



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

(Stock code: 6865)

**NOTICE OF 2021 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2021 Second EGM of Flat Glass Group Co., Ltd. (the “**Company**”) will be held at 14:00 p.m. on Friday, 20 August 2021 at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People’s Republic of China for the purpose of considering, and if thought fit, passing the following resolutions by way of ordinary or special resolution as indicated. Unless defined otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 28 July 2021:

**Special resolution 1.** To consider and approve the Report on the Company’s Compliance of the Conditions for the Proposed Issuance of A Share Convertible Bonds.

**Special resolution 2.** To consider and approve the A Share Convertible Bonds Issuance Plan:

- (i) Type of securities to be issued;
- (ii) Issue size;
- (iii) Par value and issue price;
- (iv) Term;
- (v) Coupon rate;
- (vi) Method and timing of interest payment;
- (vii) Conversion period;
- (viii) Determination and adjustment of conversion price;

- (ix) Downward adjustment to the conversion price;
- (x) Determination of the number of conversion shares and methods for determining the number of shares for conversion when there is insufficient balance on conversion into one share;
- (xi) Terms of redemption;
- (xii) Terms of sell back;
- (xiii) Dividend rights for the conversion year;
- (xiv) Method of issuance and target investors;
- (xv) Subscription arrangement for exiting A Shareholders;
- (xvi) Relevant matters on Bondholders' meetings;
- (xvii) Use of proceeds;
- (xviii) Management and deposit of proceeds;
- (xix) Guarantee; and
- (xx) Validity period of the Board resolution.

- Special resolution 3.** To consider and approve the Preliminary Plan of the Proposed Issuance of A Share Convertible Bonds.
- Special resolution 4.** To consider and approve the Feasibility Report on the Proposed Issuance of A Share Convertible Bonds.
- Ordinary resolution 5.** To consider and approve the Report on Use of Previous Proceeds.
- Ordinary resolution 6.** To consider and approve the Rules for A Share Convertible Bondholders' Meetings.
- Ordinary resolution 7.** To consider and approve the Impact of the Dilution of Immediate Return as a Result of the Initial Public Offering of A Share Convertible Bonds on Major Financial Indicators of the Company and the Remedial Measures adopted by the Company.

- Ordinary resolution 8.** To consider and approve the Undertakings by the Directors, Senior Management of the Company, Controlling Shareholders and Actual Controllers of the Company on the Actual Performance of the Remedial Measures for the Dilution of Current Returns of the Company.
- Special resolution 9.** To consider and approve the authorisation of the Board and its authorised persons to manage the matters relating to the Proposed Issuance of A Share Convertible Bonds.
- Special resolution 10.** To consider and approve the Shareholders' Dividend Distribution Plan for the Years Ending 31 December 2021, 2022 and 2023.
- Ordinary resolution 11.** To consider and approve the proposal on the Possible Subscription for A Share Convertible Bonds by Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, controlling shareholders of the Company, Mr. Wei Yezhong and Mr. Shen Qifu, executive directors of the Company, and Mr. Zheng Wenrong, Mr. Shen Fuquan and Mr. Zhu Quanming, supervisors of the Company.

By order of the Board of  
**Flat Glass Group Co., Ltd.**  
**Ruan Hongliang**

Jiaxing, Zhejiang Province, the PRC

28 July 2021

2. Shareholders who are entitled to attend and vote at the 2021 Second EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of A shares of the Company, to the head office in the PRC of the Company not less than 24 hours before the time for holding the 2021 Second EGM (or any adjournment thereof) for taking the poll. 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 Shareholders from attending and voting in person at the 2021 Second EGM or any adjourned meetings should they so wish.
5. Shareholders or their proxies shall provide their identification documents when attending the 2021 Second EGM.
6. Shareholders attending the 2021 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.