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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Flat Glass Group Co., Ltd. (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Amendments to AoA and the Rules of Procedures related to New PRC Regulations

The board of directors (the "**Directors**") of the Company (the "**Board**") proposes to amend the existing articles of association of the Company (the "**Articles of Association**") in view of the below and to make some other housekeeping amendments (the "**Amendments to AoA related to New PRC Regulations**").

On 17 February 2023, the State Council (the "**State Council**") of the People's Republic of China (the "**PRC**") issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents* (《國務院關於廢止部分行政法規和文件的決定》) and the China Securities Regulatory Commission (the "**CSRC**") issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies* (《境內企業境外發行證券和上市管理試行辦法》) and related guidelines (together, the "**New PRC Regulations**"), which came into effect on 31 March 2023. On the same date as the New PRC Regulations took effect, the Mandatory Provisions for Companies Listing Overseas* (《到境外上市公司章程必備條款》) (the "**Mandatory Provisions**") set forth in Zheng Wei Fa (1994) No. 21* (證委發(1994) 21號文件) issued on 27 August 1994 by the State Council Securities Policy Committee* (國務院證券委員會) and the State Commission for Restructuring the Economic System* (國家經濟體制改革委員會) and the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies* (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued on 4 August 1994 by the State Council were repealed. PRC issuers shall formulate their articles of association with reference to the Guidelines for Articles of Association of Listed Companies* (《上市公司章程指引》) issued by the CSRC in place of the Mandatory Provisions. In light of the above, the Stock Exchange has adopted certain consequential amendments to the Listing Rules which came into effect on 1 August 2023.

After the Amendments to AoA related to New PRC Regulations taking effect, the Company will continue to comply with the Listing Rules to meet the core shareholder protection standards through compliance with PRC laws in combination with its constitutional documents pursuant to Appendix A1 of the Listing Rules and will further monitor its ongoing compliance with these standards and notify the Stock Exchange if it becomes unable to comply with any of these standards.

Pursuant to the Amendments to AoA related to New PRC Regulations, the Board and the supervisory board of the Company have respectively considered and approved the amendments to the relevant provisions in the rules of procedures for shareholders' general meetings (the "**Rules of Procedures for GM**"), which shall be submitted to the general meeting for consideration and approval, and shall be formally implemented upon the approval at the general meeting and the Amendments to AoA related to New PRC Regulations taking into effect. Furthermore, the Board, the supervisory board of the Company and the shareholders of the Company (the "**Shareholders**") have respectively considered and approved the amendments to the relevant provisions in the rules of procedures for meetings of the Board and rules of procedures for meetings of the supervisory board, which shall be formally implemented upon the Amendments to AoA related to New PRC Regulations taking into effect.

Amendments to AoA Related to Registered Capital

The Company issued 40 million A Share convertible bonds at a par value of RMB100 each on 20 May 2022, with the total amount of capital raised at RMB4,000 million. From 20 July 2023 to 31 March 2024, there were accumulative 519 A Shares converted from A Share convertible bonds of the Company. In light of the change of share capital of the Company as a result of the conversion of A Share convertible bonds, the registered capital of the Company shall be changed from RMB587,830,940.50 to RMB587,831,070.25, and the total number of issued Shares shall be changed from 2,351,323,762 to 2,351,324,281. The Board has proposed to amend the relevant provisions in the Articles of Association to reflect such changes in the Company's registered share capital and total number of issued Shares. 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, the amendments to the Articles of Association in light of the change of share capital of the Company as a result of the conversion of A Share convertible bonds (the "**Amendments to AoA related to Registered Capital**") shall be separately submitted to the Shareholders' general meeting of the Company for consideration and approval, if thought fit.

In light of above, the Board proposed to submit the Amendments to AoA related to Registered Capital to the 2023 annual general meeting, the 2024 first A share class meeting and the 2024 first H share class meeting to be convened by the Company for the Shareholders' consideration and approval, if thought fit.

General

The proposed amendments to the Articles of Association (including the Amendments to AoA related to New PRC Regulations and the Amendments to AoA related to Registered Capital) and the proposed amendments to the Rules of Procedures for GM shall be subject to the passing of special resolutions by the Shareholders at the 2023 annual general meeting, the 2024 first A share class meeting and the 2024 first H share class meeting to be convened by the Company, and will become effective upon the approvals by the Shareholders at such meetings.

The Board will also propose a resolution at the 2023 annual general meeting, the 2024 first A share class meeting and the 2024 first H share class meeting to authorise 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.

A circular containing, among others, details of the proposed amendments to the Articles of Association and the Rules of Procedures for GM and notices convening the annual general meeting and the class meetings will be dispatched to the Shareholders as soon as practicable.

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

Jiaxing, Zhejiang Province, the PRC
29 April 2024

As at the date of this announcement, 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.

* *For identification purposes only*