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

Chapter 1 General Provisions

Article 1 In order to standardize the selection of directors (the "Directors") and senior management of Flat Glass Group Co., Ltd (hereinafter referred to as the "Company" or "the Company"), optimize the composition of the board of directors (the "Board") and perfect the Company's governance structure. The Company has set up a nomination committee of the Board (hereinafter referred to as the "Nomination 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 Nomination Committee of the Board is a specialized working body set up under the Board. It is mainly responsible for selecting and making recommendations on the candidates, selection criteria and procedures of the Company's Directors and senior management.

Chapter 2 Composition

Article 3 The Nomination Committee shall comprise three Directors, a majority of whom shall be independent non-executive Directors.

Article 4 Members of the Nomination 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 Nomination Committee shall have one chairman, who shall be acted by an independent non-executive director member, shall be responsible for convening and presiding over the committee, and shall be determined by the Board.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board. A member of the Nomination 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 Nomination Committee of the Company is responsible for formulating the criteria and procedures for the selection of Directors and senior management personnel, selecting and reviewing the candidates for Directors and senior management personnel and their qualifications. Its main responsibilities are as follows:

(1) identifying candidates who are qualified to act as Directors, and selecting and nominating relevant persons to act as Directors or offering advice to the Board, or making recommendations to the Board on the appointment and removal of Directors;

(2) Proposing to the Board regarding the appointment or removal of senior management;

(3) making recommendations to the Board on its size and composition based on the business operations, assets size and equity structure of the Company;

(4) reviewing the structure, size and composition (including skills, knowledge and experience) of the Board at least once a year, assisting the Board in maintaining a Board skills matrix, and advising changes to the Board in line with the corporate strategies of the Company;

(5) studying the selection criteria and procedures for Directors and senior management and making recommendations to the Board;

(6) evaluating the independence of the independent non-executive Directors;

(7) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors (in particular, the chairman and the president);

(8) supporting the Company's regular evaluation of the Board's performance; and

(9) 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 Nomination Committee, it shall state the opinions of the Nomination Committee and the specific reasons for not adopting in the resolutions of the Board, and disclose such matter.

Article 8 The Nomination Committee shall be accountable to the Board, and shall submit its proposals to the Board for consideration and decision. The controlling shareholders shall fully respect the proposals made by the nominating committee, and may not propose substitute candidates for Directors or senior management without sufficient reasons or reliable evidence.

The Nomination 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 Nomination Committee shall review the selection criteria, selection procedures and terms of office of the Directors and senior management of the Company according to the actual situation of the Company in compliance with the relevant laws and regulations and the provisions of the Articles of Association and pass the relevant resolutions, which shall be filed and submitted to the Board for approval and implementation.

Article 10 The selection procedures for appointments of Directors and senior management are as follows:

(1) the Nomination Committee shall actively communicate with the Company's relevant departments, study the Company's requirements for new Directors and senior management and produce written reports;

(2) the Nomination Committee may search extensively for candidates for the roles of Directors and senior management within the Company and its holding (associated) companies as well as on the human resources market;

(3) the Nomination Committee shall collect all information about the occupation, academic qualifications, titles, detailed work experience, and part-time work experience, and produce written reports before making decision;

(4) the Nomination Committee is responsible for obtaining consent from the nominees regarding the nomination; otherwise, they shall not be considered as candidates for the roles of Directors or senior management;

(5) the Nomination Committee deals with the proposal on candidates nomination by the entitled proposer as provided in the Articles of Association;

(6) convening a meeting of the Nomination Committee and conduct a qualification review on the shortlisted candidate(s) according to the employment requirements of Directors and senior management;

(7) fourteen days prior to the election of new Directors and the appointment of new senior management, submit proposals and relevant materials to the Board for candidates for the roles of Directors and senior management;

(8) carrying out other follow-up work according to the decisions of and feedback of the Board.

Chapter 5 Procedural Rules

Article 11 The Nomination 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 Nomination Committee. Where the chairman of the Nomination Committee is unable to attend, he/she may authorize another independent non-executive director member to preside over the meeting.

Article 12 Meetings of the Nomination 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 Nomination 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 Nomination 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 and other senior management of the Company may be invited to attend meetings of the Nomination Committee, where necessary.

Article 16 Where necessary, the Nomination 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 Nomination Committee shall comply with the requirements of the relevant laws, regulations, the Articles of Association and these rules. When the Nomination Committee discusses issues related to its members, the person concerned should abstain. If more than half of the committee members need to abstain, all members should be notified, and the relevant issues should be directly submitted to the Board for deliberation.

Article 18 The Nomination 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.