B. Basis for determining the Participants and the scope of the Participants

(1) Basis for determining the Participants

A A A

(2) Scope of Participants

289 8.40% 3,440 31 2020.

5% A

12

12

(3) Circumstances for ineligibility of the Participants of the Scheme

C. Source and number of shares under the Scheme

(1) Source of shares of the Scheme

(2) Total number of the Share Options involved in the Scheme

5,947,858 0.28% 2,146,893,254

5,353,072 (**First Grant of Share Options**), 0.25% 2,146,893,254 90%; 594,786 (**Reserved Share Options**), 0.03% 2,146,893,254 10%.

A

A

A 2020 2019 2020 A 2020 H A

(2) Date of Grant

A ... 60 ... k ... 60 ...

A ... 60 .

... 12

(3) Vesting Period

A ... 12 .

(4) The Exercise Date

Exercise Arrangement	Exercise Period	Proportion of exercisable Share Options to the total number of Share Options granted
	12 … 24	20%
	24 … 36	20%
	36 … 48	20%
	48 … 60	20%
	60 … 72	20%

:

Exercise Arrangement	Exercise Period	Proportion of exercisable Share Options to the total number of Share Options granted
	12 , 24	20%
	24 , 36	20%
	36 , 48	20%
	48 , 60	20%
	60 , 72	20%

. A ,

(5) Lock-up Period

E. Exercise Price and basis of determination of the Scheme

F. Conditions of the Grant and Exercise Conditions of the Share Options

(1) Conditions of the Grant of Share Options

( ) :

( ) ;

( ) ;

( ) , A A k 36 ;

( ) ;

( ) .

( ) :

( ) k 12 ;

( ) 12 ;

( ) k 12 ;

( ) 5 ( )0 ( )5 5 ( )0.5 ( )0.

( ) ;

( )

(2) Exercise Conditions of the Share Options

:

( ) :

( ) ;

( ) ;

( ) , A A k 36 ;

( ) ;

( )

( ) , .

( ) :

( ) k 12 ;

( ) 12 ;

( ) k 12 ;

Exercise Period	Targets of Performance Assessment
	2025 200%, 2020
	2022 90%, 2020
	2023 120%, 2020
	2024 180%, 2020
	2025 200%, 2020
	2026 220%, 2020

(3) *Description of scientificity and reasonability in the setting of performance assessment indicators by the Company*

A [illegible] 2021 [illegible] 2026 [illegible] 30%, 90%, 120%, 180%, 200% [illegible] 220% [illegible] 2020. [illegible]

[illegible] k [illegible] k [illegible]

[illegible]

G. Methods of and procedures for adjustment of the Scheme

(1) Adjustment methods of the number of the Share Options

[illegible]:

( ) [illegible]

$$Q = Q_0 \times (1 + \;)$$

[illegible]: Q_0 [illegible]; [illegible] ([illegible] ( ) [illegible]); [illegible] Q [illegible].

( )

$$= \times \; _1 \times \; (1 + \;)/(\; _1 + \; _2 \times \;)$$

: $_0$; $_1$; $_2$; (. .); .

( )

$$= \; _0 \times$$

: $_0$; (. .); .

(.)

, .

(2) Adjustment methods of the Exercise Price

, , , , , , . :

( ) , ,

$$= \; _0 \div (1 + \;)$$

: $_0$; , ; .

( )

$$= {}_0 \times ({}_1 + {}_2 \times) / ({}_1 \times (1 +)$$

( )

$$= {}_0 \div$$

( )

$$= {}_0$$

( )

(3) *Procedures for adjustment of the Scheme*

H. Procedures for implementation of, Grant of, exercise of and amendments to and termination of the Scheme

(1) Procedures for the Scheme to take effect

( ) ( ) A 2021

( ) ( ) A 2021

( )

( )

( ) ( ) 2 ( )

( ) 6

( ) 10 5

( )

( ) A

( ) A 60

(2) Procedures for Grant of the Share Options

( ) 60

( ) A

( ) A

(3) Procedures for the exercise of the Share Options

(4) *Procedures for amendments to the Scheme*

(5) *Procedures of termination of the Scheme*

I. Rights and obligations of the Company and Participants

(1) Rights and obligations of the Company

(2) Rights and obligations of the Participants

(3) Other explanations

C. Exercise Price and basis of determination

(1) Exercise Price under the First Grant of Share Options

35.22 … 35.22.

(2) Basis of determination of the Exercise Price under the First Grant of Share Options

B. Mechanism for occurrences of the Participants

(1) Change of position of Participants

(2) Resignation of the Participant

(3) Retirement of the Participant

(4) Resignation of the Participant due to incapacity in working

( )

( )

(5) Death of Participants

( )

(6) Change to the control in the subsidiary where the Participant is working for

(7) Change to eligibility of the Participant

C. Other circumstances

4. ACCOUNTING TREATMENTS METHOD AND THE MEASUREMENT OF PERFORMANCE IMPACT

A. Accounting treatment method

(1) Date of Grant

k-

(2) Vesting Period

(3) Accounting treatment after the Exercise Date

(4) Exercise Date

(5) Fair value and determination of the Share Options

A . 11- - (《企業會計準則第11號 股份支付》) A . 22 (《企業會計準則第22號 金融工具確認和計量》), k- ( ) k 17 A 2021 ( ). :

( ) : 42.89 (17 A 2021)

( ) : 1 , 2 , 3 , 4 5 , ( )

( ) H : 14.73%, 17.44%, 18.71%, 17.92% 16.55% ( )

( ) k- : 1.50%, 2.10% 2.75% (- , - , - , - k , , , k)

B. Expected impact of the implementation of Share Options on operating performance in each period

5,353,072 60,332,200 , . A . A , A 2021, , 2021 2026 :

: 10'000

Amortized costs of the Share Options	2021	2022	2023	2024	2025	2026
6,033.22	826.72	2,180.92	1,405.03	910.43	517.12	193.00

:

1. , , , ;

2. - - ;

3. , ;

4. A 383 (:) 0. 35 k ,

5. IMPLICATIONS UNDER THE LISTING RULES

A 17 14A.92(3)( ) 14A A A /

6. WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

A A 17 H k 17.03

(1) Waiver from strict compliance with Note (1) to Rule 17.03(9) of the Listing Rules regarding the basis of determination of the Exercise Price

(1) 17.03(9) ( ) ; ( ) H A : ( ) A A ; ( ) A 20/60/120 A

A

H k

(1) 17.03(9)

A –

(2) *Waiver from strict compliance with Rule 17.03(13) of the Listing Rules regarding the adjustment of Exercise Price in the event of dividend distribution*

17.03(13)

H k

17.03(13) : ( )

; ( )

A 5,947,858,

0.28% 0.35%

A

A

0.25 A ; ( ) A ,

H

k A H ,

H A

H

A A –

7. THE SHAREHOLDERS' GENERAL MEETING

DEFINITIONS

:

A ( )– ( ) (k : 601865)

A – A (《上 公司股權激勵管理辦法》)

A A –

–

– 福萊特玻 集團股份有限公司(., .*), k , H A k ,

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( )–

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( )– ( )

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– A ,

– 5,947,858 ,

H ( )– ( ) 0.25 , H , k (k : 6865)

H , , – H , , A ,

( )– - . ( )

, – , , k ,
H , ,

( )– ,

– , , , H , , , A .

–

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– A 2021 A ., .
–

– ,

( )– A ( ) H ( )

( )– A ( ) H ( )

k

k

k k

k H k H

k

( )– ( )

%–

Flat Glass Group Co., Ltd.
Ruan Hongliang

17 A 2021

A H J J

H