THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt [illegible]

If you have sold or transferred [illegible]

[illegible]

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

[illegible] 2023 [illegible] 2023 [illegible] 959 [illegible] 2:30 [illegible] 22 [illegible] 2023 [illegible] 12 [illegible] 14 [illegible] 15 [illegible] 17 [illegible]

[illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible] 17 [illegible] 16 [illegible] 1999 [illegible] 24 [illegible] 2023 [illegible] 2023 [illegible]

4 [illegible] 2023

CONTENTS

Page

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

"2023 ... A ... –"	... A ... 2 ... A ... 959 ... 22 ... 2023 (...), ... 2023 ...
"2023 ... –"	... 2023 ... A ... 2023 ...
"2023 ... –"	... 2023 ... 2:30 ... 22 ... 2023 ... 2 ... A ... 959 ...
"2023 ... –"	... 2 ... A ... 959 ... 22 ... 2023 (...), ... 2023 ... A ...
"A ... ( )" –	... ( ) ...
"A ... A ..." –	... (...)
"..." –	...
"..." –	福萊特玻璃集團股份有限公司 (... *), ... A ...
"..." –	...
"..." –	...
"...( )" –	...( ) ...
"..." –	...

( )–	( ) 0.25 , (: 6865)
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A–	A
–	(571)
–	(上海證券交易所)
( )–	A ( ) ( )
( )–	( ) ( )
%–	

* F identificati n e nl

福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

(a j int st ck c m an inc ated in the Pe le' Re blic f China ith limited liability)

(Stock code: 6865)

E ec ti e Di ect :
[illegible] *(Chai man)*
[illegible]

Inde endent n n-e ec ti e Di ect :
[illegible]

Regi te ed ffice, head a te and inci al lace f b ine in the PRC:
1999 [illegible]

P inci al lace f b ine in H ng K ng:
[illegible] 6, 11/[illegible]
6 [illegible]

4 [illegible] 2023

T the Sha eh lde

(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

[illegible] (i) [illegible]; (ii) [illegible]; and (iii) [illegible] 2023 [illegible] 2023 [illegible].

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

[illegible] 30 [illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible] (General Mandate) [illegible]:

1. [illegible] 2 [illegible] 3 [illegible] 0.25 [illegible]
2. [illegible] 10% [illegible] 2023 [illegible] 2023 [illegible] 105% [illegible]
3. [illegible]:

(i) [illegible];

(ii) [illegible];

(iii) [illegible] ([illegible]); [illegible]

(iv) [illegible].

[illegible]:

(i) [illegible] 31 [illegible] 2023; [illegible]

( ) [illegible] W [illegible]

4. [illegible]:

( ) [illegible] .7( )-420.7(-2900.7( )-429 , -2900.7((.7( )-420.7(

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

V. RECOMMENDATION

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

In acc dance with the Listing R le , this a endi e e a the e lanat statement to ide with e i ite inf mation ea nabl nece a to enable to make an inf med deci i n whether to te f again t the ecial e l ti n to be ed at the 2023 Thi d EGM and the 2023 Thi d Cla Meeting f the g ant f Gene al Mandate to the B a d to e cha e H Sha e .

REASONS FOR REPURCHASING H SHARES

[illegible]

REGISTERED CAPITAL

A [illegible] 587,830,940.5, [illegible] 450,000,000 [illegible] 0.25 [illegible] 1,901,323,762 A [illegible] 0.25 [illegible].

EXERCISE OF THE GENERAL MANDATE

[illegible] 2023 [illegible] 2023 [illegible] 31 [illegible] 2023; [illegible]

[illegible] 5% [illegible] 5 [illegible]

[illegible] 450,000,000 [illegible] 2023 [illegible] 2023 [illegible] 45,000,000 [illegible] 10% [illegible].

FUNDING OF H SHARES REPURCHASES

[illegible]

GENERAL

[illegible] 31 [illegible] 2022). [illegible]

[illegible]

H SHARES PRICES

[illegible]

	Highest Price	Lowest Price
	HK$	*HK$*
2022		
[illegible]	23.61	17.82
[illegible]	20.76	17.12
2023		
[illegible]	25.27	17.59
[illegible]	25.57	20.02
[illegible]	23.07	18.55
[illegible]	23.07	20.22
[illegible]	25.08	20.61
[illegible]	27.24	21.05
[illegible]	26.99	21.84
[illegible]	23.95	18.33
[illegible]	19.63	15.96
[illegible]	17.71	12.74
[illegible]	16.28	13.24

SHARE REPURCHASE MADE BY THE COMPANY

DISCLOSURE OF INTERESTS

Before amendment	After amendment
Article 17 2,146,893,254 2,146,893,254 1,696,893,254 (A), 79.04% 450,000,000 ( ), 20.96%	**Article 17** **2,351,323,762** **2,351,323,762** **1,901,323,762** (A), **80.86%** 450,000,000 ( ), **19.14%**
Article 21 536,723,313.50.	**Article 21** **587,830,940.50**.

H ng K ng E change and Clea ing Limited and the St ck E change f H ng K ng Limited take n e n ibility f the c ntent f thi n tice, make n e entati n a t it acc ac c m leteness and e e l di claim an liability hat e e f an l h e e a i ing f m in eliance n the h le an a t f the c ntent f thi n tice.

福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

(a j int t ck c m an inc a ed in the Pe le' Re blic f China ith limited liability)

(Stock code: 6865)

NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN [illegible] 2023 [illegible] (**2023 Third EGM**) [illegible] (**Company**) [illegible] 2:30 [illegible], 22 [illegible] 2023 [illegible], 2 [illegible] A [illegible], 959 [illegible] (**Circular**) [illegible] 4 [illegible] 2023:

[illegible] 1. [illegible]:

( ) [illegible] 10% [illegible] 2023 [illegible] 105% [illegible]

( ) [illegible]:

( ) [illegible];

( ) [illegible];

(iii) [illegible]

(iv) [illegible]

(b) [illegible] **Relevant Period** [illegible] 2023 [illegible] 2023 [illegible]:

(i) [illegible] 31 [illegible] 2023; [illegible]

(ii) [illegible]

2. [illegible]

3. [illegible]

[illegible]
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chai man

[illegible]
4 [illegible] 2023

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, M . R an Ze n, M . Wei Ye h ng and M . Shen Qif , and the inde endent n n-e ec ti e Di ect a e M . X Pan, M . H a F lan and M . Ng Ya K en Ca men.

Notes:

1. [illegible]

2. [illegible]

3. [illegible]

4. [illegible]

5. [illegible]

6. [illegible]

7. [illegible]

H ng K ng E change and Clea ing Limi,ed and ,he S, ck E change f H ng K ng Limi,ed ,ake n e n ibili, f ,he c n,en, f ,hi n ,ice, make n e e en,a,i n a ,, i, acc ac c m le,ene and e e l di claim an liabili, ha, ee f an l h e e a i ing f m in eliance n ,he h le an a ,, f ,he c n,en, f ,hi n ,ice.

福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

(a j in, ,, ck c m an inc a,ed in ,he Pe le' Re blic f China i,h limi,ed liabili,)

(Stock code: 6865)

NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN [illegible] 2023 [illegible] (the "**Company**") [illegible] 2:30 [illegible] 22 [illegible] 2023 [illegible] 959 [illegible] (the "**Circular**") [illegible] 4 [illegible] 2023:

SPECIAL RESOLUTION

1. [illegible]

   ( ) [illegible] 10% [illegible] 2023 [illegible] 105% [illegible]

   ( ) [illegible]:

   ( ) [illegible];

   ( ) [illegible];

(...) ... (...); ...

(...) ...

(...) ... **Relevant Period**– ... 2023 ... 2023 ...:

(...) ... 31 ... 2023; ...

(...) ...

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

...
4 ... 2023

A ... the date he e f, the e ec ti e Di ec ... a e M . R an H ngliang, M . Jiang Jinh a, M . R an Ze n, M . Wei Ye h ng and M . Shen Qif and the inde endent n n-e ec ti e Di ec ... a e M . X Pan, M . H a F lan and M . Ng Ya K en Ca men.

N te :

1. ... 18 ... 2023 ... 2023 ... 2023 ... 17/... 16 ... 4:30 ... 18 ... 2023.

2. A ... 2023 ... A ...

3. ...

4. ... 17/... 16 ... 24 ... 2023 ... 2023 ...

5. A [illegible] 2023 [illegible] 2023 [illegible] ( ) [illegible]

6. [illegible]

7. [illegible], 19 [illegible] 2023 [illegible], 22 [illegible] 2023 ([illegible]).

8. [illegible] 1999 [illegible]