the Board and its authorised persons to manage the matters relating to the Proposed Issuance of A Share Convertible Bonds.

p 10. To consider and approve the Shareholders' Dividend Distribution Plan for the Years Ending 31 December 2021, 2022 and 2023.

. 11. To consider and approve the proposal on the Possible Subscription for A Share Convertible Bonds by Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, controlling shareholders of the Company, Mr. Wei Yezhong and Mr. Shen Qifu, executive directors of the Company, and Mr. Zheng Wenrong, Mr. Shen Fuquan and Mr. Zhu Quanming, supervisors of the Company.

By order of the Board of

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Chairman

Jiaxing, Zhejiang Province, the PRC

28 July 2021

As at the date hereof, the executive directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu. Independent non-executive directors are Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

Notes:

1. In order to ascertain shareholders' entitlement to attend and vote at the 2021 Second EGM, the register of members of the Company will be closed from Monday, 16 August 2021 to Friday, 20 August 2021 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming the 2021 Second EGM, all transfer documents must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for holders of A Shares), for registration before 4:30 p.m. on Friday, 13 August 2021.

Shareholders whose names appear on the register of members of the Company on Friday, 13 August 2021 are entitled to attend and vote at the 2021 Second EGM.

2. Shareholders who are entitled to attend and vote at the 2021 Second EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.

4. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of A shares of the Company, to the head office in the PRC of the Company not less than 24 hours before the time for holding the 2021 Second EGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy Form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the 2021 Second EGM or any adjourned meetings should they so wish.
5. Shareholders or their proxies shall provide their identification documents when attending the 2021 Second EGM.
6. Shareholders attending the 2021 Second EGM shall be responsible for their own travel and accommodation expenses.
7. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.

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福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

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

(Stock Code: 6865)

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That the 2021 Second H Shareholders' Class Meeting of Flat Glass Group Co., Ltd. will be held on Friday, 20 August 2021 at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China immediately after the conclusion of the 2021 Second A Shareholders' Class Meeting to be held on the same day (or any adjournment thereof) for the purpose of considering, and if thought fit, passing the following resolutions. Unless defined otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 28 July 2021 (the "Circular").

1. To consider and approve the A Share Convertible Bonds Issuance Plan:

- (i) Type of securities to be issued;
- (ii) Issue size;
- (iii) Par value and issue price;
- (iv) Term;
- (v) Coupon rate;
- (vi) Method and timing of interest payment;
- (vii) Conversion period;
- (viii) Determination and adjustment of conversion price;
- (ix) Downward adjustment to the conversion price;

- (x) Determination of the number of conversion shares and methods for determining the number of shares for conversion when there is insufficient balance on conversion into one share;
- (xi) Terms of redemption;
- (xii) Terms of sell back;
- (xiii) Dividend rights for the conversion year;
- (xiv) Method of issuance and target investors;
- (xv) Subscription arrangement for exiting A Shareholders;
- (xvi) Relevant matters on Bondholders' meetings;
- (xvii) Use of proceeds;
- (xviii) Management and deposit of proceeds;
- (xix) Guarantee; and
- (xx) Validity period of the Board resolution.

p 2.

To consider and approve the Preliminary Plan of the Proposed Issuance of A Share Convertible Bonds.

p 3.

To consider and approve the authorisation of the Board and its authorised persons to manage the matters relating to the Proposed Issuance of A Share Convertible Bonds.

By order of the Board of

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Chairman

Jiaxing, Zhejiang Province, the PRC

28 July 2021

As at the date hereof, the executive directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu. Independent non-executive directors are Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

Notes:

1. Holders of H shares whose names appear on the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, as at 4:30 p.m. on Friday, 13 August 2021 are eligible to attend the 2021 Second H Shareholders' Class Meeting. To qualify for attendance and vote at the 2021 Second H Shareholders' Class Meeting, all transfers of H shares accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 13 August 2021.
2. A member eligible to attend and vote at the 2021 Second H Shareholders' Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his 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 authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited by hand or by post to the H share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time designated for holding of the 2021 Second H Shareholders' Class Meeting. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the a shareholder from attending and voting in person at the 2021 Second H Shareholders' Class Meeting or any adjourned meetings should they so wish.
5. A shareholder or his proxy shall produce proof of identity when attending the 2021 Second H Shareholders' Class Meeting. If a shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such shareholder may attend the 2021 Second H Shareholders' Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person(s) to attend the meeting.
6. Shareholders who attend shall bear their own travelling and accommodation expenses.
7. The register of members of the Company will be closed from Monday, 16 August 2021 to Friday, 20 August 2021 (both days inclusive).
8. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.