Flat Glass Group Co., Ltd.
Terms of Reference of the Risk Control Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to identify the material risks in the business activities and operation of Flat Glass Group Co., Ltd (hereinafter referred to as the "Company" or "the Company") and improve the company's risk management ability. The Company has set up a risk control committee of the board (the "Board") of directors (the "Directors") (hereinafter referred to as the "Risk Control Committee") and formulated these implementation rules in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), Code of Corporate Governance for Listed Companies, Measures for the Administration of Independent Directors of Listed Company, Rules Governing the Listing of Securities on Shanghai Stock Exchange (hereinafter referred as "Shanghai Stock Exchange Listing Rules", Self-Regulatory Guidelines for Listed Companies of Shanghai Stock Exchange No. 1 – Standardized Operation, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred as "Listing Rules of Stock Exchange"), the Articles of Association of Flat Glass Group Co., Ltd (hereinafter referred to as the "Articles of Association") and other relevant regulations.

Article 2 The Risk Control Committee of the Board is a specialized working body set up under the Board, which is mainly responsible for monitoring the overall risk management of the Company and control such risks at a reasonable level.

Chapter 2 Composition

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

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

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

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

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

Chapter 3 Terms of Reference

Article 7 The main responsibilities of the Risk Control Committee of the Board of the Company include:

(1) to discuss with management about risk management and internal control system, and ensure management has fulfilled its obligations and established effective system;

(2) to make recommendations to the Board on the activities which will or may result in risks of having sanctions imposed on the Company;

(3) to supervise and monitor the risks in legal sanctions by judicial authority for business activities in which the Company is engaged;

(4) to appoint an international law firm with professional qualifications to review the Company's relevant business activities where necessary and provide training programs on laws about sanctions to the Company's Directors, senior management and relevant personnel; to entrust an accounting firm to audit the compliance of the Company's export, currency payment and settlement;

(5) to review and approve all related business transaction documents from clients and potential clients of the countries which are sanctioned;

(6) to monitor the implementation of internal control procedures for the Company's sanctions and anti-money laundering;

(7) to monitor the Company's transactions with other related units as well as the horizontal competition with those units;

(8) other matters as authorized by the Board or stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

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

Article 8 The Risk Control Committee shall be accountable to the Board, and shall submit its proposals to the Board for consideration and decision.

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

Chapter 4 Procedures of Decision-making

Article 9 The risk control department shall compile the information, project proposals and risk control proposals provided by relevant departments into proposals, and submit the same to the Risk Control Committee consideration for consideration.

Article 10 The Risk Control Committee may instruct the relevant function and business departments to provide relevant information, project proposals and risk control proposals related to the matters for consideration as required.

Chapter 5 Procedural Rules

Article 11 The Risk Control Committee shall convene at least one meeting per annum and shall notify all its members three days prior to the meeting. The meeting shall be chaired by the chairman of the Risk Control Committee. Where the chairman of the Risk Control Committee is unable to attend, he/she may authorize another member to preside over the meeting.

Article 12 Meetings of the Risk Control Committee may only be convened with the presence of more than two-thirds of its members. Each member shall have one vote. Resolutions of the meeting shall be passed by more than one-half of all the members of the committee voting in favor.

Article 13 Members of the Risk Control Committee shall attend meetings in person and express opinions on matters under consideration. In the event that a member is unable to attend the meeting in person for any reason, the member may submit a power of attorney signed by him or her and appoint another member to attend the meeting and express opinions on his/her behalf. If any independent non-executive director member is unable to attend the meeting for any reason, he/she shall review the meeting materials in advance to form explicit advice, appoint another independent non-executive director member to attend on his/her behalf. Each member could be entrusted by no more than one member at one time. The power of attorney shall specify the scope and duration of authorization.

Article 14 Votes at the meetings of the Risk Control Committee shall be made by a show of hands or by poll or via other voting method recognized by regulatory authority(ies) of the place where the shares of the Company are listed. The meetings shall be convened on site in principle. Provided that all Directors can fully express their opinions at the meetings, such meetings can be held by means of video, telephone, or other methods when necessary.

Article 15 The Directors, supervisors and other senior management of the Company may be invited to attend meetings of the Risk Control Committee, where necessary.

Article 16 Where necessary, the Risk Control Committee may engage intermediate agencies to provide professional advice for its decision-making at the expense of the Company.

Article 17 The convening procedure of, and voting method and resolutions passed at, meetings of the Risk Control Committee shall comply with the requirements of the relevant laws, regulations, the Articles of Association and these rules.

Article 18 The Risk Control Committee shall keep minutes for its meetings. Members of the committee present at such meetings and meeting recorder shall sign the minutes. The minutes shall be kept by the secretary to the Board of the Company for a period of not less than ten years.

Article 19 Members attend and present at a meeting shall be obliged to keep confidential all matters discussed in such meeting, and shall not disclose any relevant information without authorization before public disclosure by the Company.

Chapter 6 Supplementary Provisions

Article 20 Any matter undefined in these rules or inconsistent with relevant laws, administrative regulations, normative documents, regulatory rules of the place where the Company's shares are listed and the Articles of Association, the relevant laws, administrative regulations, normative documents, the regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail firstly.

Article 21 The term "above" under these rules is inclusive, while "exceeding" is exclusive.

Article 22 The Board of the Company is responsible for interpreting these rules. These rules will take effect as reviewed and approved by the Board, including the same on revision.

Article 23 If there is any inconsistency between the English and Chinese versions of these rules, the Chinese version shall prevail.