

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt on the content of this circular, you should consult your stockbroker or other registered securities dealer, bank, lawyer, accountant or other professional adviser.

If you have sold or transferred your shares, you should nevertheless forward this circular to the purchaser of such shares so that he/she/they may also be informed of its contents.

This circular is issued to you whether or not you have any shares in the Company. It is issued to you as a record of the information which the Company is required to disclose to you in relation to the proposed matters.



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

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 6865)**

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

On 22 October 2023, the Board of Directors of the Company held a meeting to discuss and approve the proposed matters. The meeting was held in person at the Company's head office in Hangzhou, Zhejiang, China, and was attended by all the Directors. The meeting minutes were approved by the Board.

The proposed matters are set out in detail in the circular letter to shareholders dated 22 October 2023. The circular letter is available on the Company's website at [www.flatglass.com](http://www.flatglass.com). The circular letter is also available in Chinese on the Company's website at [www.flatglass.com.cn](http://www.flatglass.com.cn). The circular letter is also available in English on the Company's website at [www.flatglass.com](http://www.flatglass.com). The circular letter is also available in Chinese on the Company's website at [www.flatglass.com.cn](http://www.flatglass.com.cn). The circular letter is also available in English on the Company's website at [www.flatglass.com](http://www.flatglass.com).

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# CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I – EXPLANATORY STATEMENT</b> .....	8
<b>APPENDIX II – PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b> .....	11
<b>NOTICE OF THE 2023 THIRD EGM</b> .....	12
<b>NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING</b> .....	15

# DEFINITIONS

*In this circular, the following definitions shall have the following meaning unless the context otherwise requires:*

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# DEFINITIONS

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LETTER FROM THE BOARD



福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

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

(Stock code: 6865)

Executive Director:

- List of Executive Directors with names and titles in Chinese.

Registered office, head office and principal place of business in the PRC: 1999 Yinhong Road, Xinhong, Zhijiang County, Chongqing Municipality, China

Independent Non-executive Director:

- List of Independent Non-executive Directors with names and titles in Chinese.

Principal place of business in Hong Kong: Unit 6, 11/F, Sanyuan Building, 100 Wing Lok Street, Mong Kok, Kowloon, Hong Kong

4 February 2023

To the Shareholders

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

I. INTRODUCTION

This circular is issued to you in connection with the proposed grant of general mandate to the board to repurchase H shares, the proposed changes of registered capital and amendments to the articles of association, the proposed 2023 third EGM and the proposed 2023 third H share class meeting.

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## LETTER FROM THE BOARD

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

The Board of Directors of the Company, on 30<sup>th</sup> of 2023 has resolved to grant a general mandate to the Board to repurchase up to 10% of the total number of shares of the Company, known as the "General Mandate". The Board has also resolved to grant a general mandate to the Board to repurchase up to 10% of the total number of shares of the Company, known as the "General Mandate".

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## LETTER FROM THE BOARD

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

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## LETTER FROM THE BOARD

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Y<sup>o</sup> h  
o o h o  
**Flat Glass Group Co., Ltd.**  
**Ruan Hongliang**  
*Chai man*

In accordance with the Listing Rules, this explanatory statement is intended to provide information and enable you to make an informed decision on whether to vote against the special resolution proposed at the 2023 Third EGM and the 2023 Third Class Meeting of the grant of General Mandate to the Board of Directors.

REASONS FOR REPURCHASING H SHARES

To improve the company's financial position and to improve the company's financial position, the company has decided to repurchase its shares. The company has a strong financial position and is able to repurchase its shares. The company has a strong financial position and is able to repurchase its shares.

REGISTERED CAPITAL

As at the end of the reporting period, the registered capital of the company was 587,830,940.5 million Hong Kong dollars. The company has a registered capital of 587,830,940.5 million Hong Kong dollars.

EXERCISE OF THE GENERAL MANDATE

The company has exercised the general mandate to repurchase its shares. The company has exercised the general mandate to repurchase its shares. The company has exercised the general mandate to repurchase its shares.

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The company has exercised the general mandate to repurchase its shares. The company has exercised the general mandate to repurchase its shares. The company has exercised the general mandate to repurchase its shares.

FUNDING OF H SHARES REPURCHASES

In the year ended 31 December 2022, the Company has repurchased 1,000,000 H Shares at a total cost of HK\$20.76 million, which is funded by the Company's cash resources.

GENERAL

The Company has no repurchase plan for H Shares. The Company's cash resources are primarily derived from its operations. The Company's cash resources are sufficient to fund the repurchase of H Shares. The Company's cash resources are sufficient to fund the repurchase of H Shares.

The Company has no repurchase plan for H Shares. The Company's cash resources are primarily derived from its operations. The Company's cash resources are sufficient to fund the repurchase of H Shares.

H SHARES PRICES

The highest and lowest prices of H Shares traded on the Stock Exchange during the year ended 31 December 2022 are as follows:

	Highest Price HK\$	Lowest Price HK\$
<b>2022</b>		
1 January	23.61	17.82
31 December	20.76	17.12
<b>2023</b>		
1 January	25.27	17.59
31 December	25.57	20.02
1 January	23.07	18.55
31 December	23.07	20.22
1 January	25.08	20.61
31 December	27.24	21.05
1 January	26.99	21.84
31 December	23.95	18.33
1 January	19.63	15.96
31 December	17.71	12.74
1 January (including H Shares)	16.28	13.24

SHARE REPURCHASE MADE BY THE COMPANY

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DISCLOSURE OF INTERESTS

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**APPENDIX II**

**PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The following Announcements:

Before amendment	After amendment
<p><b>Article 17</b> The total registered capital of the Company is RMB2,146,893,254. The total number of shares is 1,696,893,254 shares (A shares), of which the Company holds 79.04% and the total number of shares held by the Company is 1,321,450,000 shares, representing 20.96% of the total registered capital.</p>	<p><b>Article 17</b> The total registered capital of the Company is <b>RMB2,351,323,762</b>. The total number of shares is <b>1,901,323,762</b> shares (A shares), of which the Company holds <b>80.86%</b> and the total number of shares held by the Company is <b>1,537,450,000</b> shares, representing <b>19.14%</b> of the total registered capital.</p>
<p><b>Article 21</b> The total registered capital of the Company is RMB536,723,313.50. The total number of shares is 429,378,650 shares (A shares), of which the Company holds 20.96% of the total registered capital.</p>	<p><b>Article 21</b> The total registered capital of the Company is <b>RMB587,830,940.50</b>. The total number of shares is <b>469,378,650</b> shares (A shares), of which the Company holds <b>19.14%</b> of the total registered capital.</p>

# NOTICE OF THE 2023 THIRD EGM

Hong Kong Exchange and Clearing Limited and the Stock Exchange of Hong Kong Limited take no responsibility for the content of this notice, make no representation as to its accuracy or completeness and do not accept or assume any liability whatsoever for any loss or damage in reliance on the whole or any part of the content of this notice.



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

(a joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock code: 6865)

### NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Extraordinary General Meeting (the "2023 Third EGM") of Flat Glass Group Co., Ltd. (the "Company") will be held at 2:30 p.m. on Monday, 22 October 2023 at the Grand Hyatt Hotel, 2200 Avenue of the Americas, New York, New York 10001, USA. The Chairman, Mr. Zhang Jie, will preside over the meeting. The agenda of the meeting is set out in the attached Circular dated 4 October 2023:

1. To consider and, if approved, to adopt the proposed amendments to the Articles of Association of the Company (the "Proposed Amendments") and to authorize the Board of Directors to make any necessary arrangements in connection therewith;

(2) To consider and, if approved, to adopt the proposed amendments to the Memorandum and Articles of Association of the Company (the "Proposed Amendments") and to authorize the Board of Directors to make any necessary arrangements in connection therewith;

(3) To consider and, if approved, to adopt the proposed amendments to the Memorandum and Articles of Association of the Company (the "Proposed Amendments") and to authorize the Board of Directors to make any necessary arrangements in connection therewith;

(4) To consider and, if approved, to adopt the proposed amendments to the Memorandum and Articles of Association of the Company (the "Proposed Amendments") and to authorize the Board of Directors to make any necessary arrangements in connection therewith;

(5) To consider and, if approved, to adopt the proposed amendments to the Memorandum and Articles of Association of the Company (the "Proposed Amendments") and to authorize the Board of Directors to make any necessary arrangements in connection therewith;

**NOTICE OF THE 2023 THIRD EGM**

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**Flat Glass Group Co., Ltd.**  
**Ruan Hongliang**  
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*A at the date he e f, the e ec ti e Di ect a e M . R an H ngliang, M . Jiang Jinh a,  
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 M . X Pan, M . H a F lan and M . Ng Ya K en Ca men.*







# NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

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**Flat Glass Group Co., Ltd.**  
**Ruan Hongliang**  
*Chai man*

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*At the date hereof, the executive Directors are M. Ruan Hongliang, M. Jiang Jinhua, M. Ruan Zhen, M. Wei Yehong and M. Shen Qifang and the independent non-executive Directors are M. X. Pan, M. Haiflan and M. Ng Yaken Ca men.*

*Note :*

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# NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

5. A shareholder who has not received the 2023 Third Share Meeting Notice, should contact the company to request a copy of the notice. The company will provide a copy of the notice to the shareholder upon request.
6. Shareholders who own shares in the company should attend the meeting.
7. The meeting will be held on Wednesday, October 19, 2023 at 10:00 AM (local time).
8. The meeting will be held at the company's registered office, Xinhua Road, Zhujiajiao, Beijing.