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

Chapter 1 General Provisions

Article 1 I h de h a da di e he elec ih h e ih a age e h Fla Gla G h C., L d (he ei af e efe ed h a he C a – h he C a –), h i i e he c h h i h h he b a d (he B a d–) h di ec h (he Di ec h –) a d e fec he C a ' g e a ce c e. The C a ha e a h i a ih c i ee h he B a d (he ei af e efe ed h a he N i a ih C i ee–) a d f la ed he e i le e a ih le i acc h da ce i h he C a La h he Pe h le' Re blic h Chi a (he ei af e efe ed h a he C a La –), C de h C h a e G e a ce f Li ed C a ie, Mea e f he Ad i i a ih h I de e de Di ec h h Li ed C a , R le G e i g he Li i g h Seo i ie h Sha ghai S ck E cha ge (he ei af e efe ed a Sha ghai S ck E cha ge Li i g R le–, Self-Reg la h G ideli e f Li ed C a ie h Sha ghai S ck E cha ge N. 1

Chapter 3 Terms of Reference

Article 7 The N[illegible] i a i[illegible] C[illegible] i ee [illegible]f he C[illegible] a i[illegible] e[illegible] [illegible] ble f[illegible] f[illegible] la i g he c i e ia a d [illegible]ced e[illegible]f[illegible] he [illegible]elec i[illegible] [illegible]f Di ec [illegible] a d [illegible]e i[illegible] a age e e [illegible] el, [illegible]elec i g a d e ie i g he ca dida e[illegible]f[illegible] Di ec [illegible] a d [illegible]e i[illegible] a age e e [illegible] el a d hei alifica i[illegible] I [illegible] ai e[illegible] [illegible] bili ie[illegible] a e a[illegible] f[illegible]ll[illegible] [illegible]:

(1) ide if i g ca dida e[illegible] h[illegible] a e alified [illegible] ac a[illegible] Di ec [illegible], a d [illegible]elec i g a d [illegible] i a i g ele a e [illegible] [illegible] ac a[illegible] Di ec [illegible] [illegible] [illegible]ffe i g ad ice [illegible] he B[illegible] a d, [illegible] aki g ec[illegible] e da i[illegible] [illegible] he B[illegible] a d [illegible] he a [illegible] i e a d e [illegible] al [illegible]f Di ec [illegible];

(2) a [illegible] i e [illegible] e [illegible] al [illegible]f [illegible]e i[illegible] a age e ;

(3) aki g ec[illegible] e da i[illegible] [illegible] he B[illegible] a d [illegible] i [illegible] e a d c[illegible] [illegible] i[illegible] ba[illegible]ed [illegible] he b [illegible] e[illegible] e a i[illegible] [illegible], a[illegible]e [illegible] e a d e i [illegible] c e [illegible]f he C[illegible] a ;

(4) e ie i g he [illegible] c e, [illegible] e a d c[illegible] [illegible] i[illegible] (i cl di g [illegible]kill[illegible], k [illegible] ledge a d e e ie ce) [illegible]f he B[illegible] a d a lea[illegible] [illegible] ce a ea , a d ad i[illegible] g cha ge[illegible] [illegible] he B[illegible] a d i li e i h he c[illegible] [illegible] a e [illegible] a egie[illegible] [illegible]f he C[illegible] a ;

(5) [illegible] d i g he [illegible]elec i[illegible] c i e ia a d [illegible]ced e[illegible]f[illegible] Di ec [illegible] a d [illegible]e i[illegible] a age e a d aki g ec[illegible] e da i[illegible] [illegible] he B[illegible] a d;

(6) e al a i g he i de e de ce [illegible]f he i de e de [illegible] -e eo i e Di ec [illegible];

(7) aki g ec[illegible] e da i[illegible] [illegible] he B[illegible] a d [illegible] he a [illegible] i e [illegible] e-a [illegible] i e [illegible]f Di ec [illegible] a d [illegible] cce[illegible] [illegible] la i g f[illegible] Di ec [illegible] (i a io la , he chai a a d he e[illegible]ide);

(8) [illegible] he a e [illegible] a[illegible] h[illegible] i ed b he B[illegible] a d [illegible] i la ed b la [illegible], ad i i[illegible] a i e eg la i[illegible] [illegible], de a e al le[illegible], he eg la [illegible] le[illegible] [illegible]f he lace he e he C[illegible] a ’[illegible] ha e[illegible] a e li[illegible]ed, a d he A icle[illegible] [illegible]f A[illegible] cia i[illegible] .

If he B[illegible] a d ha[illegible] [illegible] ad[illegible] ed [illegible] fi ll ad[illegible] ed he ec[illegible] e da i[illegible] [illegible]f he N[illegible] i a i[illegible] C[illegible] i ee, i [illegible]hall [illegible] a e he [illegible] i i[illegible] [illegible]f he N[illegible] i a i[illegible] C[illegible] i ee a d he [illegible] ecific ea[illegible] [illegible] f[illegible] [illegible] ad[illegible] i g i he e[illegible] i[illegible] [illegible]f he B[illegible] a d, a d di[illegible]cl[illegible]e [illegible] ch a e .

Article 8 The N[illegible] i a i[illegible] C[illegible] i ee [illegible]hall be acc[illegible] able [illegible] he B[illegible] a d, a d [illegible]hall [illegible] b i i [illegible] [illegible] [illegible]al[illegible] [illegible] he B[illegible] a d f[illegible] c[illegible] [illegible]ide a i[illegible] a d deci[illegible] . The c[illegible] [illegible]lli g [illegible]ha eh[illegible]lde [illegible]hall fi ll e[illegible] ec he [illegible] [illegible]al[illegible] ade b he [illegible] i a i g c[illegible] i ee, a d a [illegible] [illegible] [illegible]e [illegible] b[illegible] i e ca dida e[illegible] f[illegible] Di ec [illegible] [illegible] [illegible]e i[illegible] a age e i h[illegible] [illegible] fficie ea[illegible] [illegible] eliable e ide ce.

The N[illegible] i a i[illegible] C[illegible] i ee [illegible]hall e e ci[illegible]e i [illegible] d ie[illegible] a d [illegible] e [illegible] i acc[illegible] da ce i h ele a [illegible] i[illegible] [illegible] de he C[illegible] a La , he A icle[illegible] [illegible]f A[illegible] cia i[illegible] a d he[illegible] e le[illegible] a d [illegible]hall [illegible] i f i ge he i e e[illegible] [illegible]f he C[illegible] a a d [illegible]ha eh[illegible]lde [illegible]

Chapter 4 Procedures of Decision-making

Article 9 The N i a i C i ee hall e ie he elec i c ie ia, elec i ced e a d e f ffice f he Di ec a d e i a age e f he C a acc di g he ac al i a i f he C a i c lia ce i h he ele a la a d eg la i a d he i i f he A icle f A cia i a d a he ele a e h i , hich hall be filed a d b i ed he B a d f a al a d i le e a i .

Article 10 The elec i ced e f a i e f Di ec a d e i a age e a e a f ll :

(1) he N i a i C i ee hall ac i el c ica e i h he C a 'ele a de a e d he C a 'e i e e f e Di ec a d e i a age e a d d ce i e e ;

(2) he N i a i C i ee a ea ch e e i el f ca dida e f he le f Di ec a d e i a age e i hi he C a a d i h ldi g (a cia ed) c a ie a ell a he h a e ce a ke ;

(3) c llec all i f a i ab he co a i , acade ic, alifica i i le, de ailed k e e ie ce, a d a - i e k e e ie ce, a d d ce i e e ;

(4) b ai i g c e f he i ee ega di g he i a i ; he i e, he hall be c ide ed a ca dida e f he le f Di ec a d e i a age e ;

(5) deali g i h he al ca dida e i a i b he e i led i e a ided i he A icle f A cia i ;

(6) c e i g a ee i g f he N i a i C i ee a d c dc a alifica i e ie he h li ed ca dida e() acc di g he e l e e i e e f Di ec a d e i a age e ;

(7) Thi da , i he elec i f e Di ec a d he a i e f e e i a age e , b i i al a d ele a a e ial i he B a d f ca dida e f he le f Di ec a d e i a age e ;

(8) ca i g he f ll k acc di g he deci f a d feedback f he B a d.

Chapter 5 Procedural Rules

Article 11 The N i a C i ee hall c e a lea f e ee i g, e a
a d hall if all i e be h ee da , i he ee i g. The ee i g hall be chai ed
b he chai a f he N i a C i ee. Whe e he chai a f he N i a
C i ee i able a e d, he/ he a a h i e a he i de, e de -e eo i e
di ec e be , e de e he ee i g.

Article 12 Mee i g f he N i a C i ee a l be c e ed i h
he e ce f e ha -hi d f i e be . Each e be hall ha e e .
Re i f he ee i g hall be, a ed b e ha e-half f all he e be f
he c i ee i g i fa .

Article 13 Me be f he N i a C i ee hall a e d ee i g i , e
a d e , e i i e de c ide a . I he e e ha a e be i able
a e d he ee i g i , e f a ea , he e be a b i a , e f a e
g ed b hi he a d a , i a he e be a e d he ee i g a d e , e i i
hi he behalf. If a i de, e de -e eo i e di ec e be i able a e d
he ee i g f a ea , he/ he hall e ie he ee i g a e ial i ad a ce i
e , lici ad ice, a , i a he i de, e de -e eo i e di ec e be a e d
hi he behalf. Each e be c ld be e , ed b e he ha e e be a e i e.
The , e f a e hall ecif he c , e a d a f a h i a .

Article 14 V e a he ee i g f he N i a C i ee hall be ade b a
h f ha d b , ll , ia he , i g e h d ec g i ed b eg la a h i (ie)
f he lace he e he ha e f he C , a a e li ed. The ee i g hall be c , e ed
ei , i ci le. P ided ha all Di ec ca fi ll e , e hei i , a he ee i g,
ch ee i g ca be held b ea f ide , ele h e, he e h d he ece a .

Article 15 The Di ec , e , a d he e a age e f he C , a
a be i i ed a e d ee i g f he N i a C i ee, he e ece a .

Article 16 Whe e ece a , he N i a C i ee a e gage i e edia e
age cie , ide , fe i al ad ice f i deci - aki g a he e , e e f he
C , a .

Article 17 The c , e i g , ced e f, a d , i g e h d a d e i a , a ed a,
ee i g f he N i a C i ee hall c , l i h he e , i e e f he ele a
la , eg la i , he A icle f A cia i a d he e , le .

Article 18 The N i a C i ee hall kee , i , e f i ee i g Me be
f he c i ee, e e a ch ee i g a d ee i g ec de hall g he i , e .
The i , e hall be ke, b he ec e a he B a d f he C , a f a e i d f
le ha e ea .

Article 19 Me be a e d a d, e e a a ee i g hall be bliged kee,
c fide ial all a e di a ed i ch ee i g, a d hall di cl e a ele a
i f a i h a h i a bef e, blic di cl e b he C , a .

Chapter 6 Supplementary Provisions

Article 20 A a e defi ed i he e le h i c e i h ele a la , ad i i a i e eg la i , h a i e d e , eg la h le f he lace he e he C a ' ha e a e li ed a d he A icle f A cia i , he ele a la , ad i i a i e eg la i , h a i e d e , he eg la h le f he lace he e he C a ' ha e a e li ed a d he A icle f A cia i hall e ail fi l .

Article 21 The e ab e– de he e le i i cl i e, hile e ceedi g– i e cl i e.

Article 22 The B a d f he C a i e h ible f i e e i g he e le. The e le ill ake effec a e ie ed a d a , ed b he B a d, i cl di g he a e e i .

Article 23 If he e i a i c e c be ee he E gli h a d Chi e e e i f he e le, he Chi e e e i hall e ail.