# 福　　玻璃集團股份有　公司
# Flat Glass Group Co., Ltd.

(stock code: 06865)

# Articles of Association

# Articles of Association of Flat Glass Group Co., Ltd.

## Chapter 1 General Provisions

**Article 1** [illegible] (福萊特玻璃集團股份有限公司) ([illegible]),

**Article 2** [illegible] 2[illegible] 200[illegible] & [illegible] (浙江福萊特玻璃鏡業有限公司). [illegible] 1[illegible]0000, 0[illegible] 0[illegible] 2[illegible].

**Article 3** [illegible] 0,000,000 [illegible] ([illegible]) ([illegible]) 2[illegible] 201[illegible] ([illegible]) ([illegible]) 2[illegible] 201[illegible], [illegible] 0[illegible].

[illegible] 1[illegible]0,000,000 [illegible] ([illegible]) 2[illegible] 201[illegible] 1[illegible] 201[illegible], [illegible] 01[illegible].

**Article 4** [illegible]

[illegible] 福萊特玻璃集團股份有限公司

[illegible]

**Article 5** [illegible] 1[illegible]

[illegible] 1,001.

**Article 6** [illegible] 20.2[illegible]

**Article 7** [illegible]

**Article 8** [illegible]

**Article 9** [illegible]

**Article 10** [illegible]

**Article 11** [illegible]

**Article 12** [illegible]

## Chapter 2 Objective and Scope of Business

**Article 13** [illegible]

**Article 14** [illegible]

[illegible]

## Chapter 3 Shares

### Section 1 Issuance of Shares

**Article 15** [illegible]

**Article 16** [illegible]

[illegible]

**Article 17** [illegible] 0.2. [illegible]

**Article 18** [illegible]

**Article 19**

H [illegible] 0,000,000 [illegible]

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**Article 20** [illegible] 2,[illegible],0[illegible],2[illegible] 1[illegible] 2,[illegible],0[illegible],2[illegible] 1[illegible] 1,[illegible]01,[illegible]2,[illegible]2[illegible] 1[illegible] ([illegible])[illegible] 1.1.[illegible]% [illegible] 1,[illegible] 1.[illegible],000 [illegible] ([illegible])[illegible] 1[illegible]%[illegible]

**Article 21** [illegible] ([illegible]). [illegible]

## Section 2 Reduction and Repurchase of Shares

**Article 22** [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible]

(5) [illegible]

[illegible]

[illegible]

**Article 23** [illegible]

**Article 24** [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

(vi) [illegible]

**Article 25** [illegible]

[illegible] (iii), (iv) & (v) [illegible] 2. [illegible]

**Article 26** [illegible] (i), (ii) [illegible] 2. [illegible] (iii), (iv), (v) [illegible] 2. [illegible]

[illegible] 2. [illegible] 10 [illegible] (i), [illegible] (ii) [illegible] (iv). [illegible] (iii), (iv) [illegible] (v), [illegible] 10% [illegible]

## Section 3 Transfer of Shares

**Article 27** [illegible]

**Article 28** [illegible]

**Article 29** [illegible]

[illegible]

**Article 30** [illegible]

[illegible]

[illegible]

[illegible]

**Article 35**

(1) [illegible]

(2) [illegible]

[illegible]

**Article 39** [illegible]

**Article 40** [illegible]

[illegible]

## Section 2 General Provisions for General Meetings

**Article 41** [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible]

(5) [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

(vi) [illegible]

(vii) [illegible] 2 [illegible]

(viii) [illegible] 0% [illegible]

(ix) [illegible]

(x) [illegible]

(xi) [illegible]

[illegible]

**Article 42** [illegible]

(i) [illegible] 0% [illegible]

(ii) [illegible] 0% [illegible]

(iii) [illegible] 0% [illegible] 12 [illegible]

(iv) [illegible] 0% [illegible]

( ) [illegible] 10% [illegible]

( ) [illegible]

( ) [illegible]

**Article 45** [illegible]

[illegible] 2 [illegible]

**Article 46** [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible]

## Section 3 Convening of General Meeting

**Article 47** [illegible] 10 [illegible]

[illegible]

**Article 48** [illegible] 10 [illegible]

[illegible] (1) [illegible] (2).

[illegible] 10 [illegible]

**Article 49** [illegible] ( ) [illegible] 10% [illegible] 10 [illegible]

[illegible]

[illegible] 10 [illegible] 10% [illegible]

[illegible]

[illegible] 10% [illegible] 0 [illegible]

**Article 50** [illegible]

[illegible] 10% [illegible]

[illegible]

**Article 51** [illegible]

**Article 52** [illegible]

## Section 4 Proposals and Notices of General Meeting

**Article 53** [illegible]

**Article 54** [illegible]

[illegible] 10 [illegible]

[illegible]

**Article 55** [illegible] 21 [illegible]

[illegible]

**Article 56** [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible] ([illegible]) [illegible]

(4) [illegible]

(5) [illegible]

(6) [illegible]

[illegible] (1) [illegible] (2) [illegible]

[illegible]

[illegible] 00 [illegible] 0 [illegible] 00 [illegible]

**Article 57** [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

(2) [illegible]

[illegible]

**Article 58** [illegible] 2 [illegible]

## Section 5 Convening of General Meeting

**Article 59** [illegible]

**Article 60** [illegible]

[illegible]

**Article 61** [illegible]

[illegible]

**Article 62** [illegible]

(1) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

**Article 63** [illegible]

**Article 64** [illegible]

[illegible]

[illegible]

**Article 65** [illegible]

**Article 66** [illegible]

[illegible]

**Article 67** [illegible]

**Article 68**

**Article 73** [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

(vi) [illegible]

(vii) [illegible]

**Article 74** [illegible] 10 [illegible].

**Article 75** [illegible] ( ) [illegible]

( ) [illegible]

**Article 79** [illegible]

[illegible]

[illegible]

[illegible]

1% [illegible]

[illegible]

**Article 80** [illegible] 1 ( 1 -( )( ) ( 1 )0.. ( )0.. (

[illegible]

[illegible] The Company shall not enter into any contract with anyone other tha director, supervisor, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at a general meeting by way of special resolution.

Article 82 The list of candidate of directors and supervisors shall be submitted to the shareholders' meeting as a proposal for voting. The method and procedures for nomination of directors and supervisors are as follows:(I) The board of directors and shareholder(s) individua than 3% of the Company's shares shall nominate candidate(s) for director(s);(II) The board o or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for independent director(s). The Investor Protection Organization established according to law may publicly request the shareholders to exercise the right to nominate the independent directors on its behalf;(III) The board of supervisors than 3% of the Company's shares shall nominate candidate(s) for supervisor(s) who is/are not employees' representative(s);(IV) The supervisor(s) representing em elected from the general meeting of employee representative(s);(V) When th supervisor(s), the nomination proposal, details of the nominated candida declaration or undertaking of the candidate shall be submitted to the boa directors 10 days before convening the general meeting. If there are any sp requirements by the listing rules of the place(s) where the Company's sh are listed, such requirements shall prevail.

[illegible]

[illegible]

[illegible]

**Article 83** [illegible]

**Article 84** [illegible]

**Article 85** [illegible]

**Article 86** [illegible]

**Article 87** [illegible]

[illegible]

[illegible]

**Article 88** [illegible]

[illegible]

**Article 89** [illegible]

[illegible]

**Article 90** [illegible]

**Article 91** [illegible]

**Article 92** [illegible]

**Article 93** [illegible]

**Article 94** [illegible] 2 [illegible]

## Chapter 5 Board of Directors

### Section 1 Directors

**Article 95** [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible]

(5) [illegible]

(6) [illegible]

(7) [illegible]

[illegible]

**Article 96** [illegible]

[illegible]

[illegible]

**Article 97** [illegible]

(a) [illegible]

(aa) [illegible]

(aaa) [illegible]

(b) [illegible]

(c) [illegible]

(d) [illegible]

(dd) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

[illegible]?

[illegible]?

**Article 100** [illegible]

**Article 101** [illegible]

**Article 102** [illegible]

**Article 103** [illegible]

**Article 104** [illegible]

## Section 2 The Board of Directors

**Article 105** [illegible]

**Article 106** [illegible]

**Article 107** [illegible]

(a) [illegible]

(aa) [illegible]

(aaa) [illegible]

(b) [illegible]

(c) [illegible]

(d) [illegible]

(da) [illegible]

(daa) [illegible]

(e) [illegible]

(f) [illegible] (b), [illegible]

(g) [illegible]

(ga) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

(vi) [illegible]

(vii) [illegible] 20 [illegible] 0 [illegible] 0 [illegible] 0 [illegible] 0 [illegible]

(viii) [illegible]

[illegible]

**Article 108** [illegible]

**Article 109** [illegible]

**Article 110** [illegible]

[illegible]

**Article 111** [illegible]

**Article 112** [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

**Article 117** [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible]

**Article 118** [illegible]

[illegible]

**Article 119** [illegible]

**Article 120** [illegible]

[illegible]

**Article 121** [illegible]

**Article 122**

**Article 123** [illegible]

( ) [illegible]

( ) [illegible]

( ) [illegible]

( ) [illegible]

( ) [illegible]

[illegible]

## Chapter 6 President and Other Senior Management

**Article 124** [illegible]

[illegible]

**Article 125** [illegible]

[illegible]

**Article 126** [illegible]

[illegible]

**Article 127** [illegible]

**Article 128** [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

[illegible] 00, [illegible] .022 [illegible] 2

[illegible] 2 . 2, [illegible]

(

(illegible)

(illegible)

**Article 131** (illegible)

**Article 132** (illegible)

**Article 133** (illegible)

(illegible)

**Article 134** (illegible)

**Article 135** (illegible)

## Chapter 7 Board of Supervisors

### Section 1 Supervisors

**Article 136** (illegible)

(illegible)

**Article 137** (illegible)

**Article 138** [illegible]

**Article 139** [illegible]

**Article 140** [illegible]

**Article 141** [illegible]

**Article 142** [illegible]

**Article 143** [illegible]

## Section 2 Board of Supervisors

**Article 144** [illegible]

**Article 145** [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

( ) [illegible]

( ) [illegible]

# Chapter 8 Financial Accounting System, Profit Distribution and Auditing

## Section 1 Financial Accounting System

**Article 150** [illegible]

**Article 151** [illegible]

[illegible]

[illegible]

**Article 152** [illegible]

**Article 153** [illegible] 10% [illegible] 0% [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

**Article 154** [illegible]

[illegible] 2 % [illegible]

**Article 155** [illegible] ( [illegible] ) [illegible] 2 [illegible]

**Article 156** [illegible]

(1) [illegible]

(2) [illegible]

[illegible]

(3) [illegible]

( ) [illegible] ( [illegible] )
[illegible]

( ) [illegible] 20% [illegible]

(1) [illegible] 0% [illegible]

(2) [illegible] 0% [illegible]

( ) [illegible] 20% [illegible]

[illegible]

[illegible]

[illegible]

( ) [illegible]

**Article 162** [illegible]

**Article 163** [illegible]

[illegible]

## Chapter 9 Notices and Announcements

### Section 1 Notices

**Article 164** [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible]

(5) [illegible]

(6) [illegible]

[illegible]

**Article 165** [illegible]

**Article 166** [illegible]

**Article 167** [illegible]

**Article 168** [illegible]

**Article 169** [illegible]

**Article 170** [illegible]

## Section 2 Announcements

**Article 171** [illegible]

## Chapter 10 Merger, Division, Increase and Decrease of Capital, Dissolution and Liquidation

### Section 1 Merger, Division, Increase and Decrease of Capital

**Article 172** [illegible]

[illegible]

**Article 178** [illegible]

[illegible]

## Section 2 Dissolution and Liquidation

**Article 179** [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible]

(5) [illegible] 10% [illegible]

**Article 180** [illegible] (1) [illegible] 1 [illegible]

[illegible]

**Article 181** [illegible] (1), (2), (3) [illegible] (1) [illegible] 1. [illegible]

**Article 182** [illegible]

(a) [illegible]

(b) [illegible]

(c) [illegible]

(d) [illegible]

(e) [illegible]

(f) [illegible]

(g) [illegible]

**Article 183** [illegible] 10 [illegible] (1) [illegible] 0 [illegible] 0 [illegible]

[illegible]

[illegible]

**Article 184** [illegible]

[illegible]

[illegible]

[illegible]

**Article 185** [illegible]

**Article 186** [illegible]

**Article 187** [illegible]

**Article 188** [illegible]

## Chapter 11 Amendment of the Articles of Association

**Article 189** [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

**Article 190** [illegible]

**Article 191** [illegible]

[illegible]

(1) [illegible]

(2) [illegible]

**Article 192** [illegible]

## Chapter 12 Supplementary Provisions

**Article 193** [illegible]

(1) [illegible] 0% [illegible] 0% [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible] (1) [illegible] 0% [illegible]

(5) [illegible]

( [illegible] ) [illegible]

**Article 194** [illegible]

**Article 195** [illegible]

**Article 196** [illegible]

**Article 197** [illegible]

**Article 198** [illegible]

**Article 199** [illegible]