THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt

If you have sold or transferred

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 INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2024
(2) PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS
(4) ELECTION OF THE SEVENTH SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE
AND
(5) NOTICE OF THE 2024 FIRST EGM

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CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 3

APPENDIX I – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION 10

APPENDIX II – PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS 11

APPENDIX III – PARTICULARS OF PROPOSED DIRECTORS AND SUPERVISORS FOR RE-ELECTION AND ELECTION 32

NOTICE OF THE 2024 FIRST EGM 3

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

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	福萊特玻璃集團股份有限公司 (*),
	(中國證券監督管理委員會)
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	(上海證券交易所)
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Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as total in certain tables and the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

References to the singular number include references to the plural and vice versa and references to one gender include every gender.

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:

(Chairman)

Independent non-executive Directors:

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

Principal place of business in Hong Kong:

30 2024

To the Shareholders

(1) PROPOSED INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2024
(2) PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS
(4) ELECTION OF THE SEVENTH SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE
AND
(5) NOTICE OF THE 2024 FIRST EGM

I. INTRODUCTION

30 2024 2024

II. PROPOSED DECLARATION OF INTERIM DIVIDEND OF RMB0.13 PER ORDINARY SHARE (BEFORE TAX) FOR THE SIX MONTHS ENDED 30 JUNE 2024

[illegible]

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

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IV. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

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VI. THE 2024 FIRST EGM

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The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

RULES OF PROCEDURES FOR GENERAL MEETINGS OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1 To regulate the behavior of Flat Glass Group Co., Ltd. ("the Company") and ensure that the general meeting can exercise its functions and powers according to law, these Rules are formulated in accordance with Company Law of the People's Republic of China (hereinafter referred to as Company Law), Securities Law of the People's Republic of China (hereinafter referred to as Securities Law), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as Hong Kong Listing Rules), Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as Listing Rules of SSE, together with the Listing Rules of the Stock Exchange, are referred to as the "Listing Rules"), Rules of general meeting of shareholders of listed companies and other relevant laws, administrative regulations and normative documents and Articles of Association of Flat Glass Group Co., Ltd. (hereinafter referred to as "Articles of Association").

Article 2 The Company shall convene general meetings in strict accordance with the relevant provisions of the laws, administrative regulations and the Articles of Association, and shall ensure that shareholders can exercise their rights according to law.

The board of directors shall by due diligence perform its duties, and shall organize general meetings in a serious and timely manner. All the directors of the Company shall be diligent and responsible to ensure the normal convening of a general meeting and its lawful exercise of functions and powers.

Article 3 The general meeting shall exercise its functions and powers within the scope specified by the Company Law and the Articles of Association.

~~The functions and powers of the shareholders' general meeting specified in the articles of association shall not be granted to the board of directors or to any other institution or individual. The shareholders' general meeting may, in the form of a resolution, be granted to the board of directors on behalf of the board of directors, in addition to the specific functions and powers specified in the articles of association of the company.~~

Article 4 General meetings are classified into annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year within six months after the end of the preceding fiscal year.

Extraordinary general meetings shall be convened irregularly. In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:

(I) The number of directors falls short of the quorum stipulated in the Company Law or is less than two thirds of the number specified in the Articles of Association;

(II) The unrecovered losses of the Company amount to one third of the total amount of its share capital;

(III) Shareholder(s) holding more than 10% (inclusive) of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;

(IV) The board of directors deems necessary;

(V) The board of supervisors proposes to convene such meeting;

(VI) Other circumstances stipulated by laws, administrative regulations, departmental rules, Listing Rules or the Articles of Association~~, Hong Kong Listing Rules or Listing Rules of SSE occur~~.

The calculation of the proportion of the shares in the preceding paragraph (three) shall be calculated as the date on which the shareholder(s) submit(s) a written request.

Companies cannot be convened the general meeting of shareholders within the time mentioned above, which shall be reported to the local China Securities Regulatory Commission (hereinafter referred to as the China Securities Regulatory Commission (CSRC)) dispatched institutions and securities exchange, and the company should give the reasons and make an announcement in respect thereof. If there are otherwise provisions of the regulatory rules in the place where the Company's shares are listed, such provisions shall apply.

Article 5 In convening a general meeting, the Company shall engage a lawyer to provide legal opinions and publish an announcement on the following issues:

(I) Whether the convening and convening procedure of the meeting comply with laws, administrative regulations and the Articles of Association;

(II) Whether the attendees and convener of the meeting are eligible;

(III) Whether the voting procedures and results of the meeting are lawful and valid;

(IV) Legal opinions on other relevant matters upon request by the Company.

Chapter 2 Convening of General Meetings

Article 6 The board of directors shall convene the general meeting of shareholders on time in accordance with ~~the relevant requirements of~~ the A~~a~~rticles of A~~a~~ssociation and the provisions of the Rules~~, Hong Kong Listing Rules and Listing Rules of SSE~~.

Article 7 An extraordinary general meeting may be convened upon proposal by independent directors to the board of directors. Regarding the proposal of the independent directors to convene an extraordinary general meeting, the board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the proposal.

Where the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. Where the board of directors does not agree to convene the extraordinary general meeting as proposed by the independent directors, it shall give the reasons and make an announcement in respect thereof.

Article 8 The board of supervisors shall be entitled to propose to the board of directors to convene an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the proposal.

Where the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. Any change to the original proposal set forth in the notice shall be subject to approval by the board of supervisors.

If the board of directors does not agree to convene the extraordinary general meeting or fails to give a written reply within 10 days after receipt of the proposal, the board of directors shall be deemed as unable to or failing to perform the duty of convening the general meeting, and the board of supervisors may convene and preside over the meeting by itself.

Article 9 An extraordinary general meeting may be convened upon request by two or more shareholders severally or jointly holding more than 10% shares of the Company to the board of directors, and such request shall be put forward to the board of directors in writing. The board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the request.

Where the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.

If the board of directors does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days after receipt of the request, shareholders severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the board of supervisors to convene an extraordinary general meeting, and shall put forward such request to the board of supervisors in writing.

If the board of supervisors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after receipt of such request. Any change to the original proposal set forth in the notice shall be approved by the relevant shareholders.

In case of failure to issue the notice of the general meeting within the term stipulated, the board of supervisors shall be deemed as failing to convene and preside over the general meeting. As a result of its failure to do so for more than 90 consecutive days, shareholder(s) severally or jointly holding more than 10% shares of the Company may convene and preside over such meeting by himself/themselves.

Article 10 Where the board of supervisors or shareholder(s) decide(s) to convene a general meeting by itself/themselves, it/they shall notify the board of directors in writing and file with the Stock Exchange at the same time.

Before the resolution of the shareholders' meeting, the shareholders' shareholding ratio shall not be less than 10%. When the board of supervisors and the convening of the shareholders decide to send a notice of the general meeting of shareholders and the announcement of the resolution of the shareholders' general meeting, they shall also submit the relevant certification materials to the local stock exchange at the same time.

Article 11 With regard to the general meeting convened by the board of supervisors or shareholders on its/their own initiative, the board of directors and its secretary or the secretary of the company shall offer cooperation. The board of directors shall provide a shareholders' register as of the equity registration date. Where the board of directors fails to provide the shareholders' register, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the general meeting. The shareholders' register obtained by the convener shall not be used for other purposes except for the general meeting.

Article 12 Where the board of supervisors or shareholder(s) convene(s) the general meeting, the expenses incurred therefrom shall be borne by the Company.

Chapter 3 Proposals and Notice of General Meetings

Article 13 The content of a proposal shall be determined by the general meeting, shall have definite topics and specific issues for resolution, and shall comply with the relevant provisions of laws, administrative regulations, regulatory rules of the place(s) in which the shares of the Company are listed and the Articles of Association.

Article 14 Where the Company convenes a general meeting, the board of directors, board of supervisors, and shareholder(s) severally or jointly holding more than 3% shares of the Company may make proposals to the Company in written form. Matters within the scope of authority of the shareholders' meeting of the proposal shall be included in the agenda of the meeting.

Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener 10 days before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of the proposal and announce the content of the provisional proposal.

Save as specified in the preceding paragraph, the convener shall not change the proposal set out in the notice of the general meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of general meeting or not complying with the preceding article of these rules shall not be voted on or resolved at the general meeting.

Article 15 When the Company convenes a general meeting, the convener shall notify the Shareholders by way of announcement at least 21 days before the date of the annual general meeting, and for an extraordinary general meeting, the Shareholders shall be notified by way of announcement at least 15 days before the date of the meeting.

The duration of the aforesaid notice of the general meeting shall not include the date on which then announcement is published and meeting is convened.

If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.

Article 16 Notice of the shareholders' meeting includes the following:

(I) The time, venue and duration of the meeting;

(II) Matters and proposals that shall be submitted to the meeting for consideration;

(III) Contains a clear statement that all ordinary shareholders(including preferred stock shareholders with voting rights restored)) entitled to attend such meeting and may appoint proxies in writing to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder of the Company;

(IV) It shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;

(V) The names and telephone numbers of the standing contact persons for the meeting;

(VI) The time and procedure for voting online or through other means.

Notice and supplementary notice of the general meeting of shareholders shall fully and completely disclose the specific content of all the proposals, and all the information or explanations required to make reasonable judgments on the matters to be discussed. The independent directors need to pass comment on the matters to be discussed, so the opinions of the independent directors should also be disclosed at the same time when the shareholders' general meeting notice or supplementary notice be issued.

Article 17 If the election of directors or supervisors is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the director or supervisor candidates ~~in accord with Hong Kong Listing Rules and Listing Rules of SSE~~, which information shall at least include:

(I) Personal particulars, including educational background, work experiences, and concurrent positions;

(II) Whether one has any related connection with the ~~listed~~ company, its controlling shareholders and effective controllers;

(III) The amount of shares of the company one holds;

(IV) Whether one has been punished by CSRC or any other relevant department or reprimanded by the stock exchange.

Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a single proposal.

Article 18al.

~~(X) Specify the name and telephone number of the coordinator of the meeting;~~

~~(XI) Specify the time and procedures for voting online or otherwise.~~

~~(XII) And other content of disclosure of Hong Kong Listing Rules and Listing Rules of SSE.~~

~~The interval between the equity registration date and the date of meeting may not be more than seven workdays except as otherwise required by the relevant stock exchange or regulatory authority where the shares are listed. Once the equity registration date has been confirmed, which cannot be changed anymore.~~

~~**Article 19** The notice of a general meeting shall be delivered in any permitted way of the Stock Exchange that company listed on (including, but not limited to post, e-mail, bulletin, published on the website of the company or the relevant stock exchange websites, etc.) to shareholders (whether or not they are entitled to vote at the general meeting) delivery to their addresses as shown in the shareholders' register. For domestic shareholders (A shareholders after A share listed), notices of general meetings may be issued by announcement.~~

~~The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the regulatory securities authority under the State Council. Once the announcement has been published, all holders of domestic listed shares shall be deemed to have received the notice of relevant general meeting. For H shareholders, announcement shall be published based on the Hong Kong Listing Rules.~~

~~**Article 20**~~ **Article 19** After a notice of shareholders' general meeting is provided, the shareholders' general meeting shall not be postponed or cancelled, and the proposals set out in the notice of shareholders' general meeting shall not be cancelled without due reason. Once the meeting is postponed or cancelled, the convener shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date. If the regulatory rules at the location where the Company's shares are listed contain any other provision in respect of the matters mentioned in this Article above, such provisions shall be complied with.

Chapter 4 Convening of General Meetings

~~**Article 21** When the Company issues notice of shareholders' general meeting in the manner required by the relevant stock exchanges or regulatory authorities of the place where the shares are listed, People who have rights to be notified but have not received or been notified a notice of the meeting by accident, the meeting and the decision will not be invalid because of this.~~

~~**Article 22**~~ **Article 20** The place where the Company convenes a general meeting shall be the domicile of the Company or ~~the site which the convener of a general meeting determined~~ the venue explicitly notified in the notice of the general meeting by the convener of a general meeting in accordance with the principle of facilitating the Shareholders' participation in the general meeting.

The general meeting shall set a venue and be held in the form of on-site meeting, and it shall be also in accordance with the provisions of laws, administrative regulations, and the China Securities Regulatory Commission or the articles of association, and the company will provide a convenience for the shareholders to participate in the general meeting under a safe, economy, convenient internet network and other ways. Shareholders who attend the general meeting in the manner mentioned above, which will be seen as attended.

After issuing the notice of a general meeting, the venue of the physical general meeting shall not be changed without any justifiable causes. If there is a need to change, the convener shall make an announcement and explain the reasons at least two working days prior to the physical meeting date.

~~**Article 23**~~ **Article 21** When the general meeting of the Company use the internet or other methods, the voting time and the voting procedure of the internet or other methods should be stated clearly in the notice of the general meeting.

The opening time for voting at a general meeting held by way of Internet or other means shall not be earlier than 3:00 p.m. on the day before the on-site general meeting, and shall not be later than 9:30 a.m. on the day of the on-site general meeting, and the closing time shall not be earlier than 3:00 p.m. on the day of the closing of the on-site general meeting.

~~**Article 24**~~ **Article 22** The board of directors and the other conveners shall take necessary measures to ensure the normal order of the general meeting. The company will take measures to prevent the interference of the general meeting, affray and violations of the legitimate rights and interests of the shareholders and report the situation(s) to the relevant departments to investigate immediately.

~~**Article 25**~~ **Article 23** The shareholders may attend general meetings and exercise the voting rights by themselves, or they can also entrust a proxy to attend the meetings and exercise the voting rights within their authorization.

All ordinary shareholders(including preferred stock shareholders with voting rights restored)or their proxies registered on the date of registration shall have the right to attend and vote at the general meeting in accordance with relevant laws, regulations and the Articles of Association.

~~All shareholders in the shareholders' register on the equity registration date or proxies thereof shall be entitled to attend general meetings, the company and the conveners cannot refuse them under any reasons.~~

~~The Company shall set up the registration procedures for on-site attendance before the date of the general meeting, but shall not prevent shareholders or their proxies from attending the general meeting and exercising their voting rights according to the relevant laws and regulations.~~

Article 24 In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other valid documents or proof capable of identifying himself/herself and stock account card. In the event that a proxy is appointed to attend the meeting for someone else, he shall present his/her own valid identity documents and the power of attorney from the shareholder.

For a legal person shareholder, its legal representative or a proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall present his/her own identity card or valid proof capable of proving that he/she has the status as a legal representative. In the event that the appointed proxy attends the meeting, he/she shall present his/her own identity card and the written power of attorney issued by the legal representative of the legal person shareholder according to laws.

Article 25 The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:

(I) the name of the proxy;

(II) whether the proxy has the right to vote;

(III) the instructions to vote in favour of or against, or to abstain from voting on each matter set out on the agenda of the general meeting;

(IV) the signing date and validity of the power of attorney;

(V) the signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal entity shall also be affixed.

Article 26 Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit.

Article 27 In the event that the power of attorney is signed by other persons authorized by the principal, the power of attorney authorizing the signatures or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of meeting.

In the event that the principal is a legal person, its legal representative or board of directors, or other person authorized by the resolution of its decision-making body shall represent it at the general meeting of the Company.

If the shareholder is a Recognized Clearing House (or its agent), the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any general meeting; however, where several persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be signed by the respective proxies appointed by the Recognized Clearing House. The persons thus authorized may attend the meetings and exercise rights on behalf of the Recognized Clearing House as if the said persons were the natural person shareholders of the Company.

Article 28 If the relevant documents above submitted by the attendants are under any of the following circumstances, the qualification for attending the meeting shall be deemed to be invalid:

(1) The identification information submitted by the principal or attendants by proxy is false or unidentifiable;

(2) The sample of the power of attorney registered by fax is obviously inconsistent with the sample of the signed power of attorney submitted when actually attending the meeting

(3) None of principal or proxy has signed the power of attorney , or the signature does not meet the requirements;

(4) The relevant documents submitted by the principal or the person attending the meeting on his/her behalf have other obvious violations of the relevant provisions of the laws, administrative regulations, the Articles of Association or the Rules.

Article 29 The principal and his/her proxy shall assume corresponding legal consequences for the principal's or his/her proxy's ineligibility to attend the meeting because the principal authorizes unclearly or the certificate submitted by his or her proxy to prove the principal's legal identity or the entrustment relationship and other relevant documents fail to meet the provisions of the laws, regulations and the Articles of Association.

~~**Article 26** Shareholders attending the general meeting shall present their share account cards, identity card or other identity certificate; Proxies attending the general meeting on behalf of an individual shareholder shall also present his/her identity card and the power of attorney of the shareholder.~~

~~**Article 27**~~ **Article 30** ~~Attendees register shall be prepared by the Company, which register shall state the names (or names of the corporations), identification card number and the number of voting shares held or represented, names of the principal (or names of the corporations) and so on.~~A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, domicile, the number of voting shares held or represented by each attendant and names (or name of organizations) of the proxies.

Article 31 The convener(s) and lawyers engaged by the Company shall jointly verify the validity of shareholders' qualifications based on the members registration list offered by the securities registration and clearing institution, and shall register names of shareholders and the number of voting shares they hold. The registration for the meeting shall be terminated before the presider of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of voting shares they hold. If the regulatory rules of the place where the company's shares are listed have other provisions on the verification of the legality of shareholder qualifications, such provisions shall prevail.

Registration for the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting, as well as the total number of voting shares held by them.

~~**Article 28**~~ **Article 32** All directors, supervisors and the secretary to the board of directors or the company shall attend general meetings of the Company~~,~~.The president and other senior executives shall be present at the meetings without voting rights.

~~**Article 29**~~ **Article 33** The chairman of the board of directors shall preside over the general meeting. ~~Where a general meeting is convened by the Board, the chairman of the Board shall preside the meeting.~~ If the chairman is unable or fails to perform his duties, the deputy chairman shall convene and preside the meeting. In the event that the deputy chairman is unable or fails to perform his duties, a director shall be elected by a simple majority of directors to preside the meeting.

~~**Article 30**~~ A general meeting convened by the board of supervisors itself shall be presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors cannot or does not fulfil the duty thereof, more than half of the supervisors may elect a supervisor to preside over the meeting.

~~**Article 31**~~ A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener.

~~**Article 32**~~ When a general meeting is held and the presider violates these rules which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights.

~~**Article 33**~~ **Article 34** The board of directors and the board of supervisors shall report their work in the preceding year at the annual general meeting. Also, every independent director should give a work report.

~~**Article 34**~~ **Article 35** ~~In addition to the case involving the Company's commercial secrets cannot be disclosed, the d~~Directors, supervisors and senior management staff should make interpretation and illustration according to the queries and suggestions of shareholders.

~~**Article 35**~~ **Article 36** The presider shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall be as recorded in the meeting's register.

~~In addition to the presider of the meeting should make decisions under the principle of honesty and credit, allowing to make resolutions on purely procedural or administrative matters by a show of hands, On the general meeting, any proposal made by the shareholders must be carried out in the form of voting. "Procedure and administrative matters" includes: (1) not contained in the agenda of the general meeting or any supplementary shareholders of circular; and (2) referred to the presider of the meeting shall maintained the meeting in order and/or permit assembly affairs more properly to process, while let all shareholders have responsibilities of having a reasonable opportunity to express their opinions.~~

Article 37 The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC sub-office and the stock exchange where the Company is located. If the regulatory rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.

Article 41 Shareholders (including proxies thereof) shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote.

~~**Article 36** When the shareholders and the intended consideration of the general meeting are related, voting should be avoided; the voting shares held by the shareholders will not be counted into the total number of voting shares of shareholders who attend the general meeting. The announcement of the resolutions of the general meeting shall fully disclose the voting results of the non-related shareholders.~~

~~**Article 37**~~ The general meetings should consider significant matters affecting the interests of small investors; the voting of small investors should be counted separately. And the results shall be disclosed publicly timely. Where the regulatory rules of the place where the Company's shares are listed have other provisions on the separate voting of small and medium-sized investors, such provisions shall prevail.

The Company has no voting right for the shares it holds, and such shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.

Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.

The board of directors of the company, independent directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC can openly solicit the voting right of the shareholders. The purpose and information of soliciting the voting right of the shareholders should be fully disclosed. Prohibit paying or in any disguised form of compensation to solicit the voting right from the shareholders. Save for statutory conditions, the company shall not limit the minimum shareholding percentage on soliciting the voting right.

Pursuant to the regulatory rules of the place where the Company's shares are listed, whereas any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

~~**Article 38**~~ **Article 42** ~~The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.~~When the shareholders' general meeting considers matters relating to related parties transactions, the related shareholders shall not participate in the voting, and the number of the voting shares represented by them shall not be counted into the total number of valid voting shares; and a public announcement of the resolutions of the shareholders' general meeting shall be made to fully disclose the way of voting of unrelated shareholders.

For approval of related party transactions at the Company' general meeting, the related shareholders shall, prior to the approval at the general meeting, actively submit the application for recusal; the unrelated shareholders shall have the right to submit the application for recusal against the related shareholders to the general meeting prior to approval of the relevant case at the general meeting. Such application shall be submitted in written form and indicate the reasons thereof. Prior to approval of the relevant case at the general meeting, examination and approval of such application shall be made first.

After conclusion of the general meeting, in the event any other shareholder finds that the relevant shareholder participates in voting of related party transaction, or has objection on whether a recusal shall apply, it shall have the right to bring a suit in accordance with the regulations of the Articles of Association. Where the related shareholders clearly indicate recusal, other shareholders who attend the general meeting shall put the relevant case for examination and approval. The voting results and other resolutions passed at the general meeting are equally valid.

~~Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law of the PRC, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.~~

Article 43 The Company shall not enter into any contract with anyone other than a director, supervisor, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at a general meeting by way of special resolution.

Article 44 The list of candidate of directors and supervisors shall be submitted to the shareholders' meeting as a proposal for voting. The method and procedures for nomination of directors and supervisors are as follows:

(I) The board of directors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for director(s);

(II) The board of directors, the board of supervisors and shareholder(s) independently or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for independent director(s). The Investor Protection Organization established according to law may publicly request the shareholders to exercise the right to nominate the independent directors on its behalf;

(III) The board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for supervisor(s) who is/are not employees' representative(s);

(IV) The supervisor(s) representing employees in the board of supervisors shall be elected from the general meeting of employee representative(s);

(V) When the shareholders nominate director(s), independent director(s) or supervisor(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors 10 days before convening the general meeting. If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.

The board of directors shall issue an announcement or a circular on the biography and basic information of the candidate for director(s) and supervisor(s) to the shareholders, and the notice period for the announcement and circular shall comply with the regulations and requirements of the regulatory rules at the place where the shares of the Company are listed.

When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the cumulative voting system may be used in accordance with the requirements of the regulatory rules of the place where the shares are listed, provisions of the Articles of Association or the resolutions at the general meeting. Under the cumulative voting system, the election of independent directors shall be conducted separately from that of other members of the board of directors. When electing two or more directors or supervisors, the cumulative voting system shall be implemented. Where the cumulative voting system is implemented in electing directors, the voting of the independent directors shall be conducted separately form that of the non-independent directors.

~~**Article 39** Resolutions in respect of the election of two or more directors or supervisors shall be passed by way of cumulative voting pursuant to the Articles of Association or resolutions of the general meeting. Listed companies with 30% or more shares owned by a single shareholder and its persons acting in concert shall implement the cumulative voting system.~~

Cumulative voting mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner.

~~**Article 40**~~ **Article 45** Save under the cumulative voting system, the general meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general meeting.

~~**Article 41**~~ **Article 46** No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the general meeting. ~~General meetings shall not determine matters not published in the notice.~~

~~**Article 42**~~ **Article 47** The same voting right can only be exercised in only one form: onsite, over the network, or otherwise. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.

Article 48 Voting at the general meeting shall record the names of the voters.

~~**Article 43** A shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: pro, con or abstention. Securities registration and clearing institutions as the name of the holder of Shanghai and Hong Kong stock, but excludes the declaration according to the actual holders.~~

~~Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".~~

~~**Article 44**~~ **Article 49** When proposals are voted on at the general meeting, two shareholders' representatives shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of ballots.

When proposals are voted on at the general meeting, the lawyer, shareholders' representative and supervisors' representative shall be jointly responsible for the counting and monitoring of the ballots.

Shareholders of listed companies or proxies thereof voting over the network or otherwise shall have the right to check their voting results via the corresponding voting system.

~~**Article 45**~~ **Article 50** A general meeting shall not conclude earlier at the venue than over the network or otherwise, and the presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result.

Before the voting result is announced, the relevant parties including the listed company, counting officer, monitoring officer, major shareholders and network service provider involved at the venue, over the network or otherwise shall have the confidentiality obligation.

Article 51 Shareholders (including proxies) present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the declaration by securities registration and clearing institution as the nominal holder of the stocks of stock connect mechanism between the mainland China and Hong Kong stock markets, based on the actual holders' intentions.

Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting ights. The voting results of the shares they hold shall be counted as "abstained".

Article 52 In the event that the chairman of a meeting has any doubt towards the results of a resolution submitted for voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.

~~**Article 46**~~ **Article 53** Resolutions of the general meeting shall be announced in due time in accordance with the listing rules of the stock exchange where the Company's shares are publicly traded. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting result for every proposal and the details of each of the resolutions passed.

~~The Company shall make statistics and report on the attendance and voting of the domestic Shareholders (A shareholders) and foreign shareholders (H shareholders), respectively.~~ Statistics on the attendance and the voting of A Shareholders and H Shareholders shall be kept on an individual basis, and announced accordingly.

~~**Article 47**~~ **Article 54** Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 55 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 56 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

Article 57 Any content of a resolution approved at the shareholders' general meeting of the Company will be invalid if it violates the laws and administrative regulations.

If the procedures for convening a shareholders' general meeting or the voting methods violate the laws, administrative regulations and the Articles of Association or the contents of any resolution violate the Articles of Association, the shareholders may request the competent people's court to withdraw it within 60 days from the date when such resolution is made.

Chapter 6 Minutes of General Meeting and Archives Management

~~**Article 48**~~ **Article 58** Minutes of a general meeting shall be kept by the secretary to the board of directors ~~or the company~~. The minutes of the meeting shall specify:

(I) the date, venue and agenda of the meeting, and the name of the convener;

(II) the names of the presider, and the directors, supervisors, president and other senior executives attending or present at the meeting;

(III) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company;

(IV) the process of discussion in respect of each proposal, highlights of speeches and the voting result;

(V) details of the inquiries or suggestions of the shareholders, and the corresponding responses or explanations;

(VI) the names of the lawyer, counting officer and monitoring officer;

(VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association.

Article 59 The convener shall ensure that the contents of the minutes are true, accurate and complete. The ~~attending~~ directors, supervisors, secretary to the board of directors ~~or the company~~, convener or representative thereof, and preside shall sign the minutes of the meeting~~, the convener shall ensure the meeting minutes are true, accurate and complete~~. The minutes of the meeting, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting over network or by other means shall be kept for 10 years.

~~**Article 49** The convener shall ensure that the general meeting is held continuously until final resolutions have been reached. If the general meeting is terminated or fails to reach any resolution due to force majeure or for other special reasons, the convener shall take necessary action to resume the general meeting as soon as possible or directly terminate the general meeting and make a responsive announcement. Meanwhile, the convener shall report to authority appointed by CSRC in the location of the Company and the stock exchange. If the listing rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.~~

~~**Article 50** Where a proposal on election of directors or supervisors is passed at the general meeting, the directors elect or supervisors elect shall take office after announcement of the voting result.~~

~~**Article 51** Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two months after conclusion of the general meeting.~~

~~**Article 52** If the resolution of the General Meeting is in violation of the laws and administrative regulations, the resolution will be invalid.~~

~~The controlling shareholders and actual controllers of the company shall not restrict or interfere with the small and medium investors in accordance with the law to exercise their right to vote, or damage to the company and the small and medium investors' legitimate rights and interests.~~

~~The procedure of convening the General Meeting and the voting formula are in violation of laws, administrative regulations or articles of association, or the resolution is in violation of the articles of association, the shareholders may after a resolution is made, from within 60 days, request the people's court to revoke.~~

Chapter ~~5~~ 7 ~~Special Procedures for Voting by Class Shareholders~~ Authorization of Generation Meeting to the Board of Directors

~~**Article 53**~~ **Article 60** Without violation of laws, administrative regulations, department rules, the Listed Rules and the Articles of Association, the general meeting may pass a resolution to authorize the board of directors.

~~Holders of different classes of shares are class shareholders. Class shareholders shall enjoy the rights and fulfill the obligations pursuant to the laws, administrative regulations and the Articles of Association.~~

~~**Article 54**~~ **Article 61** Matters which, as required by laws, administrative regulations, the Listing Rules and the Articles of Association, shall be resolved at general meetings shall be considered and reviewed at general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. Under necessary and reasonable circumstances, the general meeting may authorize the board of directors to decide, within the scope of authorization as delegated at the general meeting, specific issues relating to matters to be resolved on by the general meeting which may not be decided upon immediately at a general meeting.

For any authorization granted to the board of directors by the general meeting, the matter involved shall be approved by shareholders (including their proxies) representing more than one-half of the voting rights present at the general meeting if it constitutes an ordinary resolution, or by shareholders (including their proxies) representing more than two-thirds of the voting rights present at the general meeting if it constitutes a special resolution. The contents of the authorization shall be clearly specified in details.

~~Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated (as set out in the Articles of Association and other relevant laws and regulations or provisions (if any)) unless approved by a special resolution of shareholders' general meeting and by holders of shares of that class at a class meeting.~~

~~**Article 55**~~ **Article 62** ~~Resolutions of a class meeting shall be approved by votes representing more than two-thirds of the voting rights of shareholders of that class present at the meeting who are entitled to vote at the meeting.~~When making decisions on authorized matters, the board of directors shall conduct sufficient discussions and demonstrations, and if necessary, employ an intermediary institution to provide consultation opinions to ensure the scientificity and rationality of the decision-making matters.

~~**Article 56** Where the Company convenes a class meeting, an announcement shall be given or an announcement shall be published at least 21 days before the date of the annual general meeting and at least 15 days before the date of the extraordinary general meeting to notify all the shareholders of the said class in the shareholders' register of the matters to be considered at the meeting, and the date and venue of the meeting. The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened.~~

~~**Article 57** Notices of class meetings shall only be served on shareholders entitled to vote thereat. Class meetings shall be conducted in a manner as similar as possible to that of general meetings. Provisions in the Articles of Association concerning the procedure for convening of general meetings also apply to class meetings.~~

~~**Article 58** Apart from holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed as shareholders of different classes.~~

~~Special voting procedures for class shareholders shall not apply in the following circumstances:~~

~~(I) With the approval by special resolutions at a general meeting (acquired unconditioned authorization or restrained by all terms and conditions through resolution), the Company recognizes, distributes or issues domestic shares and overseas-listed foreign shares, at one or more occasions, the total number of shares not exceeding 20% of each of its existing issued and outstanding domestic shares and overseas- listed foreign shares in every 12 months;~~

~~(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authority under the State Council;~~

~~(III) Shares of the Company already issued but not listed, with approval from the securities regulatory authority under the State Council, are converted to overseas listed shares.~~

Chapter ~~6~~ 8 Supplementary Provisions

~~**Article 59**~~ **Article 63** Unless otherwise stated, the terms used in the Rules shall have the same meaning with those in the Articles of Association. ~~The announcement or notice of the rules refers to the contents of the information disclosed in the designated newspapers and periodicals of China Securities Regulatory commission except as otherwise required by the relevant stock exchange or regulatory authority where the shares are listed. Notice or announcement with a longer length, the company may choose to specify the contents of the disclosure briefly in the designated newspapers and periodicals of China Securities Regulatory commission, but the full text should also be published on the website of the China Securities Regulatory commission.~~

~~Supplementary notices of general meeting as mentioned in the rules shall be announced on the same newspapers on which the notices of meeting are announced.~~

~~**Article 60** The phrases "more than" and "within" as mentioned in these rules are inclusive while "exceeding", "less than" and "more than" are exclusive.~~

Article 64 For the purpose of the Rules, the terms " above", " within", " not more than" are inclusive terms and the terms " exceeding", " less than", " beyond"" below" and " more than" are exclusive terms.

~~**Article 61** In any of the following circumstances, the rules shall be amended to be:~~

~~(1) After the modification of the articles of association, the provisions of these rules are inconsistent with the articles of association of the amended;~~

~~(2) The General Meetings decide to amend the rules.~~

~~**Article 62**~~ **Article 65** The matters uncovered in the Rules shall be performed in accordance with the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed. If the provisions of the Rules are conflict with those of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed, the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed shall prevail.

~~The unsettle affairs of the rules are applicable to the provisions of the relevant laws, regulations, rules and regulatory documents and the articles of association. If the provisions of these rules are inconsistent with relevant laws, regulations, rules, regulations document and the articles of association and Hong Kong Listing Rules or Listing Rules of SSE, the provisions of relevant laws, regulations, rules, regulations document and the articles of association and Hong Kong Listing Rules or Listing Rules of SSE shall prevail.~~

~~**Article 63**~~ **Article 66** These rules shall be subject to interpretation by the board of directors of the Company as an appendix of Articles of Association.

~~**Article 64**~~ **Article 67** These rules shall come into effect upon deliberation and approval of the general meeting of the Company. ~~Upon the effective day of the rules, the existing rules of the Company will lapse automatically.~~

CANDIDATES FOR EXECUTIVE DIRECTORS

Mr. Ruan Hongliang (阮洪良先生) (Mr. Ruan), 2, * (東北財經大學) 2022

3 * (嘉興市秀洲區聯會創業投資有限公司)

Ms. Ruan Zeyun (阮澤雲女士) (Ms. Ruan), (阮曉女士), 3 200 200 .* (嘉興義和投資有限公司) 201 .* (嘉興凱鴻福萊特供應鏈管理有限公司) 2020 .* (凱鴻福萊特物流(越南)有限公司) 2021 .* (嘉興市燃氣集團股份有限公司) 2023.

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Mr. Wei Yezhong (魏葉忠先生) (Mr. Wei), 2, 2

Mr. Shen Qifu (沈其甫先生) (Mr. Shen), 1 21 * (上海工程技術大學) 1

CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Xu Pan (徐攀女士) (Ms. Xu), 3 2021, 201 * (浙江工業大學). ( ) 2011. ( ) 201 .

.* (浙江京新藥業股份有限公司) 2022 .* (新鳳鳴集團股份有限公司) 2023.

Ms. Du Jian (杜健女士) (Ms. Du), [illegible] 4, [illegible] 200, [illegible] * (杭州壹網壹創科技股份有限公司) [illegible] 2020.

Ms. Ng Yau Kuen Carmen (吳幼娟女士) (Ms. Ng), [illegible] 4, [illegible] 2021, [illegible] * (香港中文大學), [illegible] * (香港科技大學) [illegible] * (香港大學).

[illegible] 201[illegible] 2013, [illegible] & [illegible] 2013.

BIOGRAPHICAL DETAILS OF SUPERVISOR CANDIDATES

CANDIDATES FOR SHAREHOLDER REPRESENTATIVE SUPERVISORS

Mr. Zheng Wenrong (鄭文榮先生) (Mr. Zheng), [illegible] 0, [illegible] 24 [illegible] 2023.

Mr. Shen Fuquan (沈福泉先生) (Mr. Shen), [illegible] 4, [illegible] 23 [illegible] 2024.

Mr. Zhu Quanming (祝全明先生) (Mr. Zhu), [illegible] 0, [illegible] 24 [illegible] * (嘉興福萊特智能裝備有限公司), [illegible] 2023.

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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 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN 2024 (**2024 First EGM**) (**Company**) 2.30 , 1 2024 , 1 , , 1 , 30 2024.

ORDINARY RESOLUTION

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SPECIAL RESOLUTIONS

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ORDINARY RESOLUTIONS (CUMULATIVE VOTING)

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Flat Glass Group Co., Ru
Ruan Hongliang
Chairman

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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:

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