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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED GRANT OF GENERAL MANDATE
TO THE BOARD TO REPURCHASE H SHARES**
- (2) PROPOSED CHANGES OF REGISTERED CAPITAL AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (3) NOTICE OF THE 2023 THIRD EGM
AND**
- (4) NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING**

Notices convening the 2023 Third EGM and 2023 Third H Share Class Meeting to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:30 p.m. on Friday, 22 December 2023 are set out on pages 12 to 14 and pages 15 to 17 of this circular respectively.

Proxy forms for use at the 2023 Third EGM and 2023 Third H Share Class Meeting is also enclosed with this circular. Any Shareholders entitled to attend and vote at the 2023 Third EGM and 2023 Third H Share Class Meeting are entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. If you intend to attend the meeting by proxy, you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon to the Company's shares registrar in respect of H Shares, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for A Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the 2023 Third EGM and 2023 Third H Share Class Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“2023 Third A Share Class Meeting”	the class meeting of A Shareholders to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC on 22 December 2023 (or adjournment thereof), or immediately after the conclusion of the 2023 Third EGM, whichever is later
“2023 Third Class Meetings”	the 2023 Third A Share Class Meeting and the 2023 Third H Share Class Meeting
“2023 Third EGM”	the 2023 third extraordinary general meeting of the Company proposed to be held at 2:30 p.m. on 22 December 2023 at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC
“2023 Third H Share Class Meeting”	the class meeting of the H Shareholders to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC on 22 December 2023 (or any adjournment thereof), or immediately after the conclusion of the 2023 Third A Share Class Meeting, whichever is later
“A Share(s)”	Renminbi-denominated ordinary share(s) of the Company which were issued in the PRC and subscribed in RMB and are listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of directors of the Company
“Company”	福萊特玻璃集團股份有限公司 (Flat Glass Group Co., Ltd.*), a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively
“Company Law”	the Company Law of the PRC
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Effective Term”	the effective term of the General Mandate

DEFINITIONS

“H Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB0.25 each, which are subscribed for, traded in Hong Kong dollars, and listed on the Hong Kong Stock Exchange (stock code: 6865)
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	27 November 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Registered Capital Related Amendments to AoA”	the amendments to the Articles of Association in light of the change of share capital of the Company as a result of both the conversion of A Share convertible bonds and the issuance of A Shares to specific subscribers
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shanghai Stock Exchange”	Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“%”	percent

* For identification purpose only

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ruan Hongliang (*Chairman*)

Ms. Jiang Jinhua

Ms. Ruan Zeyun

Mr. Wei Yezhong

Mr. Shen Qifu

*Registered office, headquarters and
principal place of business in the PRC:*

1999 Yunhe Road

Xiuzhou District, Jiaxing

Zhejiang Province, PRC

Principal place of business in Hong Kong:

Unit 6, 11/F, Prosperity Place

6 Shing Yip Street

Kwun Tong, Kowloon

Hong Kong

Independent non-executive Directors:

Ms. Xu Pan

Ms. Hua Fulan

Ms. Ng Yau Kuen Carmen

4 December 2023

To the Shareholders

**(1) PROPOSED GRANT OF GENERAL MANDATE
TO THE BOARD TO REPURCHASE H SHARES**
**(2) PROPOSED CHANGES OF REGISTERED CAPITAL AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
**(3) NOTICE OF THE 2023 THIRD EGM
AND**
(4) NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with information in connection with, among other things, considering and approving (i) the proposed grant of general mandate to the Board to repurchase H Shares; (ii) the proposed changes of registered capital and amendments to the Articles of Association; and (iii) to give you the notices of the 2023 Third EGM and 2023 Third H Share Class Meeting.

LETTER FROM THE BOARD

II. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARES

Reference is made to the announcement of the Company dated 30 October 2023 that in order to stabilise investors' investment expectations, safeguard their general interests and strengthen their confidence in investing in the Company, taking into account its financial position and operation condition, the Company proposes to repurchase a portion of its H Shares for the purpose of boosting confidence for corporate growth, protecting share prices and practically enhancing the investment return of the Shareholders of the Company. The Board of the Company therefore proposes to seek approval from the Shareholders at the 2023 Third EGM and the 2023 Third Class Meetings to authorise the Board and any of its authorised persons to deal with all matters in connection with the repurchase of a portion of H Shares ("**General Mandate**"). Details of the General Mandate are as follows:

1. Subject to the restrictions under paragraphs 2 and 3 below, the Board shall be approved to exercise all rights of repurchasing the H Shares in issue and listed on the Hong Kong Stock Exchange of nominal value of RMB0.25 each within the Effective Term in accordance with all applicable laws, regulations, rules and/or requirements of the governmental or regulatory authorities of the PRC in charge of securities matters, the Hong Kong Stock Exchange or any other governmental or regulatory authorities.
2. The Board shall be authorised to repurchase H Shares in an amount not exceeding 10% of the total number of H Shares in issue at the date of passing of such resolution at the 2023 Third EGM and the 2023 Third Class Meetings within the Effective Term, and the repurchase price on any date of repurchase shall not be equal to or higher than 105% of the average closing price of H Shares for the five preceding trading days on which H Shares were traded on the Hong Kong Stock Exchange.
3. The General Mandate shall include, without limitation, authority to:
 - (i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;
 - (ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;
 - (iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the places of listing of the Company, and make the necessary filings with the relevant regulatory authorities (if necessary); and
 - (iv) cancel the repurchased H Shares, and execute and deal with any relevant documents and matters in connection with the aforementioned repurchase.

The Effective Term will expire on the earliest of:

- (i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2023; or

LETTER FROM THE BOARD

- (ii) the date on which the General Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.
4. The Board shall be authorised to:
- (i) execute and sign all such documents, do all such acts and matters and take all such steps relevant to the proposed repurchase of H Shares as described in paragraphs 1 and 2 above, and as are expedient, necessary or desirable to give effect to such repurchase as it thinks fit, in accordance with the relevant laws, regulations and rules; and
 - (ii) make such amendments to the Articles of Association of the Company as it thinks fit to reduce the registered capital and reflect the new capital structure of the Company, and to deal with the relevant statutory registration and filing formalities both within and outside the PRC.

Subject to the approval and authorisation of the General Mandate being granted to the Board at the 2023 Third EGM and the 2023 Third Class Meetings, the Board proposes to authorise the Chairman and any of his authorised persons to exercise the authority granted to it at the 2023 Third EGM and the 2023 Third Class Meetings to deal with the General Mandate and all other matters which may be authorised by the Board in connection with the repurchase of H Shares.

If, during the Effective Term, the Board or the authorised person of the Board has signed the necessary documents, completed the necessary formalities, and such documents, formalities may need to be performed, carried out or continued after the end of the Effective Term, the Effective Term will be extended accordingly.

An explanatory statement required under the Listing Rules to be issued to the Shareholders is set out in Appendix I to this circular. The explanatory statement contains information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote in favour of or against the resolution.

III. PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 13 November 2023 in relation to the Registered Capital Related Amendments to AoA.

Pursuant to the latest requirements of the competent government departments and regulatory authorities in the PRC, despite the authorization to the Board by the Shareholders at the 2021 second extraordinary general meeting, 2021 second A share class meeting, 2021 second H share class meeting, 2022 first extraordinary general meeting, 2022 first A share class meeting, 2022 first H share class meeting, 2023 first extraordinary general meeting, 2023 first A share class meeting and 2023 first H share class meeting of the Company, the Registered Capital Related Amendments to AoA in light of the change of share capital of the Company as a result of both the conversion of A Share convertible bonds and the issuance of A Shares to specific subscribers shall be separately submitted to a Shareholders' general meeting for consideration and approval, if thought fit.

LETTER FROM THE BOARD

As disclosed in the poll results announcement of the Company dated 27 October 2023, the resolutions in relation to the Registered Capital Related Amendments to AoA were not passed at the 2023 second H share class meeting. In light of above, the Board proposed to submit the Registered Capital Related Amendments to AoA to the 2023 Third EGM to be convened by the Company for the Shareholders' consideration and approval, if thought fit.

The Board has passed a resolution to submit the Registered Capital Related Amendments to AoA to the 2023 Third EGM for the Shareholders' consideration and approval, if thought fit. Please refer to Appendix II to this circular for the full text of the proposed Registered Capital Related Amendments to AoA. The Board would like to remind the Shareholders that the Chinese version shall prevail in case of any discrepancy or inconsistency between the Chinese version and its English translation.

The Board will also propose a resolution at the 2023 Third EGM to authorize the Board to make relevant adjustments and revisions to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustments and revisions to characters, chapters and articles.

Save for the amendments as set out in Appendix II to this circular, the other provisions of the Articles of Association will remain unchanged. The Registered Capital Related Amendments to AoA will become effective upon the approval by the Shareholders at the 2023 Third EGM.

IV. THE 2023 THIRD EGM AND THE 2023 THIRD H SHARE CLASS MEETING

Notices convening the 2023 Third EGM and the 2023 Third H Share Class Meeting to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:30 p.m. on Friday, 22 December 2023 are set out on pages 12 to 14 and pages 15 to 17 of this circular respectively.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Accordingly, all resolutions to be proposed at the 2023 Third EGM and the 2023 Third H Share Class Meeting will be voted by poll. None of the Shareholders or their respective associates is required under the Listing Rules to abstain from voting on the resolutions proposed at the 2023 Third EGM and 2023 Third H Share Class Meeting.

LETTER FROM THE BOARD

For the purpose of determining the entitlement for attendance and voting at the 2023 Third EGM and/or the 2023 Third H Share Class Meeting (as the case may be), the H Shares register of members of the Company will be closed from Tuesday, 19 December 2023 to Friday, 22 December 2023, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company on Monday, 18 December 2023 shall be entitled to attend and vote at the 2023 Third EGM and the 2023 Third H Share Class Meeting. In order to attend and vote at the general meeting, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Monday, 18 December 2023. H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2023 Third EGM and the 2023 Third H Share Class Meeting. H Shareholders who intend to appoint a proxy to attend the 2023 Third EGM and the 2023 Third H Share Class Meeting are requested to complete the proxy form in accordance with the instructions set out therein and return it to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event, not less than 24 hours before the time appointed for holding the 2023 Third EGM and the 2023 Third H Share Class Meeting, or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 Third EGM and the 2023 Third H Share Class Meeting, or any adjourned meeting (as the case may be) should you so wish.

V. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2023 Third EGM and the 2023 Third H Share Class Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the 2023 Third EGM and the 2023 Third H Share Class Meeting.

Yours faithfully
By order of the Board
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

In accordance with the Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the 2023 Third EGM and the 2023 Third Class Meetings for the grant of General Mandate to the Board to repurchase H Shares.

REASONS FOR REPURCHASING H SHARES

To safeguard the Company's value and Shareholders' interests and facilitate the Company's healthy development, the Directors believe that the grant of the General Mandate provides the Company with the flexibility to repurchase H Shares, which is beneficial to and in the best interest of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB587,830,940.5, comprising 450,000,000 H Shares with a nominal value of RMB0.25 each and 1,901,323,762 A Shares with a nominal value of RMB0.25 each.

EXERCISE OF THE GENERAL MANDATE

Subject to the passing of the relevant special resolutions to approve the grant of the General Mandate to the Board to repurchase H Shares at the 2023 Third EGM and the 2023 Third Class Meetings, respectively, the Board will be granted the General Mandate to be effective until the earlier of: (i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2023; or (ii) the date on which the General Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting. The exercise of the General Mandate is subject to relevant approval(s) by and/or filings with SAFE and/or any other regulatory authorities as required by the laws, rules and regulations of the PRC to be obtained and/or conducted.

In accordance with the Listing Rules, the Company shall not repurchase H Shares if the purchase price is higher by 5% or more than the average closing market price on the Hong Kong Stock Exchange for 5 trading days preceding to the repurchase.

The exercise in full of the General Mandate (on the basis of 450,000,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the 2023 Third EGM and the 2023 Third Class Meetings) would result in a maximum of 45,000,000 H Shares that may be repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution(s).

FUNDING OF H SHARES REPURCHASES

In repurchasing its H Shares, the Company intends to apply the Company's self-owned funds legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

GENERAL

The Directors consider that there would not be a material adverse impact on the working capital or the gearing position of the Company in the event that the General Mandate is to be exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2022). However, the Directors do not propose to exercise the General Mandate to such extent as would, in the circumstances, the working capital needs or the gearing position of the Company would be materially and adversely affected by the repurchase of Shares. The number of H Shares to be repurchased, the Share price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the market circumstances then prevailing, in the best interests of the Company.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

H SHARES PRICES

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest Price	Lowest Price
	<i>HK\$</i>	<i>HK\$</i>
2022		
November	23.61	17.82
December	20.76	17.12
2023		
January	25.27	17.59
February	25.57	20.02
March	23.07	18.55
April	23.07	20.22
May	25.08	20.61
June	27.24	21.05
July	26.99	21.84
August	23.95	18.33
September	19.63	15.96
October	17.71	12.74
November (up to the Latest Practicable Date)	16.28	13.24

SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company did not repurchase any Shares (whether on the Hong Kong Stock Exchange or otherwise).

DISCLOSURE OF INTERESTS

If as a result of Share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, (i) Mr. Ruan Hongliang beneficially held 439,358,400 A Shares and 485,000 H Shares; (ii) Ms. Jiang Jinhua beneficially held 324,081,600 A Shares and 111,000 H Shares; (iii) Ms. Ruan Zeyun beneficially held 350,532,000 A Shares and 1,316,000 H Shares; and (iv) Mr. Zhao Xiaofei beneficially held 4,800,000 A Shares, which in aggregate represented approximately 47.66% of the total share capital of the Company. In the event that the Directors exercised in full the power to repurchase H Shares in accordance with the terms of the General Mandate proposed at the 2023 Third EGM and the 2023 Third Class Meetings, the total interests of Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei (who are parties acting in concert pursuant to a concert party agreement dated 19 September 2016 entered into among them) in the total registered capital of the Company would increase to approximately 48.59%. The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law as a result of any repurchases to be made under the General Mandate. Moreover, the Directors will not make Share repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have a present intention to sell H Shares to the Company in the event that the General Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the General Mandate is approved by the Shareholders.

APPENDIX II PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposed Registered Capital Related Amendments to AoA are as follows:

Before amendment	After amendment
<p>Article 17 The Company has a total of 2,146,893,254 issued shares. The capital structure of the Company comprises of 2,146,893,254 ordinary shares, including 1,696,893,254 domestic shares (A shares), accounting for 79.04% of the total issued shares of the Company and 450,000,000 overseas-listed foreign shares (H shares), accounting for 20.96% of the total issued shares of the Company.</p>	<p>Article 17 The Company has a total of 2,351,323,762 issued shares. The capital structure of the Company comprises of 2,351,323,762 ordinary shares, including 1,901,323,762 domestic shares (A shares), accounting for 80.86% of the total issued shares of the Company and 450,000,000 overseas-listed foreign shares (H shares), accounting for 19.14% of the total issued shares of the Company.</p>
<p>Article 21 The Company’s registered capital is RMB536,723,313.50. The change in registered capital of the Company shall be registered at the competent Administration for Industry and Commerce.</p>	<p>Article 21 The Company’s registered capital is RMB587,830,940.50. The change in registered capital of the Company shall be registered at the competent Administration for Industry and Commerce.</p>

NOTICE OF THE 2023 THIRD EGM

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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)

NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 third extraordinary general meeting (the “**2023 Third EGM**”) of Flat Glass Group Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Friday, 22 December 2023 at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC for the purpose of considering, and if thought fit, passing the following resolutions by way of special resolutions. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 4 December 2023:

- Special resolution 1. To consider and, if thought fit, to approve the following general mandate for the Board and any of its authorized persons to repurchase the H Shares during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase the H Shares:
- (a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the 2023 Third EGM and of the relevant resolutions at class meetings of Shareholders and the repurchase of H Shares will be at a repurchase price of less than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on the Hong Kong Stock Exchange.
 - (b) the Board be authorised to (including but not limited to the following):
 - (i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;
 - (ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;

NOTICE OF THE 2023 THIRD EGM

- (iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the places of listing of the Company, and make the necessary filings with the relevant regulatory authorities (if necessary); and
 - (iv) cancel the repurchased H Shares, and execute and deal with any relevant documents and matters in connection with the aforementioned repurchase.
- (c) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of the special resolution at the 2023 Third EGM and the 2023 Third Class Meetings until the earliest of:
- (i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2023; or
 - (ii) the date on which the Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.

Special resolution 2. To consider and approve the proposed changes of registered capital and amendments to the Articles of Associations.

Special resolution 3. To consider and approve that the Board be authorized to make changes in industrial and commercial registration and make relevant adjustments and revision to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustment and revisions to characters, chapters and articles.

By order of the Board of
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

Jiaxing, Zhejiang Province, the PRC
4 December 2023

As at the date hereof, the executive Directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu, and the independent non-executive Directors are Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

NOTICE OF THE 2023 THIRD EGM

Notes:

1. In order to ascertain the Shareholders' entitlement to attend and vote at the 2023 Third EGM, the register of members of the Company will be closed from Tuesday, 19 December 2023 to Friday, 22 December 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming 2023 Third EGM, all transfer documents must be lodged with the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), for registration before 4:30 p.m. on Monday, 18 December 2023. H Shareholders whose names appear on the register of members of the Company on Monday, 18 December 2023 are entitled to attend and vote at the 2023 Third EGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the 2023 Third EGM will be determined and announced separately in the PRC by the Company.
2. Shareholders who are entitled to attend and vote at the 2023 Third EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H Shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the 2023 Third EGM (i.e. before Thursday, 21 December 2023) (or any adjournment thereof). If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the 2023 Third EGM or any adjourned meetings should they so wish.
5. Shareholders or their proxies shall provide their identification documents when attending the 2023 Third EGM.
6. Shareholders attending the 2023 Third EGM shall be responsible for their own travel and accommodation expenses.
7. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.

NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

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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)

NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 Third H Share Class Meeting of Flat Glass Group Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Friday, 22 December 2023 at the Conference Room, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC for the purpose of considering, and if thought fit, passing the following resolutions by way of special resolutions. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 4 December 2023:

SPECIAL RESOLUTION

1. To consider and, if thought fit, to approve the following general mandate for the Board and any of its authorized persons to repurchase the H Shares during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase the H Shares:
 - (a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the 2023 Third EGM and of the relevant resolutions at class meetings of Shareholders and the repurchase of H Shares will be at a repurchase price of less than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on the Hong Kong Stock Exchange.
 - (b) the Board be authorised to (including but not limited to the following):
 - (i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;
 - (ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;

NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

- (iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the places of listing of the Company, and make the necessary filings with the relevant regulatory authorities (if necessary); and
 - (iv) cancel the repurchased H Shares, and execute and deal with any relevant documents and matters in connection with the aforementioned repurchase.
- (c) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of the special resolution at the 2023 Third EGM and the 2023 Third Class Meetings until the earliest of:
- (i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2023; or
 - (ii) the date on which the Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.

By order of the Board of
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

Jiaxing, Zhejiang Province, the PRC
4 December 2023

As at the date hereof, the executive Directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu and the independent non-executive Directors are Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

Notes:

1. H Shareholders whose names appear on the Company’s share registrar in respect of H Shares, Tricor Investor Services Limited, on Monday, 18 December 2023 are eligible to attend the 2023 Third H Share Class Meeting. To qualify for attendance and vote at the 2023 Third H Share Class Meeting, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the Company’s share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 18 December 2023.
2. A member eligible to attend and vote at the 2023 Third H Share Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his behalf. A proxy needs not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a H Shareholder or his attorney duly authorized in writing. If the H Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited by hand or by post to the Company’s share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time designated for holding of the 2023 Third H Share Class Meeting. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the a Shareholder from attending and voting in person at the 2023 Third H Share Class Meeting or any adjourned meetings should they so wish.

NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

5. A H Shareholder or his proxy shall produce proof of identity when attending the 2023 Third H Share Class Meeting. If a H Shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such H Shareholder may attend the 2023 Third H Share Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such H Shareholder appointing such person(s) to attend the meeting.
6. Shareholders who attend shall bear their own travelling and accommodation expenses.
7. The register of members of the Company will be closed from Tuesday, 19 December 2023 to Friday, 22 December 2023 (both days inclusive).
8. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.