



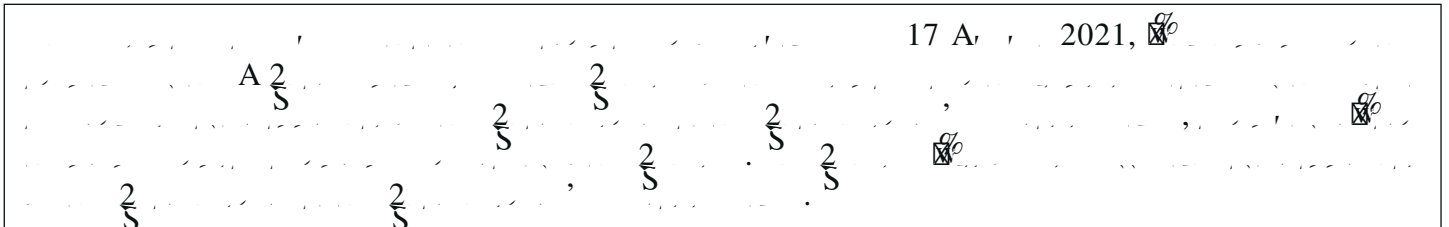
福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

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

(Stock code: 6865)

PROPOSED ADOPTION OF THE A SHARE OPTION INCENTIVE SCHEME



INTRODUCTION



1. PROPOSED ADOPTION OF THE A SHARE OPTION INCENTIVE SCHEME

A. Purpose of the implementation of the Scheme

The Board of Directors of the Company has considered the proposal to adopt the A Share Option Incentive Scheme, and has resolved to recommend the shareholders to approve the adoption of the A Share Option Incentive Scheme.

The Company's net profit attributable to shareholders in 2019, 2020 and 2021 is RMB20,089,000, RMB20,000,000 and RMB20,000,000, respectively.

The Company's net profit attributable to shareholders in 2019, 2020 and 2021 is RMB20,089,000, RMB20,000,000 and RMB20,000,000, respectively.

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

(1) Basis for determining the Participants

Handwritten notes on lined paper, including the letter 'A' and mathematical symbols like $\frac{2}{5}$ and $\frac{7}{10}$.

(2) Scope of Participants

Handwritten notes on lined paper, including the number '289', the percentage '8.40%', and the number '3,440'. It also contains various mathematical symbols and the letter 'A'.

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

- (i) $\frac{2}{5}$ k 12. ;
- (ii) $\frac{2}{5}$ 12. ;
- (iii) $\frac{2}{5}$ k 12. ;
- (iv) $\frac{2}{5}$;
- (v) $\frac{2}{5}$;
- (vi) $\frac{2}{5}$.

C. Source and number of shares under the Scheme

(1) Source of shares of the Scheme

$\frac{2}{5}$ A $\frac{2}{5}$

(2) Date of Grant

A. $\frac{2}{5}$ $\frac{7}{10}$ 60 $\frac{7}{10}$ $\frac{7}{10}$ $\frac{2}{5}$ $\frac{2}{5}$
 $\frac{7}{10}$ k $\frac{7}{10}$ 60 $\frac{2}{5}$ $\frac{7}{10}$ $\frac{2}{5}$ $\frac{7}{10}$
A. $\frac{2}{5}$ $\frac{7}{10}$ $\frac{2}{5}$ 60 $\frac{7}{10}$ $\frac{2}{5}$ $\frac{7}{10}$ 12
 $\frac{2}{5}$ $\frac{7}{10}$ $\frac{2}{5}$ $\frac{22}{55}$
 $\frac{2}{5}$ $\frac{7}{10}$ $\frac{22}{55}$

(3) Vesting Period

A. $\frac{2}{5}$ $\frac{7}{10}$ $\frac{2}{5}$ $\frac{7}{10}$ 12
 $\frac{2}{5}$ $\frac{7}{10}$ $\frac{2}{5}$ 12

(4) The Exercise Date

$\frac{2}{5}$ $\frac{2}{5}$ $\frac{7}{10}$ $\frac{7}{10}$
 $\frac{2}{5}$ $\frac{7}{10}$ k $\frac{7}{10}$ $\frac{2}{5}$
 $\frac{2}{5}$ k $\frac{7}{10}$ $\frac{2}{5}$ $\frac{7}{10}$

Exercise Arrangement	Exercise Period	Proportion of exercisable Share Options to the total number of Share Options granted
$\frac{2}{5}$	12 $\frac{2}{5}$ 24	20%
$\frac{2}{5}$	24 $\frac{2}{5}$ 36	20%
$\frac{2}{5}$	36 $\frac{2}{5}$ 48	20%
$\frac{2}{5}$	48 $\frac{2}{5}$ 60	20%
$\frac{2}{5}$	60 $\frac{2}{5}$ 72	20%

2/5

Proportion of exercisable Share Options to the total number of Share Options granted

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

2/5 2/5

2/5 A 2/5

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

(1) Conditions of the Grant of Share Options

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- () 2/5
- () :
- () k 12 ;
- () 12 2/5 ;
- () 2/5 k 12 ;
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(2) Exercise Conditions of the Share Options

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(.) 2021-2026,

(.) 2021-2026,

(.) 2021-2026,

(.) 2021-2026,

(.) 2021-2026,

(.) 2021-2026,

Exercise Period **Targets of Performance Assessment**

2021
30%, 2020

2022
90%, 2020

2023
120%, 2020

2024
180%, 2020

Exercise Period

Targets of Performance Assessment

2 5	2 5	<input checked="" type="checkbox"/> %	2025	<input checked="" type="checkbox"/> %
		200%,	2020	
		<input checked="" type="checkbox"/> %	2022	<input checked="" type="checkbox"/> %
		90%,	2020	
		<input checked="" type="checkbox"/> %	2023	<input checked="" type="checkbox"/> %
		120%,	2020	
		<input checked="" type="checkbox"/> %	2024	<input checked="" type="checkbox"/> %
<input checked="" type="checkbox"/> %	180%,	2020		
2 5	2 5	<input checked="" type="checkbox"/> %	2025	<input checked="" type="checkbox"/> %
		200%,	2020	
		<input checked="" type="checkbox"/> %	2026	<input checked="" type="checkbox"/> %
		220%,	2020	
2 5	2 5	<input checked="" type="checkbox"/> %		

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A 2021

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

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k 2020,

(-) $\frac{2}{5} \%$

$$= S_0 \times r_1 \times (1 + r_2)^2$$

Ex: $S_0 = 100$, $r_1 = 5\%$, $r_2 = 2\%$; $t_1 = 1$, $t_2 = 2$
The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .

(-) $\frac{2}{5} \%$

$$= S_0 \times$$

Ex: $S_0 = 100$, $r_1 = 5\%$, $r_2 = 2\%$; $t_1 = 1$, $t_2 = 2$
The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .

(-) $\frac{2}{5} \%$

$\frac{2}{5} \%$ $\frac{2}{5} \%$ $\frac{2}{5} \%$

(2) Adjustment methods of the Exercise Price

The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .

(-) $\frac{2}{5} \%$

$$= S_0 \div (1 + r)$$

Ex: $S_0 = 100$, $r = 5\%$; $t = 1$, $t = 2$
The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .
The value of the interest rate is 2% .

(-)

$$r = r_0 \times (1 + r_2 \times 2) / r_1 \times (1 + r_1)$$

∴ $r_0 = 0.1$; $r_1 = 0.15$; $r_2 = 0.2$; $r = 0.15$
∴ $r = 0.15$
∴ $r = 0.15$
∴ $r = 0.15$
∴ $r = 0.15$

(-)

$$r = r_0 \div$$

∴ $r_0 = 0.1$; $r_1 = 0.15$; $r_2 = 0.2$
∴ $r = 0.15$
∴ $r = 0.15$

(-)

$$r = r_0$$

∴ $r_0 = 0.1$; $r_1 = 0.15$; $r_2 = 0.2$
∴ $r = 0.15$
∴ $r = 0.15$

(-)

∴ $r_0 = 0.1$; $r_1 = 0.15$; $r_2 = 0.2$
∴ $r = 0.15$
∴ $r = 0.15$

(3) Procedures for adjustment of the Scheme

∴ $r_0 = 0.1$; $r_1 = 0.15$; $r_2 = 0.2$
∴ $r = 0.15$
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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

- (i) Section 2(1)(A) of the Scheme, 2021
- (ii) Section 2(1)(A) of the Scheme, 2021
- (iii) Section 2(1)(A) of the Scheme, 2021
- (iv) Section 2(1)(A) of the Scheme, 2021
- (v) Section 2(1)(A) of the Scheme, 2021
- (vi) Section 2(1)(A) of the Scheme, 2021
- (vii) Section 2(1)(A) of the Scheme, 2021
- (viii) Section 2(1)(A) of the Scheme, 2021
- (ix) Section 2(1)(A) of the Scheme, 2021
- (x) Section 2(1)(A) of the Scheme, 2021
- (xi) Section 2(1)(A) of the Scheme, 2021
- (xii) Section 2(1)(A) of the Scheme, 2021
- (xiii) Section 2(1)(A) of the Scheme, 2021
- (xiv) Section 2(1)(A) of the Scheme, 2021
- (xv) Section 2(1)(A) of the Scheme, 2021
- (xvi) Section 2(1)(A) of the Scheme, 2021
- (xvii) Section 2(1)(A) of the Scheme, 2021
- (xviii) Section 2(1)(A) of the Scheme, 2021
- (xix) Section 2(1)(A) of the Scheme, 2021
- (xx) Section 2(1)(A) of the Scheme, 2021

- () , $\frac{2}{5}$, $\frac{2}{5}$,
- $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$,
- () , A $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$,
- $\frac{2}{5}$, $\frac{2}{5}$,
- () A , $\frac{2}{5}$, $\frac{2}{5}$,
- $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$,
- $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$,

(2) Procedures for Grant of the Share Options

- () 60 , $\frac{2}{5}$,
- $\frac{2}{5}$,
- () $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$,
- $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$,
- $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$,
- () $\frac{2}{5}$, A ,

- (-)
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- (-)

(3) Procedures for the exercise of the Share Options

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- (-)
- (-)

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() $\frac{2}{5}$ $\frac{2}{5}$, $\frac{7}{10}$, $\frac{2}{5}$ $\frac{7}{10}$,

(4) Procedures for amendments to the Scheme

$\frac{2}{5}$ $\frac{2}{5}$, $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$;

$\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$;

(5) Procedures of termination of the Scheme

$\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$; $\frac{2}{5}$ $\frac{2}{5}$;

A $\frac{2}{5}$
 ,
 A
 $\frac{2}{5}$
 $\frac{2}{5}$
 $\frac{2}{5}$

I. Rights and obligations of the Company and Participants

(1) Rights and obligations of the Company

() $\frac{2}{5}$
 $\frac{2}{5}$ $\frac{2}{5}$ $\frac{2}{5}$

() $\frac{2}{5}$
 $\frac{2}{5}$ $\frac{2}{5}$ $\frac{2}{5}$

()

() $\frac{2}{5}$ $\frac{2}{5}$

() $\frac{2}{5}$ $\frac{2}{5}$

(-) $\frac{2}{5}$ $\frac{2}{5}$ k $\frac{2}{5}$ $\frac{2}{5}$
 $\frac{2}{5}$ k $\frac{2}{5}$ $\frac{2}{5}$

(-) $\frac{2}{5}$

(2) Rights and obligations of the Participants

(-) $\frac{2}{5}$ k $\frac{2}{5}$ k

(-) $\frac{2}{5}$ k $\frac{2}{5}$

(-) $\frac{2}{5}$ $\frac{2}{5}$

(-) $\frac{2}{5}$ $\frac{2}{5}$

(-) $\frac{2}{5}$ $\frac{2}{5}$ $\frac{2}{5}$

(-) k $\frac{2}{5}$ $\frac{2}{5}$

(-) $\frac{2}{5}$ A 8 A $\frac{2}{5}$

(...)

$\frac{2}{5}$ / , /

$\frac{2}{5}$ /

$\frac{2}{5}$ /

(...)

$\frac{2}{5}$,

(3) Other explanations

$\frac{2}{5}$, $\frac{2}{5}$, $\frac{2}{5}$ A $\frac{2}{5}$ $\frac{2}{5}$

A $\frac{2}{5}$ $\frac{2}{5}$ A $\frac{2}{5}$ $\frac{2}{5}$,

k $\frac{2}{5}$ $\frac{2}{5}$

J. Supplemental provisions

(1) $\frac{2}{5}$ k , ;

(2) $\frac{2}{5}$.

2. PROPOSED GRANT UNDER THE A SHARE OPTION INCENTIVE SCHEME

A. Number of the underlying shares in respect of the Share Options under the Grant

Number of shares	5,947,858	A	2,146,893,254	0.28%
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B. List of Participants and proposed distribution of interests to be granted

C. Exercise Price and basis of determination

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

35.22, 2/5, 2/5, 2/5, 2/5, 35.22.

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

2/5, 2/5, 2/5:

(-) 80% A 2/5 2/5 (.....),
35.22.

(-) 80% A 2/5 120 2/5 (.....),
27.92.

(3) Basis of determination of the Exercise Price of the Reserved Share Options

2/5, 2/5, 35.22, 2/5, 2/5.

3. MECHANISM FOR SPECIFIC OCCURRENCES TO THE COMPANY OR THE PARTICIPANTS UNDER THE A SHARE OPTION INCENTIVE SCHEME

A. Mechanism for occurrences of the Company

(1) 2/5, 2/5, 2/5, 2/5:

(-) 2/5, 2/5, 2/5, 2/5;

(-) 2/5, 2/5, 2/5, 2/5;

(-) A, A, k, 2/5, 2/5, 36;


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(2)  

(3)  

(4)   





  k




   






B. Mechanism for occurrences of the Participants

(1) Change of position of Participants


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(2) Resignation of the Participant

Handwritten notes on lined paper, including a circled '2' and a circled 'S'.

(3) Retirement of the Participant

Handwritten notes on lined paper, including a circled '2', a circled 'S', and a circled 'k'.

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

Handwritten notes on lined paper, including a circled '2', a circled 'S', and a circled 'k'.

Handwritten notes on lined paper, including a circled '2', a circled 'S', and a circled 'k'.

(5) Death of Participants

Handwritten notes on lined paper, including a circled '2', a circled 'S', and a circled 'k'.

(-) k, $\frac{2}{5}$;

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

$\frac{2}{5}$;

(7) Change to eligibility of the Participant

$\frac{2}{5}$;

(-) k, 12 ;

(-) $\frac{2}{5}$; 12 ;

(-) $\frac{2}{5}$; k, 12 ;

(-) ;

(-) ;

(-) $\frac{2}{5}$.

C. Other circumstances

;

- (-) ... : 1, 2, 3, 4, 5 ()
- (-) H : 14.73%, 17.44%, 18.71%, 17.92%, 16.55% ()
- (-) k- : 1.50%, 2.10%, 2.75% ()

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

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

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 ... k ...

5. IMPLICATIONS UNDER THE LISTING RULES

A 2 S 2 S 17 14A.92(3)() 14A A 2 S 2 S / 2 S

6. WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

A 2 S A 2 S 17 2 S 2 S H 2 S 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 2 S A 2 S 2 S A 2 S A 2 S 20/60/120 A 2 S 2 S

A 2/5 A 2/5 2/5

7. THE SHAREHOLDERS' GENERAL MEETING

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DEFINITIONS

2/5 2/5

A 2/5 () - 2/5 () 2/5 (k : 601865)

A 2/5 (《上市公司股權激勵管理辦法》) 2/5

A A

福萊特玻璃集團股份有限公司(), k 2/5 2/5 k H 2/5 2/5

2/5 () -

2/5 2/5 2/5 2/5

2/5 () - ()

$\frac{2}{S}$ $\frac{2}{S}$
 $\frac{22}{SS}$ $\frac{2}{S}$

$\frac{2}{S}$

A $\frac{2}{S}$ $\frac{2}{S}$

5,947,858 $\frac{2}{S}$

H $\frac{2}{S}$ () - () $\frac{2}{S}$ H
0.25 $\frac{2}{S}$ k (k : 6865)

H $\frac{2}{S}$ A

() - ()

H $\frac{2}{S}$ $\frac{2}{S}$ k

() - $\frac{2}{S}$ $\frac{2}{S}$

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Flat Glass Group Co., Ltd.
Ruan Hongliang

J, Z
17 A, 2021

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