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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 compan incorporated in the People's Republic of China with limited liabilit)

(Stock code: 6865)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR
(3) PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION RELATING TO THE NON-PUBLIC ISSUANCE OF A SHARES
(4) PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE MANDATE TO THE BOARD TO DEAL WITH MATTERS RELATING TO THE NON-PUBLIC ISSUANCE OF A SHARES
(5) NOTICE OF THE 2023 FIRST EGM
AND
(6) NOTICE OF THE 2023 FIRST H SHARES CLASS MEETING

Notices convening the 2023 First EGM and 2023 First H Shares 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 Monday, 24 July 2023 are set out on pages 17 to 18 and pages 19 to 20 of this circular respectively.

Proxy forms for use at the 2023 First EGM and 2023 First H Shares Class Meeting is also enclosed with this circular. Any Shareholders entitled to attend and vote at the 2023 First EGM and 2023 First H Shares 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 People's Republic of China (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 First EGM and 2023 First H Shares 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.

5 July 2023

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In this circular, the following e pressions shall have the following meanings unless the conte t requires otherwise:

“2023 First A Shares Class Meeting”	the class meeting of A Shareholders to be held at the

"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 Shareholders"	holder(s) of H Shares
"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"	30 June 2023, being the latest practicable date prior to the printing of this circular for the purpose of 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
"Proposed Articles Amendments"	the proposed amendments to the Articles of Association passed by the Board on 6 June 2023, subject to Shareholders' approval at the 2023 First EGM, the details of which are set out in" Appendix I – Proposed Amendment to the Articles of Association" to this circular
"Proposed Issuance" or "Non-public Issuance"	the proposed non-public issuance of not more than 30% of the total number of A Shares before the issuance
"RMB"	Renminbi, the lawful currency of the PRC
"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 onl*

福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.

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

(Stock code: 6865)

E ecutive Directors:
Mr. Ruan Hongliang *(Chairman)*
Ms. Jiang Jinhua
Mr. Wei Yezhong
Mr. Shen Qifu

Independent non-e ecutive Directors:
Ms. Xu Pan
Ms. Hua Fulan
Ms. Ng Yau Kuen Carmen

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

5 July 2023

To the Shareholders

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR
(3) PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION RELATING TO THE NON-PUBLIC ISSUANCE OF A SHARES
(4) PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE MANDATE TO THE BOARD TO DEAL WITH MATTERS RELATING TO THE NON-PUBLIC ISSUANCE OF A SHARES
(5) NOTICE OF THE 2023 FIRST EGM
AND
(6) NOTICE OF THE 2023 FIRST H SHARES 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 amendments to the Articles of Association; (ii) the proposed appointment of an executive Director; (iii) the proposed extension of the validity period of the resolution relating to the Non-Public Issuance; (iv) the proposed extension of the validity period of the mandate to the Board to deal with matters relating to the Non-Public Issuance; and (v) to give you the notices of the 2023 First EGM and the 2023 First H Shares Class Meeting.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 6 June 2023 in relation to the Proposed Articles Amendments.

The Board has passed a resolution on the Proposed Articles Amendments. Please refer to Appendix I to this circular for the full text of the Proposed Articles Amendments. 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 Proposed Articles Amendments are subject to the approval of the Shareholders by way of a special resolution at the 2023 First EGM.

The Board will also propose a resolution at the 2023 First 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 the Proposed Articles Amendments, the other provisions of the Articles of Association will remain unchanged. The Proposed Articles Amendments will become effective upon the approval by the Shareholders at the 2023 First EGM.

III. PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR

Reference is made to the Company's announcement dated 6 June 2023 in relation to, among others, the proposed election of an executive Director. In accordance with the Company Law and other relevant laws and regulations and the Articles of Association, Ms. Ruan Zeyun ("**Ms. Ruan**") was nominated by the Board as a candidate of the executive Director of the six session of the Board. The term of office shall take effect from the date of approval of the appointment by the 2023 First EGM until the date of expiration of the term of office of the six session of the Board, and she will be eligible for re-election then.

The biography of Ms. Ruan is as follows:

Ms. Ruan Zeyun (阮澤雲女士), formerly known as Ms. Ruan Xiao (阮曉女士), was born in 1987. Ms. Ruan graduated from Sheffield University in England with a master degree in management. She is one of the de facto controller of the Company.

Ms. Ruan joined the Company in October 2009, has successively served as an assistant to general manager and executive deputy general manager of Shanghai Flat Glass Co., Ltd.* (上海福萊特玻璃有限公司), the director of Anhui Flat Solar Glass Co., Ltd.* (安徽福萊特光伏玻璃有限公司), and the secretary of the Board. Currently, she is the president, general manager of public services department and the company secretary of the Company. Ms. Ruan has served as a non-executive director of JiaXing Gas Group Co., Ltd.* (嘉興市燃氣集團股份有限公司) since 9 June 2023.

Ms. Ruan is the spouse of Mr. Zhao Xiaofei, and the daughter of Mr. Ruan Hongliang and Ms. Jiang Jinhua. As of the Latest Practicable Date, Mr. Ruan Hongliang owns 439,358,400 A Shares and 485,000 H Shares. Ms. Jiang Jinhua owns 324,081,600 A Shares and 111,000 H Shares. Ms. Ruan owns 350,532,000 A Shares and 973,000 H Shares. Mr. Zhao Xiaofei owns 4,800,000 A Shares. As of the Latest Practicable Date, Mr. Ruan Hongliang, Ms. Jiang Jinhua and Ms. Ruan owns 5,000,000, 5,000,000, 5,000,000 A share convertible bonds, respectively, which are convertible into 11,439,030, 11,439,030, 11,439,030 A shares, respectively. Pursuant to a concert party agreement dated 19 September 2016 entered into among Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan and Mr. Zhao Xiaofei, each of Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan and Mr. Zhao Xiaofei is considered to be interested in 1,153,089,090 A Shares and 1,569,000 H Shares under Part XV of the SFO.

Save as disclosed above, as of the Latest Practicable Date, Ms. Ruan did not hold other directorships in any Hong Kong or overseas listed public companies in the last three years, there is no other information which needs to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules and there is no other matter relating to the appointment of Ms. Ruan that needs to be brought to the attention of the Shareholders.

Ms. Ruan will enter into a service agreement with the Company with the term of office commencing from the date of approval by the Shareholders at the EGM until the expiry of the sixth session of the Board. Ms. Ruan will not be entitled to any remuneration in her capacity as an executive Director. The Company will determine her remuneration based on the work and responsibilities of her other positions in the Group. The remuneration of Ms. Ruan will mainly comprise of basic salary, performance bonus, benefits and various social insurance, and contribution to housing provident funds, and it shall be determined in accordance with applicable regulations of the Company and results of annual appraisal. It is expected that the remuneration of Ms. Ruan for the year ending 31 December 2023 will not exceed the total remuneration of the Directors for the year ending 31 December 2023 as approved at the annual general meeting of the Company held on 6 June 2023, i.e. not more than RMB6 million. The Company will further disclose the remuneration of Ms. Ruan in the annual reports to be issued by the Company in due course.

IV. PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION RELATING TO THE NON-PUBLIC ISSUANCE

Reference is made to (1) the circular of the Company dated 7 July 2022 in relation to, among other things, the resolution relating to the Non-public Issuance (the "**Resolution Relating to the Non-public Issuance**"); (2) the poll results announcement of the Company dated 29 July 2022 in relation to, among other things, the approval by the Shareholders of the Resolution Relating to the Non-public Issuance; and (3) the announcement of the Company dated 21 June 2023 in relation to, among other things, the proposed extension of the validity period of the Resolution Relating to the Non-public Issuance.

The Resolution Relating to the Non-public Issuance was approved at the extraordinary general meeting and the class meetings of the Company held on 29 July 2022 and would be valid for a period of 12 months from 29 July 2022.

As disclosed in the announcement of the Company dated 14 November 2022, the Company has received the approval from the CSRC in respect of the Non-public Issuance. The Company has been assessing the market condition to commence the Non-public Issuance and will then need to submit the issuance plan to Shanghai Stock Exchange to make the application for the Non-public Issuance. Subject to the Shareholders' approval of the proposed extension of the validity period of the Resolution Relating to the Non-public Issuance and the Resolution Relating to the Mandate for the Non-public Issuance, it is expected that the Non-public Issuance will be completed by 8 November 2023. As the validity period for the Resolution Relating to the Non-public Issuance will expire on 28 July 2023 and the relevant work of the Non-public Issuance is still in progress, the Company intends to extend the validity period for the Resolution Relating to the Non-public Issuance in order to ensure the effective and smooth commencement of the Non-public Issuance. The Board considers that the extension of the validity period for the Resolution Relating to the Non-public Issuance is in the interests of the Company and the Shareholders. The Resolution Relating to the Non-public Issuance, as extended, will be valid for a period of 12 months from the day following the previous expiry date (i.e. 28 July 2023). The resolution

V. PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE MANDATE TO THE BOARD TO DEAL WITH MATTERS RELATING TO THE NON-PUBLIC ISSUANCE

Reference is made to (1) the circular of the Company dated 7 July 2022 in relation to, among other things, the resolution relating to the mandate to the Board to deal with all matters relating to the Non-public Issuance (the "**Resolution Relating to the Mandate for the Non-public Issuance**"); (2) the poll results announcement of the Company dated 29 July 2022 in relation to, among other things, the approval by the Shareholders of the Resolution Relating to the Mandate for the Non-public Issuance; and (3) the announcement of the Company dated 21 June 2023 in relation to, among other things, the proposed extension of the validity period of the Resolution Relating to the Mandate for the Non-public Issuance.

The Resolution Relating to the Mandate for the Non-public Issuance was approved at the extraordinary general meeting and the class meetings of the Company held on 29 July 2022 and would be valid for a period of 12 months from 29 July 2022.

As disclosed in the announcement of the Company dated 14 November 2022, the Company has received the approval from the CSRC in respect of the Non-public Issuance. The Company has been assessing the market condition to commence the Non-public Issuance and will then need to submit the issuance plan to Shanghai Stock Exchange to make the application for the Non-public Issuance. Subject to the Shareholders' approval of the proposed extension of the validity period of the Resolution Relating to the Non-public Issuance and the Resolution Relating to the Mandate for the Non-public Issuance, it is expected that the Non-public Issuance will be completed by 8 November 2023. As the validity period for the Resolution Relating to the Mandate for the Non-public Issuance will expire on 28 July 2023 and the relevant work of the Non-public Issuance is still in progress, in order to ensure the effective and smooth commencement of the Non-public Issuance, the Company intends to extend the validity period of the Resolution Relating to the Mandate for the Non-public Issuance. The extended validity will be effective for 12 months from the day following the previous expiry date (i.e. 28 July 2023). The resolution has been considered and approved by the Board, and is being submitted to the 2023 First EGM and the 2023 First Class Meetings for consideration and approval.

Save for the validity period as stated above, the mandate to the Board to deal with all matters relating to the Non-public Issuance, as extended, remains unchanged. For more details, please refer to Appendix III to this circular.

Other than the Resolution Relating to the Non-public Issuance and the Resolution Relating to the Mandate for the Non-public Issuance, the other resolutions in relation to Non-public Issuance approved at the extraordinary general meeting and the class meetings of the Company held on 29 July 2022, will remain unchanged and will not be proposed to the 2023 First EGM and the 2023 First Class Meetings. For details of such resolutions, please refer to the circular of the Company dated 7 July 2022.

VI. EFFECTS OF THE NON-PUBLIC ISSUANCE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As disclosed in the announcement of the Company dated 14 November 2022, the Company has received the "Approval in Relation to the Non-public Issuance of Shares by Flat Glass Group Co., Ltd. (Zheng Jian Xu Ke [2022] No. 2742)" (《關於核准福萊特玻璃集團股份有限公司非公開發行股票的批覆》 (證監許可[2022]2742號)) from the CSRC, which approved the Company's non-public issuance of not more than 509,068,000 new A Shares. Assuming that the 509,068,000 new A Shares will be fully issued and there are no other changes to the share capital of the Company from the Latest Practicable Date to the completion of the Non-public Issuance, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the Non-public Issuance is as follows:

Before the proposed Non-public Issuance:

	As at the Latest Practicable Date	
	Number of shares	**Approximate percentage of the Company's total issued share capital**
A Shares	1,696,894,461	79.04%
H Shares	450,000,000	20.96%
New A Shares to be issued under the Proposed Issuance	–	–
Total	**2,146,894,461**	**100.00%**

After the proposed Non-public Issuance:

	Immediately after completion of the Proposed Issuance	
	Number of shares	**Approximate percentage of the Company's total issued share capital**
A Shares	1,696,894,461	63.89%
H Shares	450,000,000	16.94%
New A Shares to be issued under the Proposed Issuance	509,068,000	19.17%
Total	**2,655,962,461**	**100.00%**

Based on the publicly available information and to the best of the Directors' knowledge, assuming that a total of 509,068,000 new A Shares will be issued pursuant to the Non-public Issuance and that there are no other changes to the share capital of the Company from the Latest Practicable Date to the completion of the Non-public Issuance, the Company will continue to meet the public float requirement under the Listing Rules after the completion of the Proposed Issuance.

In the event that there is any share capital changing matter in the Shares during the period from the date of announcement of the Board resolutions regarding the Proposed Issuance to the date of issue as a result of bonus issue, repurchase and conversion of capital reserve into share capital, the maximum number of Shares to be issued under the Proposed Issuance shall also be adjusted accordingly.

VII. 2023 FIRST EGM AND THE 2023 FIRST H SHARES CLASS MEETING

Notices convening the 2023 First EGM and the 2023 First H Shares 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 Monday, 24 July 2023 are set out on pages 17 to 18 and pages 19 to 20 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 First EGM and the 2023 First H Shares 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 First EGM and 2023 First H Shares Class Meeting.

For the purpose of determining the entitlement for attendance and voting at the 2023 First EGM and/or the 2023 First H Shares Class Meeting (as the case may be), the H Shares register of members of the Company will be closed from Wednesday, 19 July 2023 to Monday, 24 July 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 Tuesday, 18 July 2023 shall be entitled to attend and vote at the 2023 First EGM and the 2023 First H Shares 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 Tuesday, 18 July 2023. H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2023 First EGM and the 2023 First H Shares Class Meeting. H Shareholders who intend to appoint a proxy to attend the 2023 First EGM and the 2023 First H Shares 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 First EGM and the 2023 First H Shares 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 First EGM and the 2023 First H Shares Class Meeting, or any adjourned meeting (as the case may be) should you so wish.

VIII. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2023 First EGM and the 2023 First H Shares 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 First EGM and the 2023 First H Shares Class Meeting.

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

The Proposed Articles Amendments are as follows:

Original Articles	Proposed Amendments
Article 115 The Company shall establish a board of directors, which comprises seven directors, including three independent directors, and shall have one chairman and one vice chairman. (MP86) ……	**Article 115** The Company shall establish a board of directors, which comprises **eight** directors, including three independent directors, and shall have one chairman and one vice chairman. (MP86) ……
Article 136 The Company shall have one president, who shall be nominated by the directors and appointed and dismissed by the board of directors. The Company shall have five deputy presidents, who shall be appointed or dismissed by the board of directors after being nominated by the president. (MP99)	**Article 136** The Company shall have one president, who shall be nominated by the directors and appointed and dismissed by the board of directors. The Company shall have **four** deputy presidents, **including an executive deputy president**. The deputy presidents shall be appointed or dismissed by the board of directors after being nominated by the president. (MP99)

(I) CLASS AND NOMINAL VALUE OF THE SHARES TO BE ISSUED

The shares to be issued under the Non-public Issuance are RMB denominated ordinary Shares (A Shares) of with a nominal value of RMB0.25 each, which will be listed domestically.

(II) METHOD AND TIME OF THE ISSUANCE

The Issuance will be conducted by way of Non-public Issuance of shares to specific target subscribers. The issuance will be implemented by the Company in due course within the validity period upon obtaining approval and reply from the CSRC.

(III) TARGET SUBSCRIBERS AND SUBSCRIPTION METHOD

The target subscribers of the Non-public Issuance shall be not more than 35 specified investors, including securities investment fund management companies, securities firms, trust companies, finance companies, insurance institutional investors, qualified foreign institutional investors which satisfy the relevant requirements of the CSRC and other corporate bodies, individuals or other institutional investors which satisfy the relevant requirements of the relevant laws and regulations. A securities investment fund management company, securities firm, qualified foreign institutional investor and RMB qualified foreign institutional investor subscribing for the Shares through two or more products under its management shall be deemed as one single subscriber. Target subscribers which are trust investment companies shall only subscribe for the Shares with their own funds.

Subject to the obtaining of approval and reply for the Non-public Issuance from the CSRC, the Board authorized at the general meeting of the Company and the sponsor institution (lead underwriter) for the Issuance will determine the final identified target subscribers according to the price consultation results of the Issuance. In the event that PRC laws and regulations have new provisions on the target subscribers of Non-public Issuance of shares, the Company will make adjustments accordingly.

All target subscribers of the Non-public Issuance shall subscribe the Shares under the Non-public Issuance by cash in RMB.

(IV) PRICE DETERMINATION DATE, ISSUE PRICE AND PRICING PRINCIPLES

The price determination date of the Shares to be issued under the Non-public Issuance shall be the first day of the issue period. The issue price shall be not less than 80% of the average trading price of the Shares over the 20 trading days before the price determination date. The average trading price of the Shares over the 20 trading days before the price determination date equals to the total turnover of the Shares over the 20 trading days before the price determination date divided by the total trading volume of the Shares over the 20 trading days before the price determination date. In the event that there is any ex-right, ex-dividend or share capital changing matter in the Shares during the period from the price

Based on the aforementioned base issue price, subject to the obtaining of approval and reply for the Issuance from the CSRC by the Company, the final issue price of the Shares shall be determined by the Board of the Company and the sponsor institution (leading underwriter) under the authorization in accordance with the bid prices of target subscribers by means of bidding.

(V) NUMBER OF SHARES TO BE ISSUED

The number of A Shares to be issued under the Non-public Issuance is calculated in accordance with the total amount of funds raised from the offering divided by the issue price. As calculated by the total share capital of the Company on the date of announcement of the plan, the number of A Shares to be issued in the Non-public Issuance shall not exceed 30% of the total number of A Share of the Company prior to the offering, i.e. not more than 509.068 million A Shares (inclusive), and shall be subject to the approval of the CSRC. Within the above range, subject to the obtaining of approval and reply for the Non-public Issuance from the CSRC by the Company, the Board authorized at the general meeting of the Company and the sponsor institution (lead underwriter) for the Issuance will determine the final number of Shares to be issued through negotiation in accordance with relevant requirements and the price consultation results of the Issuance.

In the event that there is any share capital changing matter in the shares during the period from the date of announcement of the Board resolutions regarding the Issuance to the date of issue as a result of bonus issue, repurchase and conversion of capital reserve into share capital, the maximum number of shares to be issued under the Issuance shall also be adjusted accordingly.

(VI) LOCK-UP PERIOD

The Shares to be issued under the Non-public Issuance and subscribed for by the target subscribers of the Issuance shall not be transferable within 6 months from the date of closing of the Issuance. Target subscribers reducing their shareholding upon expiration of the above lock-up period shall also be required to comply with the relevant requirements of laws, regulations, rules and regulatory documents such as the Company Law, the Securities Law and The Rules Governing the Listing of Securities on the Shanghai Stock Exchange, as well as the Articles of Association. During the above lock-up period, in the event that the Shares to be issued under the Proposed Issuance and subscribed for by the target subscribers are derived from matters such as bonus issue and conversion of capital reserve into share capital by the Company, the above lock-up arrangement shall also be complied with.

(VII) PLACE OF LISTING

The A Shares to be issued under the Non-public Issuance will be listed and traded on the Shanghai Stock Exchange.

(VIII) ARRANGEMENT RELATING TO THE ACCUMULATED PROFITS PRIOR TO THE NON-PUBLIC ISSUANCE

All the existing and new Shareholders will be entitled to the accumulated undistributed profits prior to the Non-public Issuance according to their shareholding percentage after the Proposed Issuance.

(IX) VALIDITY PERIOD OF THE RESOLUTIONS REGARDING THE NON-PUBLIC ISSUANCE

The resolutions regarding the Non-public Issuance shall be valid for 12 months from the date when the resolutions relating to the Proposed Issuance are considered and approved at the general meetings of the Company.

(X) USE OF PROCEEDS

The total proceeds from the Non-public Issuance shall not exceed RMB6,000 million. The proceeds after deducting relevant issuance expenses will be used as follows:

Unit: RMB'0,000

No.	Use		Total investment amount	Proposed amount of proceeds to be applied
1	Annual production of 1,950,000 tons of new energy equipment high-transparent panel manufacturing project	Annual production of 750,000 tons of new energy equipment high-transparent panel manufacturing project Annual production of 1,200,000 tons of glass as covers for PV modules project	434,933.56	193,000.00
2	Annual production of 1,500,000 tons of new energy equipment ultra-thin and ultra-high-transparent panel manufacturing project		375,296.00	227,000.00
3	Working capital		180,000.00	180,000.00
Total			**990,229.56**	**600,000.00**

Note: The annual production of 1,500,000 tons of new energy equipment ultra-thin and ultra-high-transparent panel manufacturing project listed in item 2 above will be implemented in different phases, and the proposed proceeds from the Non-public Issuance will be used for its first phase only.

The Board shall, without altering the proposed use of proceeds from the Issuance, adjust the amount of proceeds to be applied to one or more uses according to the authorization at the general meetings of the Company. In the event that the actual amount of proceeds from the Non-public Issuance after deducting issuance expenses is less than the total amount to be used for the projects above, the Company will, based on the actual amount of net proceeds, adjust the application arrangement such as the priority of the projects to be invested and the specific investment amount to each project in accordance with the importance and urgency of the projects. Any shortfall will be made up by the Company with its self-raised funds. Before the receipt of the proceeds from the Non-public Issuance, the Company will invest with its own funds or self-raised funds as required based on the actual progress of the projects to be invested. When the proceeds are available, such funds used will be replaced by the proceeds so raised in accordance with relevant procedures required.

For the purpose of completion of the Non-public Issuance of A Shares in an efficient and orderly manner, according to the arrangement of the Company on the Non-public Issuance of A Shares and the relevant provisions of the Company Law, the Securities Law, the Administrative Measures for the Issuance of Securities by Listed Companies* (《上市公司證券發行管理辦法》), the Implementing Rules on the Non-public Issuance of Shares by Listed Companies* (《上市公司非公開發行股票實施細則》) and other laws and regulations and the Articles of Association, the Board of the Company proposed to seek authorization to the Board and authorized person(s) thereof at the general meeting of the Company to deal with all matters relating to the public issuance of A Shares at their discretion, including but not limited to the following:

1. The Board is authorized to handle the application of the Non-public Issuance of A Shares in accordance with national laws and regulations, relevant provisions of regulatory authorities (including but not limited to CSRC, Shanghai Stock Exchange, HKSRC, the Stock Exchange of Hong Kong Limited etc.) and the resolutions of the General Meeting, including but not limited to, make, modify, sign, submit and delivery complementally, implement and announce the application documents and other legal documents related to the Non-public Issuance and response to the feedback from the relevant regulatory authorities;

2. According to the Non-public Issuance plan passed at the General Meeting, the Board is authorized to be fully responsible for the specific implementation of the plan, including but not limited to, determine or adjust the implementation time, issue number, issue price, selection of issue object, specific subscription method, subscription ratio, the establishment of a special deposit account for proceeds, the engagement of relevant intermediary institution and the signature of the agreement and other related matters of the Non-public Issuance;

3. The Board is authorized to execute, amend, supplement, delivery, submit and implement all the agreements related to the Non-public Issuance and handle relevant procedures in terms of application, submission and approval, registration and filing etc., and sign the major contracts and documents during the implementation of the proceeds investment project of the Non-public Issuance;

4. According to the regulations and requirements of the regulatory authorities, make appropriate amendments and adjustments to the relevant contents of the Non-public Issuance, such as issue terms, issue plan, the amount of proceeds and the application of plan;

6. Handle the registration, lock-in and listing of the shares of Non-public Issuance and other relevant matters with the Shanghai Stock Exchange and the Shanghai Branch of China Securities Depository and Clearing Corporation Limited upon completion of the Non-public Issuance;

7. Before the Non-public Issuance, if the Company's total share capital changes due to share allotment, share increase by conversion and other reasons, the Board is authorized to adjust the cap of issue number of the Non-public Issuance accordingly;

8. Adjust the Non-public Issuance plan accordingly in line with the new policy and continue to handle the Non-public Issuance matters if the Non-public Issuance policy or market conditions change during the validity period of the Non-public Issuance resolution;

9. Adjust, delay the implementation of the Non-public Issuance plan or cancel the application for issuance in the case of force majeure or any other circumstance which is sufficient to render the issuance plan unimplementable, or although implementable, it is extremely detrimental to the Company if implemented;

10. Handle other matters related to the Non-public Issuance as permitted by relevant laws and regulations;

11. The above authorization shall be valid for 12 months from the date it is considered and approval at the general meeting of the Company.

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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 compan incorporated in the People's Republic of China with limited liabilit)

(Stock code: 6865)

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 First EGM of Flat Glass Group Co., Ltd. (the "**Company**") will be held at 2:30 p.m. on Monday, 24 July 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 ordinary or special resolutions as indicated. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 5 July 2023:

Special resolution 1.	To consider and approve the proposed amendments to the Articles of Associations.
Special resolution 2.	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.
Ordinary resolution 3.	To consider and approve the appointment of Ms. Ruan Zeyun as an executive Director.
Special resolution 4.	To consider and approve the extension of the validity period of the Resolution Relating to the Non-public Issuance.

Special resolution 5. To consider and approve the extension of the validity period of the Resolution Relating to the Mandate for the Non-public Issuance.

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

Jiaxing, Zhejiang Province, the PRC
5 July 2023

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

Notes:

1. In order to ascertain the Shareholders' entitlement to attend and vote at the 2023 First EGM, the register of members of the Company will be closed from Wednesday, 19 July 2023 to Monday, 24 July 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 First 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 Tuesday, 18 July 2023. H Shareholders whose names appear on the register of members of the Company on Tuesday, 18 July 2023 are entitled to attend and vote at the 2023 First EGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the 2023 First 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 First 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 First EGM (i.e. before Sunday, 23 July 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 First EGM or any adjourned meetings should they so wish.

5. Shareholders or their proxies shall provide their identification documents when attending the 2023 First EGM.

6. Shareholders attending the 2023 First 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.

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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 compan incorporated in the People's Republic of China with limited liabilit)

(Stock code: 6865)

NOTICE OF THE 2023 FIRST H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 First H Shares Class Meeting of Flat Glass Group Co., Ltd. (the "**Company**") will be held at 2:30 p.m. on Monday, 24 July 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 as indicated. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 5 July 2023:

SPECIAL RESOLUTIONS

1. To consider and approve the extension of the validity period of the Resolution Relating to the Non-public Issuance.

2. To consider and approve the extension of the validity period of the Resolution Relating to the Mandate for the Non-public Issuance.

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

Jiaxing, Zhejiang Province, the PRC
5 July 2023

As at the date hereof, the e ecutive Directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Ye hong and Mr. Shen Qifu and the independent non-e ecutive 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 Tuesday, 18 July 2023 are eligible to attend the 2023 First H Shares Class Meeting. To qualify for attendance and vote at the 2023 First H Shares 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 Tuesday, 18 July 2023.

2. A member eligible to attend and vote at the 2023 First H Shares Class Meeting is entitled to appoint, in written form, one