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.

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.

福萊特玻璃集團股份有限公司

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

Notices convening the 2023 Second EGM and 2023 Second H Share Class Meeting to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:30 p.m. on Friday, 27 October 2023 are set out on pages 173 to 174 and pages 175 to 176 of this circular respectively.

Proxy forms for use at the 2023 Second EGM and 2023 Second H Share Class Meeting is also enclosed with this circular. Any Shareholders entitled to attend and vote at the 2023 Second EGM and 2023 Second H Share Class Meeting are entitled to appoint one or more proxies to attend and vote on his or her beherbehers1.4(behe4(or)-321lled)-290.5iymoteoteoteneer notote h snd ron Compa.5(to)-29(us instructions printed thereon to the Company's shares registrar in respect of H Shares, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for A Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the 2023 Second EGM and 2023 Second H Share Class Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish.

9 October 2023

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

"2023 Second A Share Class Meeting"	the class meeting of A Shareholders to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC on 27 October 2023 (or adjournment thereof), or immediately after the conclusion of the 2023 Second EGM, whichever is later
"2023 Second Class Meetings"	the 2023 Second A Share Class Meeting and the 2023 Second H Share Class Meeting
"2023 Second EGM"	the 2023 Second extraordinary general meeting of the Company proposed to be held at 2:30 p.m. on 27 October 2023 at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC
"2023 Second H Share Class Meeting"	the class meeting of the H Shareholders to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC on 27 October 2023 (or any adjournment thereof), or immediately after the conclusion of the 2023 Second A Share Class Meeting, whichever is later
"A Share(s)"	Renminbi-denominated ordinary share(s) of the Company which were issued in the PRC and subscribed in RMB and are listed on the Shanghai Stock Exchange
"Articles of Association"	the articles of association of the Company (as amended from time to time)
"Board"	the board of directors of the Company
"Company"	福萊特玻璃集團股份有限公司 (Flat Glass Group Co., Ltd.*), a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed on the main board of the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively
"Company Law"	the Company Law of the PRC
"CSRC"	China Securities Regulatory Commission
"Director(s)"	director(s) of the Company

"H Share(s)"	ordinary share(s) in the share capital of the Company with nominal value of RMB0.25 each, which are subscribed for, traded in Hong Kong dollars, and listed on the Hong Kong Stock Exchange (stock code: 6865)
"H Shareholder(s)"	holder(s) of H Share(s)
"Hong Kong"	The Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"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
"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 only*

福萊特玻璃集團股份有限公司

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

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

Independent non-executive 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

9 October 2023

To the Shareholders

The purpose of this circular is to provide you with information in connection with, among other things, considering and approving (i) the proposed interim dividend for the six months ended 30 June 2023; (ii) the proposed changes of registered capital and amendments to the Articles of Association; (iii) the proposed amendments to the rules of procedures of general meetings; (iv) the proposed amendments to the rules of procedures for the board of directors; (v) the proposed amendments to the rules of procedures for the board of supervisors; (vi) the proposed amendments to the working instructions for independent directors; and (vii) to give you the notices of the 2023 Second EGM and the 2023 Second H Share Class Meeting.

As stated in the announcement of the Company dated 28 August 2023 relating to the interim results of the Group for the six months ended 30 June 2023, the Board recommended the payment of an interim dividend of RMB0.238 per ordinary Share (before tax) for the six months ended 30 June 2023 to the Shareholders (the "[illegible]"). Shareholders whose names appear on the register of members of the Company on Friday, 10 November 2023 will be entitled to the 2023 Interim Dividend. For the purpose of ascertaining Shareholders' entitlement to the 2023 Interim Dividend, the register of members of the Company will be closed from Friday, 3 November 2023 to Friday, 10 November 2023 (both days inclusive) for the purpose of determining Shareholders' entitlement to the 2023 Interim Dividend. In order to qualify for receiving the 2023 Interim Dividend, all transfer documents must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for holders of A Shares), for registration before 4:30 p.m. on Thursday, 2 November 2023.

2023 Interim Dividend on A Shares will be paid in RMB and 2023 Interim Dividend on H Shares will be paid in Hong Kong dollars. The exchange rate for the 2023 Interim Dividend to be paid in Hong Kong dollars will be the mean of the exchange rates of Hong Kong dollars to RMB as announced by the People's Bank of China during the five business days prior to the date of the 2023 Second EGM if such proposed resolution is approved at the 2023 Second EGM.

The 2023 Interim Dividend is subject to approval by the Shareholders at the 2023 Second EGM and a resolution will be proposed to the Shareholders for voting at the 2023 Second EGM. If the resolution for the 2023 Interim Dividend is passed at the 2023 Second EGM, the 2023 Interim Dividend will be payable before 27 December 2023.

[illegible]

[illegible]

The Board proposes to amend the Articles of Association in view of the below and to make some other housekeeping amendments (the “[illegible]”).

On 17 February 2023, the State Council (the “[illegible]”) of 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 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 “[illegible]”) 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. Furthermore, holders of A shares and H shares are no longer deemed to be different classes of shareholders, thus the class meeting requirement applicable to holders of A shares and H shares are no longer necessary and removed. 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.

The Board is of the view that the New PRC Regulations Related Amendments to AoA (including the removal of the class meeting requirement from the Articles of Association following the repeal of the Mandatory Provisions) will not compromise protection of the H shareholders of the Company and will not have material impact on measures relating to shareholder protection, as A shares and H shares are regarded as one class of ordinary shares under PRC law, and the substantive rights attached to these two kinds of shares (including voting rights, dividends and asset distribution upon liquidation) are the same.

After the New PRC Regulations Related Amendments to AoA take 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 3 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.

[illegible]

Reference is made to the announcement of the Company in relation to the change in share capital and consequential amendments to the Articles of Association dated 9 August 2023 (the “[illegible]”).

Pursuant to the latest requirements of the competent government departments and regulatory authorities in the PRC, despite the authorization to the Board by the Shareholders at the 2021 second extraordinary general meeting, 2021 second A share class meeting, 2021 second H share class meeting, 2022 first extraordinary general meeting, 2022 first A share class meeting, 2022 first H share class meeting, 2023 first extraordinary general meeting, 2023 first A share class meeting and 2023 first H share class meeting of the Company, the amendments to the Articles of Association in light of the change of share capital of the Company as a result of both the conversion of A Share convertible bonds and the issuance of A Shares to specific subscribers (the “[illegible]”) 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 Registered Capital Related Amendments to AoA to the 2023 second extraordinary general meeting, the 2023 second A share class meeting and the 2023 second H share class meeting to be convened by the Company for the Shareholders’ consideration and approval, if thought fit.

[illegible]

The proposed amendments to the Articles of Association (including the New PRC Regulations Related Amendments to AoA and the Registered Capital Related Amendments to AoA) shall be subject to the passing of a special resolution by the Shareholders at the 2023 Second EGM and 2023 Second H Share Class Meeting, and will become effective upon the approvals by the Shareholders at such meetings.

The Board will also propose a resolution at the 2023 Second EGM and 2023 Second 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.

The details of the proposed amendments to the Articles of Association (including the New PRC Regulations Related Amendments to AoA and the Registered Capital Related Amendments to AoA) are set out in Appendix I to this circular. 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.

To further optimize the corporate governance structure of the Company and in light of the proposed amendments to the Articles of Association, the Board proposed to amend the Rules of Procedures of General Meetings. Please refer to Appendix II to this circular for details of the proposed amendments.

The proposed amendments to the above Rules of Procedures of General Meetings will be approved by way of a special resolution at the 2023 Second EGM and the 2023 Second H Share Class Meeting.

The Rules of Procedures of General Meetings mentioned above are formulated in accordance with relevant laws, regulations and listing rules of the PRC, some provisions of which may be different from the requirements of the Listing Rules. In the event that the requirements of the Listing Rules and the Rules of Procedures of General Meetings mentioned above are different, the Company will comply with all relevant listing rules on which the Shares are listed, whichever is stricter or impose greater obligation. 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.

In light of the proposed amendments to the Articles of Association, the Board proposed to amend the Rules of Procedures for the Board of Directors. Details of the proposed amendments to the Rules of Procedures for the Board of Directors are contained in Appendix III in this circular.

The proposed amendments to the Rules of Procedures for the Board of Directors shall be subject to the passing of an ordinary resolution by the Shareholders at the 2023 Second EGM, and will become effective upon the approval by the Shareholders at the 2023 Second EGM.

In light of the proposed amendments to the Articles of Association, the board of supervisors proposed to amend the Rules of Procedures for the Board of Supervisors. Details of the proposed amendments to the Rules of Procedures for the Board of Supervisors are contained in Appendix IV in this circular.

The proposed amendments to the Rules of Procedures for the Board of Supervisors shall be subject to the passing of an ordinary resolution by the Shareholders at the 2023 Second EGM, and will become effective upon the approval by the Shareholders at the 2023 Second EGM.

In light of the proposed amendments to the Articles of Association and pursuant to the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) which was published by the CSRC on 1 August 2023 and took effect on 4 September 2023, the Board proposed to amend the Working Instructions for Independent Directors. Details of the proposed amendments to the Working Instructions for Independent Directors are contained in Appendix V in this circular.

The proposed amendments to the Working Instructions for Independent Directors shall be subject to the passing of an ordinary resolution by the Shareholders at the 2023 Second EGM, and will become effective upon the approval by the Shareholders at the 2023 Second EGM.

Notices convening the 2023 Second EGM and the 2023 Second H Share Class Meeting to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:30 p.m. on Friday, 27 October 2023 are set out on pages 173 to 174 and pages 175 to 176 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 Second EGM and the 2023 Second H Share Class Meeting will be voted by poll. None of the Shareholders or their respective associates is required under the Listing Rules to abstain from voting on the resolutions proposed at the 2023 Second EGM and 2023 Second H Share Class Meeting.

For the purpose of determining the entitlement for attendance and voting at the 2023 Second EGM and/or the 2023 Second H Share Class Meeting (as the case may be), the H Shares register of members of the Company will be closed from Tuesday, 24 October 2023 to Friday, 27 October 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 Friday, 20 October 2023 shall be entitled to attend and vote at the 2023 Second EGM and the 2023 Second H Share Class Meeting. In order to attend and vote at the general meeting, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Friday, 20 October 2023. H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2023 Second EGM and the 2023 Second H Share Class Meeting. H Shareholders who intend to appoint a proxy to attend the 2023 Second EGM and the 2023 Second H Share Class Meeting are requested to complete the proxy form in accordance with the instructions set out therein and return it to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event, not less than 24 hours before the time appointed for holding the 2023 Second EGM and the 2023 Second H Share Class Meeting, or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 Second EGM and the 2023 Second H Share Class Meeting, or any adjourned meeting (as the case may be) should you so wish.

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

Yours faithfully
By order of the Board

Chairman

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

(stock code: 06865)

Articles of Association

ARTICLES OF ASSOCIATION OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1 [illegible]

Article 4~~2~~

福萊特玻璃集團股份有限公司

Article 5~~3~~

Article 6

Article 7~~4~~

Article 8~~5~~

Article 9

Article 10~~6~~

~~Article 7~~

Article 11

~~Article 8~~

Article 12 ~~9~~

Chapter 2 Objective and Scope of Business

Article 13 ~~10~~

Article 14 ~~11~~

Chapter 3 Shares ~~and Registered Capital~~

Section 1 Issuance of Shares

~~Article 12~~

~~Article 13~~

Article 15 [illegible]

Article 16~~14~~ [illegible]

[illegible]

[illegible]

~~**Article 15**~~ [illegible]

[illegible]

[illegible]

[illegible]

~~**Article 16**~~ [illegible]

Article 17 [illegible]

Article 18 [illegible]

Article 19 [illegible]

No.	Name of shareholder	Amount of ~~capital contributed (RMB'000)~~ shares subscribed (0'000)	Percentage of ~~contribution~~ shareholdings (%)	Contribution method	Date of contribution
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Total		70,000	100	–	

Article 20~~17~~ [illegible] %[illegible] %[illegible]

Article 21 [illegible]

Section 2 Reduction and Repurchase of Shares

~~**Article 18**~~ [illegible]

~~**Article 19**~~ [illegible]

[illegible]

~~**Article 20**~~ [illegible]

~~**Article 21**~~ [illegible]

Article 22 [illegible]

[illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

~~Article 23~~

~~Article 24~~

[illegible]

~~Chapter 4 Capital Reduction and Repurchase of Shares~~

Article <u>23</u>~~25~~ [illegible]

~~**Article 26**~~ [illegible]

[illegible]

[illegible]

Article <u>24</u>~~27~~ [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

(vi) [illegible]

(vii) [illegible]

[illegible]

Article 25~~28~~

~~Article 29~~

Article 26~~30~~

~~Article 31~~

~~Chapter 5 Financial Assistance to Acquire Shares of the Company~~

~~Article 32~~

~~Article 33~~

~~Article 34~~

~~Chapter 6 Shares and Shareholders' Register~~

~~**Article 35**~~

Section 3 Transfer of Shares

Article 27~~36~~

Article 28~~37~~

~~Article 38~~

~~Article 39~~

(i)

(ii)

(iii)

(iv)

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(vi)

~~Article 40~~

~~Article 41~~

(i)

(ii)

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~~Article 42~~

~~Article 43~~

(i)

(ii)

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(vi)

Article 2944

Article 30

Chapter 4 Shareholders and the General Meeting

Section 1 Shareholders

Article 31 [illegible]

~~**Article 45**~~ [illegible]

Article 32~~46~~ [illegible]

~~**Article 47**~~ [illegible]

~~**Article 48**~~ [illegible]

[illegible]

[illegible]

[illegible]

~~Article 49~~

~~Article 50~~

~~Chapter 7 Rights and Obligations of Shareholders~~

~~Article 51~~ [illegible]

[illegible]

[illegible]

[illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

Article 33~~52~~ [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

Article 34~~53~~

Article 35~~54~~

Article 36~~55~~

Article 60

(i)

(ii)

(iii)

Article 61

(i)

(ii)

(iii)

(iv)

~~Chapter 8 General Meetings~~

Section 2 General Provisions for General Meetings

Article 41~~62~~ [illegible]

~~**Article 63**~~ [illegible]

[illegible]

Article 42 ~~64~~ [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

[illegible]

~~**Article 65**~~

Article <u>43</u>~~66~~

<u>**Article 44**</u>

Article 45

Article 46

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~~**Article 67**~~

~~**Article 68**~~

Article 69

~~Article 70~~

~~Article 71~~

~~Article 72~~

~~Article 73~~

~~Article 74~~

~~Article 75~~

~~Article 76~~

Section 3 Convening of General Meeting

Article 47~~77~~

Article 48~~78~~

~~Article 79~~

Article 49

(ii)

(iii)

(iv)

Article 50

Article 51

Article 52

Section 4 Proposals and Notices of General Meeting

Article 53

Article 54~~80~~

~~Article 81~~

(i)

(ii)

(iii)

Article 55

Article 56

Article 57

[illegible]

Article 58 [illegible]

Section 5 Convening of General Meeting

Article 59 [illegible]

Article 60 [illegible]

[illegible]

Article 61 [illegible]

[illegible]

Article 62 [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

[illegible]

Article 63 [illegible]

Article 64 [illegible]

[illegible]

[illegible]

Article 65 [illegible]

Article 66 [illegible]

[illegible]

Article 67 [illegible]

Article 68~~82~~ [illegible]

Article 69

Article 70

Article 71

Article 72

~~**Article 83**~~

~~Article 84~~

~~Article 85~~

~~Article 86~~

(i)

(ii)

(iii)

~~Article 87~~

~~Article 88~~

~~Article 89~~

~~Article 90~~

Article 73

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Article 74

Article 75

Article 78~~93~~

Article 79

Article 80~~94~~

Article 81

Article 82

Article 83

[redacted]ticle 84 [illegible]

[redacted]ticle 85 [illegible]

Article 86

~~Article 99~~

~~Article 100~~

~~Article 101~~

Article 88~~102~~

Article 89

Article 90

Article 91~~103~~

Article 92~~104~~

Article 93~~105~~

Article 94~~106~~

~~**Chapter 9 Special Procedures for Voting by Class Shareholders**~~

~~**Article 107**~~

~~**Article 108**~~ [illegible]

[illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

(vi) [illegible]

(vii) [illegible]

(viii) [illegible]

(ix) [illegible]

(x) [illegible]

(xi) [illegible]

(xii) [illegible]

~~**Article 110**~~ [illegible] (ii) [illegible] (viii), (xi) [illegible] (xii) [illegible]

(ii)

(iii)

Chapter 5~~10~~ Board of Directors

Section 1 Directors

~~Article 115~~

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Article 95

(i)

(ii)

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

(vi) [illegible]

(vii) [illegible]

[illegible]

Article 96~~116~~ [illegible]

[illegible]

[illegible]

Article 97 [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

(vi) [illegible]

(vii) [illegible]

(viii) [illegible]

(ix) [illegible]

(x) [illegible]

[illegible]

Article 98 [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

Article 99 [illegible]

Article 100 [illegible]

~~**Article 117**~~ [illegible]

Article 101 [illegible]

Article 102 [illegible]

Article 103 [illegible]

Article 104 [illegible]

Section 2 The Board of Directors

Article 105 [illegible]

Article 106 [illegible]

[illegible]

Article 107~~118~~ [illegible]

(i) [illegible]

(ii) [illegible]

Article <u>108</u>~~119~~

Article <u>109</u>~~120~~

~~**Article 121**~~

~~**Article 122**~~

~~**Article 123**~~

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Article 124

~~Article 125~~

Article 110

Article 111

Article 112~~126~~

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Article 113 [illegible]

Article 114~~127~~ [illegible]

[illegible]

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福萊特玻璃集團股份有限公司

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

that the 2023 second extraordinary general meeting (the "") of Flat Glass Group Co., Ltd. (the "") will be held at 2:30 p.m. on Friday, 27 October 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 9 October 2023:

Ordinary resolution 1.	To declare an interim dividend of RMB0.238 per ordinary Share (before tax) for the six months ended 30 June 2023.
Special resolution 2.	To consider and approve the proposed changes of registered capital and amendments to the Articles of Associations.
Special resolution 3.	To consider and approve that the Board be authorized to make changes in industrial and commercial registration and make relevant adjustments and revision to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustment and revisions to characters, chapters and articles.
Special resolution 4.	To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.
Ordinary resolution 5.	To consider and approve the proposed amendments to the Rules of Procedures for the Board of Directors.
Ordinary resolution 6.	To consider and approve the proposed amendments to the Rules of Procedures for the Board of Supervisors.

Ordinary resolution 7. To consider and approve the proposed amendments to the Working Instructions for Independent Directors.

By order of the Board of

Chairman

Jiaxing, Zhejiang Province, the PRC
9 October 2023

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

Notes:

1. In order to ascertain the Shareholders' entitlement to attend and vote at the 2023 Second EGM, the register of members of the Company will be closed from Tuesday, 24 October 2023 to Friday, 27 October 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 Second 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 Friday, 20 October 2023. H Shareholders whose names appear on the register of members of the Company on Friday, 20 October 2023 are entitled to attend and vote at the 2023 Second EGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the 2023 Second 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 Second 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 Second EGM (i.e. before Thursday, 26 October 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 Second EGM or any adjourned meetings should they so wish.

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

6. Shareholders attending the 2023 Second 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

[illegible]

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

[illegible]

[illegible]

[illegible] that the 2023 Second H Share Class Meeting of Flat Glass Group Co., Ltd. (the "[illegible]") will be held at 2:30 p.m. on Friday, 27 October 2023 at the Conference Room, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC for the purpose of considering, and if thought fit, passing the following resolutions by way of special resolutions. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 9 October 2023:

[illegible]

1. To consider and approve the proposed changes of registered capital and amendments to the Articles of Associations.

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.

3. To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.

By order of the Board of
[illegible]
[illegible]
Chairman

Jiaxing, Zhejiang Province, the PRC
9 October 2023

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

Notes:

1. H Shareholders whose names appear on the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, on Friday, 20 October 2023 are eligible to attend the 2023 Second H Share Class Meeting. To qualify for attendance and vote at the 2023 Second H Share Class Meeting, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 20 October 2023.

2. A member eligible to attend and vote at the 2023 Second H Share Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his behalf. A proxy needs not be a Shareholder.

3. The instrument appointing a proxy must be in writing under the hand of a H Shareholder or his attorney duly authorized in writing. If the H Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.

4. In order to be valid, the proxy form must be deposited by hand or by post to the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time designated for holding of the 2023 Second H Share Class Meeting. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the a Shareholder from attending and voting in person at the 2023 Second H Share Class Meeting or any adjourned meetings should they so wish.

5. A H Shareholder or his proxy shall produce proof of identity when attending the 2023 Second H Share Class Meeting. If a H Shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such H Shareholder may attend the 2023 Second H Share Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such H Shareholder appointing such person(s) to attend the meeting.

6. Shareholders who attend shall bear their own travelling and accommodation expenses.

7. The register of members of the Company will be closed from Tuesday, 24 October 2023 to Friday, 27 October 2023 (both days inclusive).

8. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.