





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

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( ) 12 ;

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**C. Source and number of shares under the Scheme**

**(1) Source of shares of the Scheme**

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

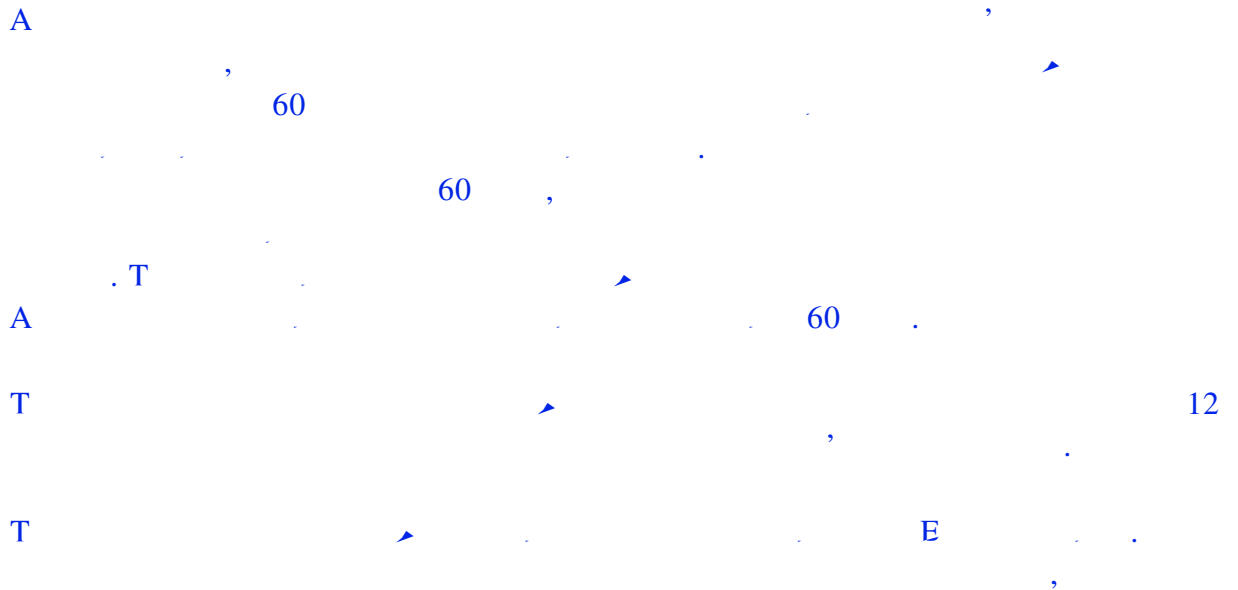
Year	Number of Share Options	Percentage of Total Share Capital	Notes
2019	5,947,858	0.28%	
2020	2,146,893,254	0.25%	( First Grant of Share Options )
2020	5,353,072	0.03%	( Reserved Share Options ),
2020	2,146,893,254	10%	
2020	594,786		

**D. Validity Period, Date of Grant, Vesting Period, exercise arrangement and the lock-up period of the Scheme**

**(1) Validity Period**

Year	Validity Period	Percentage
2019	10.00%	
2020	1.00%	
2020	72	

**(2) Date of Grant**



**(3) Vesting Period**



**(4) The Exercise Date**



Type of Share Options	Exercise Period	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
Type E	12 months from the date of grant	20%
Type E	24 months from the date of grant	20%
Type E	36 months from the date of grant	20%
Type E	48 months from the date of grant	20%
Type E	60 months from the date of grant	20%
Type E	72 months from the date of grant	20%

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

**Exercise Arrangement    Exercise Period**

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12

20%

▶ ,  
24

E

24

20%

▶ ,  
36

T E

36

20%

▶ ,  
48

E

48

20%

▶ ,  
60

E

60

20%

▶ ,  
72

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E

**(5) Lock-up Period**

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25%  
( )  
( )  
A A

**E. Exercise Price and basis of determination of the Scheme**

E  
A E



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

### (1) Conditions of the Grant of Share Options

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- ( ) T
  - ( )
  - ( )
  - ( )
  - ( ) A A 36
  - ( )
  - ( )
  - ( ) T
  - ( ) 12
  - ( ) 12
  - ( ) 12
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**(2) Exercise Conditions of the Share Options**

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2021-2026,

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**Exercise Period**

**Targets of Performance Assessment**

E

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2021

30%,

2020

E

T

2022

90%,

2020

T

E

T

2023

120%,

2020

E

T

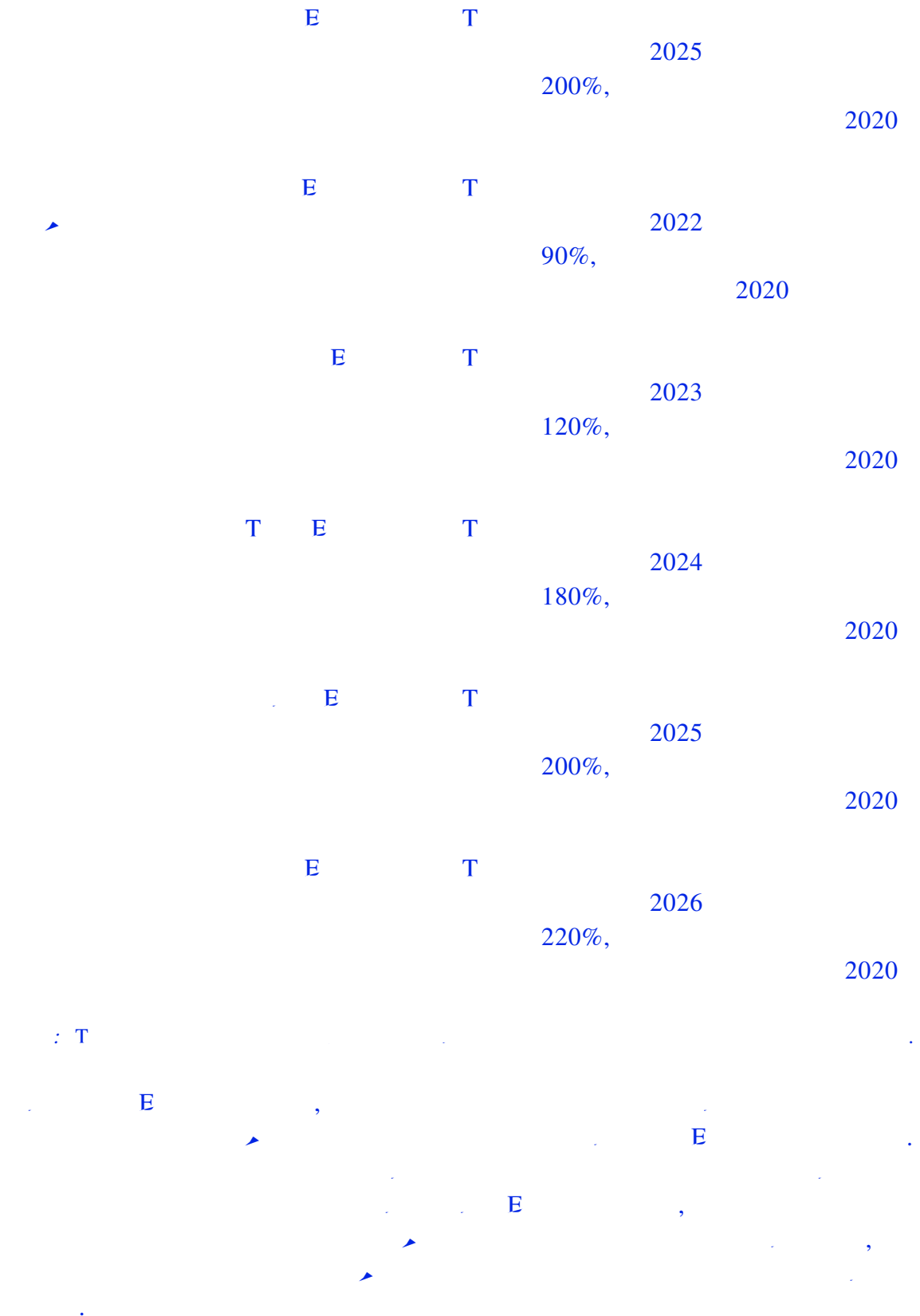
2024

180%,

2020

## Exercise Period

## Targets of Performance Assessment



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T  
A  
T  
A  
2021

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

T  
E  
A  
A  
2020,

A 2021 2026 30%, 90%, 120%, 180%, 200%

220% 2020. T

E . T

/ . T

## G. Methods of and procedures for adjustment of the Scheme

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

( )

$$N = N_0 \times (1 + )$$

( )

( )

$$P_0 = P_1 \times (1 + r) / (1 + r)^2$$

∴  $P_0 = P_1 \times (1 + r) / (1 + r)^2$  ; 1  
 $P_0 = P_1 / (1 + r)$  ; 2  
 $P_0 = P_1 / (1 + r)$  ;  
 $P_0 = P_1 / (1 + r)$  ;  
 $P_0 = P_1 / (1 + r)$  ;

( )

$$P_0 = P_1 \times$$

∴  $P_0 = P_1 \times$  ;  
 $P_0 = P_1 \times$  ;  
 $P_0 = P_1 \times$  ;

( )

**(2) Adjustment methods of the Exercise Price**

∴  $E = E \times$  ;  
 $E = E \times$  ;  
 $E = E \times$  ;  
 $E = E \times$  ;  
 $E = E \times$  ;  
 $E = E \times$  ;

( )

$$= P_0 \div (1 + r)$$

∴  $P_0 = P_1 / (1 + r)$  ;  
 $P_0 = P_1 / (1 + r)$  ;  
 $P_0 = P_1 / (1 + r)$  ;  
 $P_0 = P_1 / (1 + r)$  ;

( )

$$= 0 \times (1 + 2 \times ) / 1 \times (1 + )$$

: 0 E ; 1  
; 2

(...)

); E

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$$= 0 \div$$

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; E

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$$= 0$$

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**(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***

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( ) A  
2021
- ( ) T ( ) A  
2021 E
- ( ) T
- ( ) T
- ( ) T  
( ) T
- ( ) T  
( ) 2 ( )
- ( ) T 6
- ( )  
10 T  
T  
5

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**(2) Procedures for Grant of the Share Options**

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**(3) Procedures for the exercise of the Share Options**

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**(4) Procedures for amendments to the Scheme**

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**(5) Procedures of termination of the Scheme**

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**I. Rights and obligations of the Company and Participants**

***(1) Rights and obligations of the Company***

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**(2) Rights and obligations of the Participants**

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**(3) Other explanations**

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**J. Supplemental provisions**

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- (2) T

**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**

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

**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**

T E  
 35.22 E 35.22.

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

T E  
 :  
 ( ) 80% A ( ),  
 35.22  
 ( ) 80% A 120  
 ( ),  
 27.92

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

T E  
 35.22 E

**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**

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 ( ) ;  
 ( ) A A 36 ;

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(2) ,

(3) ,

(4) -



## **B. Mechanism for occurrences of the Participants**

### ***(1) Change of position of Participants***

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**(2) Resignation of the Participant**

**(3) Retirement of the Participant**

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

( )

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( )

**(5) Death of Participants**

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( )

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

**(7) Change to eligibility of the Participant**

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**C. Other circumstances**

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#### 4. ACCOUNTING TREATMENTS METHOD AND THE MEASUREMENT OF PERFORMANCE IMPACT

##### A. Accounting treatment method

###### (1) Date of Grant

###### (2) Vesting Period

###### (3) Accounting treatment after the Exercise Date

###### (4) Exercise Date

###### (5) Fair value and determination of the Share Options

2017年11月30日，本公司向董事及高级管理人员授予了1,000,000股股票期权，行权价格为每股人民币42.89元。该期权的公允价值按照《企业会计准则第11号——股份支付》和《企业会计准则第22号——金融工具确认和计量》进行计量。2017年11月30日，该期权的公允价值为人民币42.89元（2017年11月30日）。

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

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

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

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

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 ▲ T  
 ▲ T  
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 60,332,200 T  
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 ▲ T  
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 A 2021,  
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 2021 2026  
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 : 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
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1. T						
2.						
3. T						
4. A						

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### 5. IMPLICATIONS UNDER THE LISTING RULES

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### 6. WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

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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)

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20/60/120

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 (1) 17.03(9) E E A

E  
 A E

**(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)

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 17.03(13)  
 E : ( )  
 E  
 ; ( )  
 A 5,947,858,  
 0.28% A 0.35%  
 . T  
 0.25 A ; ( ) A  
 . T A  
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## 7. THE SHAREHOLDERS' GENERAL MEETING

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### DEFINITIONS

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: 601865)

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(《上市公司股權激勵管理辦法》)

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福萊特玻璃集團股份有限公司( .\*),

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**Flat Glass Group Co., Ltd.**  
**Ruan Hongliang**

17 A 2021

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