

Stock Code: 000055, 200055 Stock ID: Fangda Group, Fangda B, Announcement No. 2023-04

China Fangda Group Co., Ltd. Annual Report 2022 Summary

I. Important Declaration The annual report summary is abstract from the annual report. Investors should read the annual report from the specified media to fully understand the Company's business achievements, financial status and future plans.

2. Business or products in the report period Since its conception, the company has always adhered to the philosophy "technology-based, innovation-based", and has constantly increased R&D investment, and built smart curtain wall, photovoltaic building integrated curtain wall (BIPV), PVDF aluminum veneer, rail transit screen door system and other products into the global industry benchmark.

(1) Smart curtain wall system and material (1) Industry development The development of the building curtain wall industry is closely related to the development of the national economy. The Central Economic Work Conference in December 2022 put "efforts to expand domestic demand" at the top of the economic work in 2023.

(2) Main products and purposes Smart curtain walls are among the Company's major products and have been widely used in high-end office buildings, corporate headquarters, urban complexes, high-end residences and hotels, urban public buildings, and other applications.

(3) Market competition pattern in which the Company is located and the Company's market position The domestic building curtain wall market has increasingly grown in recent years, and industry competition has increased. The market gradually eliminates small and medium-sized firms with limited scale and low qualifications.

(4) Rail transit screen door business (1) Industry development As an important part of high-end manufacturing equipment, rail transit equipment is closely related to the national economic development, urban rail transit development and construction planning.

(2) Main products and purposes The Company's main products are platform screen door systems applied to urban rail transit, and also provide operation and maintenance services for the above products.

(3) Market competition pattern in which the Company is located and the Company's market position The Company is one of the national high-tech enterprises engaged in R&D, design, manufacture, installation, and operation and maintenance of the platform screen door system of subway in China.

(4) Real Estate At the end of 2022, the real estate policy entered a comprehensive easing cycle, and the financing policies such as credit support, bond financing support, equity financing support, domestic guarantee and foreign loan continued to be relaxed.

The Company's real estate projects are in Shenzhen and Nanchang. Shenzhen's market remains relatively concentrated in terms of popularity, and demand. Construction of the Guangdong Hong Kong Macao Bay Area has been further promoted.

3. Financial Highlights (1) Financial highlights in recent three years Whether the Company needs to make retroactive adjustment or restatement of financial data of previous years

Table with 5 columns: Item, End of 2022, End of 2021, Increase/decrease from the end of last year, End of 2020. Rows include Total assets, Net profit attributable to the shareholders of the listed company, Turnover, etc.

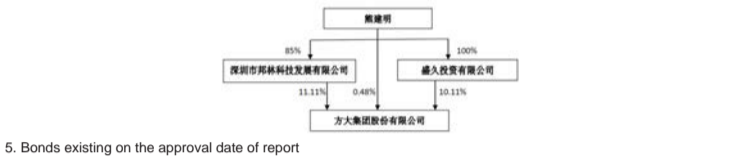
Table with 5 columns: Item, Q1, Q2, Q3, Q4. Rows include Turnover, Net profit attributable to the shareholders of the listed company, Net profit attributable to the shareholders of the listed company and after deducting of non-recurring gain/loss, etc.

and interim report disclosed by the Company

4. Share equity and shareholders (1) Ordinary shareholders, preference shareholders with resumed voting rights and top 10 shareholders

Table with 6 columns: Shareholder name, Nature of shareholder, Shareholding percentage, Shareholding number, Conditional shares, Pledge, marking or freezing Share status, Quantity. Lists top 10 shareholders like Shenzhen Banglin Technologies Development Co., Ltd.

(2) Total number of preferred shareholders and shareholding of top 10 preferred shareholders by the end of the report period



5. Bonds existing on the approval date of report

China Fangda Group Co., Ltd. Legal representative: Xiong Jianming February 28, 2023

Stock ID: Fangda Group, Fangda B Stock Code: 000055, 200055 Announcement No. 2023-02

China Fangda Group Co., Ltd. Resolutions of the 18th Meeting of the 9th Board of Directors

The members of the Board and the Company acknowledge being responsible for the truthfulness, accuracy, and completeness of the announcement. Not any false record, misleading statement or significant omission carried in this announcement.

The 18th meeting of the 9th Board of Directors of Fangda Group Co., Ltd. (hereinafter referred to as "the Company") was held by on-site combined communication in the conference room of the Company in the morning of February 24, 2023.

1. Chairman's Work Report for 2022: See Chapter 3 Management Discussion and Analysis in the Annual Report 2022.

2. The Board of Directors' Work Report 2022: See Chapter 3 Management Discussion and Analysis and Chapter 4 Corporate Governance in the Annual Report 2022.

3. Annual Report 2022 and the Summary: Voting results: 7 votes in favor, 0 votes against, and 0 abstentions.

4. Financial Settlement Report 2022: As audited by RSM China (limited liability partnership), the Company recorded an operating income of RMB3,846,975,948.44 in 2022, a net profit attributable to shareholders of RMB282,933,854.32. For details, please see Chapter 2.6. Financial Highlights and Chapter 10 Financial Statements of the 2022 Annual Report.

5. Proposal of dividend distribution for 2022: According to the audit by RSM China (special general partner), the net profit attributable to the parent company for 2022 is RMB-11,736,956.64, with a retained profit of RMB1,290,879,760.71 in Plus beginning of the year, less a distribution of dividend for 2021 RMB53,693,711.35. The profit attributable to shareholders for 2022 is RMB1,225,449,092.72.

6. The Company's profit distribution plan for 2022 is as follows: Based on the total share capital of 1,073,874,227 shares on December 31, 2022, the Company plans to distribute cash dividends of 0.50 yuan (including tax) for every 10 shares to all shareholders, with a total of RMB53,693,711.35 in cash. No dividend share or capitalization share was issued in the year.

After the announcement of the Company's profit distribution plan to the time of implementation, the case the total share capital changes, in accordance with the principle of "distributing cash dividends of RMB 0.50 (tax included) for every 10 shares", the total share capital after the market closes on the equity registration date when the profit distribution plan is implemented shall be used.

The Company's profit distribution plan complies with the profit distribution policy stipulated in the Company's Articles of Association. The Company's total cash dividends in the past three years are higher than 30% of the average annual net profit in the past three years.

7. Proposal on applying for credit guarantee from banks and other financial institutions: To meet the capital needs for daily production and improve the decision-making efficiency, the Company plans to approve the application by the Company and its wholly-owned subsidiaries (including directly and indirectly held subsidiaries) for a total credit line of RMB7.5 billion from banks and approve guarantees made for a total credit line of no more than RMB7.5 billion (including various guarantee methods such as company-to-subsidiary guarantee, subsidiary-to-company guarantee, subsidiary-to-subsidiary guarantee, and company or subsidiary-provided own property mortgage guarantee).

The Board of Directors proposes that the general meeting of shareholders authorize the management to reasonably select banks and other financial institutions for credit guarantee cooperation and sign relevant agreements within the above-mentioned quota range. The authorization period is from the date of approval at the 2022 annual general meeting to the date of the 2023 annual general meeting.

Table with 7 columns: Guarantor, Beneficiary party, Shareholding percentage, Guaranteed party's most recent audited asset-liability ratio, Balance of guarantee (in RMB100 million), Additional guarantee amount (in RMB100 million), The percentage of the guarantee amount in the latest audited net assets of the listed company, Whether it is a related party. Lists guarantors like China Fangda Group Co., Ltd., Fangda Zhihuang Technology Co., Ltd., etc.

The newly added guarantee amount includes the amount of guarantee that needs to be renewed within the current guarantee balance and the new guarantee amount due to renew within the authorization period. The newly added guarantee amount can be recycled within the authorized period. Where the actual amount does not exceed the above-mentioned total amount, the credit line can be balanced among various guarantors and guarantees (including the Company and wholly-owned subsidiaries of the Company).

8. The Company's proposal on engaging of the CPA for year 2023: In order to keep the continuity and stability of external audit, the Auditing Committee proposes continuing to engage RSM China (joint stock partnership) as the auditor of financial statements and internal control for 2023 with an audit fee of RMB1.5 million and a term of one year.

All independent directors of the Company conducted a prior review on the appointment of the audit institution, issued prior approval opinions and independent opinions, and unanimously agreed to submit the proposal to the Board of Directors and the general meeting of shareholders for deliberation.

9. The Company's 2022 Social Responsibility Report: Voting results: 7 votes in favor, 0 votes against, and 0 abstentions.

10. Proposal of re-electing the 10th Board of Directors of the Company: Mr. Xiong Jianming and Lin Kebin are nominated as candidates for non-independent directors of the 10th Board of Directors. Mr. Huang Yaying, Cao Zhongxing and Zhan Weizai are nominated as candidates for independent directors of the 10th Board of Directors.

The remuneration for non-independent directors of the 10th Board of Directors is RMB60,000/person (tax-included), for independent directors of the 8th Board of Directors is RMB80,000/person (tax-included), for supervisors of the 10th Supervisory Committee is RMB30,000/person (tax-included).

11. Reviewing the remuneration plan for the 10th Board of Directors (including independent directors) and Supervisory Committee: The remuneration for non-independent directors of the 10th Board of Directors is RMB60,000/person (tax-included), for independent directors of the 8th Board of Directors is RMB80,000/person (tax-included), for supervisors of the 10th Supervisory Committee is RMB30,000/person (tax-included).

12. The proposal of convening the 2022 Shareholders' Meeting: The Company will hold the 2022 general shareholders' meeting on Monday, March 20, 2023 (Monday). The voting methods of the meeting are onsite voting and online voting. See the Notice on Convening the 2022 Shareholders' Meeting for details.

The Company's annual report 2022, the summary of the annual report 2022, the self-evaluation report on internal control 2022, the social responsibility report 2022, the announcement on applying for credit guarantee from banks and other financial institutions, the announcement on hiring an audit institution 2023, and the notice on convening the 2022 annual general meeting of shareholders are detailed in the Company's website on February 28, 2023 (http://www.cninfo.com.cn).

The proposals 2-5, 7, 8, 10 and 11 are submitted to the 2022 Shareholders' Meeting for review. The above is for the attention of the shareholders.

Resumes of non-independent director candidates of the 10th Board of Directors: 1. Mr. Xiong Jianming: male, 66 years old, PHD Management, senior engineer. He is currently the Chairman and Presi-

dent of the Company and a deputy to the 14th National People's Congress. He is the actual controller of the Company and directly holds 5.110,257 shares of the Company. He was once employed by Jiangxi Provincial Machinery Design Academic Administration Bureau of Shekou District of Shenzhen government, etc. deputy to the 10th People's Congress of Guangdong Province and a deputy to the 13th National People's Congress, a deputy to the 2nd, 3rd and 6th People's Congress of Shenzhen City. He has received no punishment from the CSRC and other governing authorities or stock exchanges over the past five years, and has not been investigated by a judicial authority for committing a crime or suspected by the CSRC of violating laws or regulations.

2. Cao Zhongxing: Male, 45 years old, Ph.D. At present, he is the independent director of the company and the director of the Institute of Digital Strategy and Economics of the Institute of Comprehensive Development and Research (Shenzhen, China), engaged in research and consulting work on new economy and corporate strategy. He was once a technician of China National Chemical Corporation Bluestar Cleaning Agent Co., Ltd. of China National Chemical Corporation. He has no related relationship with shareholders, actual controllers, other directors, supervisors and senior managers who hold more than 5% of the Company. He holds no shares of the Company. He has received no punishment from the CSRC and other governing authorities or stock exchanges over the past five years, and has not been investigated by a judicial authority for committing a crime or suspected by the CSRC of violating laws or regulations.

3. Zhan Weizai: male, 59 years old, doctor, senior accountant. He is currently the chairman of Shenzhen Jianguo Education Management Co., Ltd., the supervisor of Shenzhen Devo Industrial Development Co., Ltd., Shenzhen Devo Investment Development Co., Ltd., the director of Tianyin Communication Holdings Co., Ltd., the independent director of Shenzhen Weiye Decoration Group Co., Ltd., Shenzhen Changyong Precision Technology Co., Ltd., Chongqing Zijian Electronics Co., Ltd., visiting professor of the School of Economics and Management of Wuhan University, the School of Mathematics and Statistics of Central China Normal University, part-time tutor of Jiangxi University of Finance and Economics. He used to be the deputy general manager of Hua'an Insurance Asset Management Center. He has no related relationship with shareholders, actual controllers, other directors, supervisors and senior managers who hold more than 5% of the Company. He holds no shares of the Company. He has received no punishment from the CSRC and other governing authorities or stock exchanges over the past five years, and has not been investigated by a judicial authority for committing a crime or suspected by the CSRC of violating laws or regulations.

4. Mr. Lin Kebing: male, 46, bachelor's degree. At present he is a director, the Vice President and CFO of the Company. He has no related relationship with shareholders, actual controllers, other directors, supervisors and senior managers who hold more than 5% of the Company. He holds no shares of the Company. He has received no punishment from the CSRC and other governing authorities or stock exchanges over the past five years, and has not been investigated by a judicial authority for committing a crime or suspected by the CSRC of violating laws or regulations.

5. Mr. Huang Yaying: male, 61, with bachelor's degree in law. He is currently an independent director of the Company, Shenzhen BAORYING Construction Holding Group Co., Ltd., Shenzhen Lixi Kechuang Co., Ltd., Shennan Circuit Co., Ltd. and Huafu Fashion Co., Ltd and a part-time lawyer of Guangdong Beiyuan Law Firm. He was once a professor of Northwest University of Political Science and Law, and dean of Shenzhen University Law School. He has no related relationship with shareholders, actual controllers, other directors, supervisors and senior managers who hold more than 5% of the Company. He holds no shares of the Company. He has received no punishment from the CSRC and other governing authorities or stock exchanges over the past five years, and has not been investigated by a judicial authority for committing a crime or suspected by the CSRC of violating laws or regulations.

6. Mr. Wu Kuangdong holds 5,407,600 stocks of the Company through the Huaxi Securities customer credit transaction guarantee securities account. Among the shareholders, Shenzhen Banglin Technology Development Co., Ltd. and Shengjiu Investment Co., Ltd. are parties action-in-concert with Xiong Jianming, Shenzhen Banglin Technology Development Co., Ltd. and its parties action-in-concert and Gong Qing Cheng Shi Li He Investment Management Partnership Enterprise are related parties. The Company is not notified of other action-in-concert or related parties among the other holders.

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