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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:
(Chairman)
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Registered office, head office and
principal place of business in the PRC:
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Independent non-executive Director:
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Principal place of business in Hong Kong:
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4 2023

The Shareholder

- (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

The Board of Directors (the Board) of Flat Glass Group Co., Ltd. (the Company) has received the request from the Board of Directors of Flat Glass Group Co., Ltd. to propose to the shareholders of the Company to grant the Board the authority to repurchase the Company's shares in accordance with the provisions of the Company's Articles of Association and the Company's Memorandum of Association.

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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V. RECOMMENDATION

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Flat Glass Group Co., Ltd.
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In accordance with the Listing Rules, the Board is hereby advised by the independent financial adviser that the Board is able to make an informed decision on the proposed offer again the special dividend to be paid at the 2023 Third EGM and the 2023 Third Class Meeting of the General Mandate of the Board of Directors of the Company.

REASONS FOR REPURCHASING H SHARES

The Board is pleased to announce that the Company has repurchased 450,000,000 H Shares at a price of B0.25 per share, totaling B90,000,000. The repurchase was completed on 31 December 2023. The Board believes that the repurchase of H Shares is in the best interests of the Company and its shareholders, and will help to improve the Company's financial performance and strengthen its financial position.

REGISTERED CAPITAL

As at 31 December 2023, the registered capital of the Company is B587,830,940.5, consisting of 450,000,000 H Shares and 1,901,323,762 A Shares at a par value of B0.25 per share.

EXERCISE OF THE GENERAL MANDATE

The Board has exercised the general mandate to repurchase H Shares of the Company. The total number of H Shares repurchased is 450,000,000, representing 10% of the total number of H Shares in issue as at 31 December 2023. The total amount paid for the repurchase is B90,000,000. The Board believes that the repurchase of H Shares is in the best interests of the Company and its shareholders, and will help to improve the Company's financial performance and strengthen its financial position.

The Board has also exercised the general mandate to repurchase A Shares of the Company. The total number of A Shares repurchased is 1,901,323,762, representing approximately 5% of the total number of A Shares in issue as at 31 December 2023. The total amount paid for the repurchase is B95,063,814.5. The Board believes that the repurchase of A Shares is in the best interests of the Company and its shareholders, and will help to improve the Company's financial performance and strengthen its financial position.

The Board has also exercised the general mandate to repurchase H Shares of the Company. The total number of H Shares repurchased is 450,000,000, representing 10% of the total number of H Shares in issue as at 31 December 2023. The total amount paid for the repurchase is B90,000,000. The Board believes that the repurchase of H Shares is in the best interests of the Company and its shareholders, and will help to improve the Company's financial performance and strengthen its financial position.

APPENDIX II

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

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

NOTICE OF THE 2023 THIRD EGM

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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 2023 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Third Extraordinary General Meeting (the "2023 Third EGM") of Flat Glass Group Co., Ltd. (the "Company") will be held on 22 September 2023 at 2:30 p.m. (Hong Kong time) at the Grand Ballroom, 959 King's Road, Kowloon, Hong Kong. The agenda of the meeting is set out in the attached Circular (the "Circular") dated 4 September 2023:

- 1. To consider and, if approved, to adopt the proposed amendments to the Articles of Association of the Company (the "Proposed Amendments")**
() The proposed amendments to the Articles of Association of the Company are set out in the Circular. The proposed amendments are intended to align the Articles of Association of the Company with the latest provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and to improve the efficiency of the Company's general meetings. The proposed amendments are subject to the approval of the shareholders of the Company at the 2023 Third EGM. The proposed amendments will be effective from the date of their adoption by the shareholders of the Company at the 2023 Third EGM.
- () To consider and, if approved, to adopt the proposed amendments to the Memorandum of Association of the Company (the "Proposed Amendments to the Memorandum of Association")**
() The proposed amendments to the Memorandum of Association of the Company are set out in the Circular. The proposed amendments are intended to align the Memorandum of Association of the Company with the latest provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and to improve the efficiency of the Company's general meetings. The proposed amendments are subject to the approval of the shareholders of the Company at the 2023 Third EGM. The proposed amendments will be effective from the date of their adoption by the shareholders of the Company at the 2023 Third EGM.
- () To consider and, if approved, to adopt the proposed amendments to the Bye-laws of the Company (the "Proposed Amendments to the Bye-laws")**
() The proposed amendments to the Bye-laws of the Company are set out in the Circular. The proposed amendments are intended to align the Bye-laws of the Company with the latest provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and to improve the efficiency of the Company's general meetings. The proposed amendments are subject to the approval of the shareholders of the Company at the 2023 Third EGM. The proposed amendments will be effective from the date of their adoption by the shareholders of the Company at the 2023 Third EGM.

NOTICE OF THE 2023 THIRD EGM

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Flat Glass Group Co., Ltd.
Ruan Hongliang
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A a he da e he e f, he e ec. i^ve Di ec a e M . R. an H ngliang, M . Jiang Jinh. a, M . R. an Zey. n, M . Wei Ye. h ng and M . Shen Qif. , and he inde enden n n-e ec. i^ve Di ec a e M . X. Pan, M . H. a F. lan and M . Ng Ya. K. en Ca men.

