THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt

If you have sold or transferred

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 PROVISION OF GUARANTEES BY THE GROUP FOR ITS POTENTIAL CREDIT FACILITIES
(2) THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS FOR 2022 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2023
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS
AND
(5) NOTICE OF AGM

CONTENTS

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

[illegible] –

[illegible]

[illegible] –

[illegible]

Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as total in certain tables and the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

Reference to the singular number includes references to the plural and vice versa and references to one gender include every gender.

English names of Chinese entities marked with " " are translations of their Chinese names and are included in this circular for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese names prevails.

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 Directors:

[illegible] *(Chairman)*

[illegible]

[illegible]

[illegible]

Independent non-executive Directors:

II. PROPOSED PROVISION OF GUARANTEES BY THE GROUP FOR ITS POTENTIAL CREDIT FACILITIES

[illegible]

III. THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS FOR 2022 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2023

[illegible]

Details of the estimated amounts and types of daily related party transactions for 2023 are set out in the table below:

Unit: RMB0'000

Types of related party transactions	Related parties	Current estimated amount	Actual amount incurred in the previous year	Reason for material difference between estimated amount and actual amount incurred
[illegible]	[illegible] 義和投資有限公司	[illegible]	[illegible]	
[illegible]	[illegible] 鳳陽鴻鼎港務有限公司	[illegible]	[illegible]	
[illegible]	[illegible] 嘉興凱鴻福萊特供應鏈管理有限公司	[illegible]	[illegible]	[illegible]
[illegible]	[illegible] 嘉興市燃氣集團股份有限公司	[illegible]	[illegible]	[illegible]
[illegible]		[illegible]	[illegible]	

Notes:

[illegible]

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

V. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

VI. THE AGM

VII. RECOMMENDATION

[illegible]

Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

Original Articles	Proposed Amendments
Article 1	**Article 1**
	福萊特玻璃集團股份有限公司

Original Articles	Proposed Amendments
	浙江福萊特玻璃鏡業有限公司 **Market Regulation**
Article 6	**Article 6 The Articles of Association shall be put into force upon the consideration and approval at the general meeting of the Company. Upon the effective day of the Articles of Association, the existing Articles of Association of the Company will lapse automatically.**

Original Articles	Proposed Amendments
Article 7	**Article 7**
	president
	and the Company's directors, supervisors, president and other senior management
	president
	deputy president
(Adding Article 9)	**Article 9 Pursuant to the requirements of the Constitution of the Communist Party of China, the Company shall establish an organization of the Communist Party of China, and carry out the activities of the Party. The Company shall provide necessary support to facilitate the activities of the Party.**

Original Articles	Proposed Amendments
Article 21 [illegible] …… [illegible]	**Article 22** [illegible] …… [illegible] **When the Company issues convertible corporate bonds, the procedures and arrangement for the issuance and conversion of convertible corporate bonds, as well as the changes in the Company's share capital resulting therefrom, shall be dealt with in accordance with the provisions of laws, administrative regulations, departmental rules and other documents and the provisions of the Company's listing document for convertible corporate bonds.** [illegible] **Market Regulation authority** [illegible]

Original Articles	Proposed Amendments
Article 23	**Article 24**
	and other circumstances as stipulated by the CSRC. **For the purpose of the preceding paragraph, shares or other securities with the nature of equity held by Directors, Supervisors, senior management and natural person shareholders include those held by their spouse, parents, and children and held under accounts opened by others.** **in the first clause of this article and the Directors shall bear joint liability** **If the Board of the Company fails to comply with the first clause of this article, the Directors shall bear joint liability.**

Original Articles	Proposed Amendments
Article 26 [illegible] ..... [illegible]	**Article 27 The Company shall not repurchase its own shares, except in one of the following situations:** [illegible] ..... [illegible] **The Company shall purchase its issued shares in accordance with laws, administrative regulations, departmental rules, the listing rules of the stock exchanges on which the shares of the Company are listed and the Articles of Association. (MP24)**
Article 27 [illegible]	**Article 28** [illegible] **purchase its shares in any of** [illegible] **by laws, administrative regulations and the CSRC.** [illegible] **Article 27** [illegible]

Original Articles	Proposed Amendments
Article 29 [illegible] [illegible] W [illegible] [illegible] …… [illegible]	**Article 30** [illegible] **Article 27** [illegible] **Article 27** [illegible] W [illegible] [illegible] …… [illegible]

Original Articles	Proposed Amendments
Article 51	**Article 52**
.....	.....
	president
.....	.....

Original Articles	Proposed Amendments
……	……
(Adding Article 54)	**Article 54 In the event that the particulars of a resolution passed at a shareholders' general meeting or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition a people's court to establish such particulars as invalid.** **In the event that the procedures for convening a shareholders' general meeting or a board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution.**

Original Articles	Proposed Amendments
(Adding Article 55)	Article 55 In the event that a director or a senior management officer violates laws, administrative regulations or the Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly having been holding more than one percent of voting shares of the Company for one hundred and eighty consecutive days or more shall have the right to request in writing that the board of supervisors bring legal action before a court. In the event that the board of supervisors violates laws, administrative regulations or the Articles of Association when executing its duties for the Company, thus causing losses to the Company, shareholders may request in writing that the board of directors bring legal action before a people's court. In the event that the board of supervisors or the board of directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within thirty days upon receipt of such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before a court in their own names in the interests of the Company. In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before a court in accordance with the provisions of the preceding two paragraphs.

Original Articles	Proposed Amendments
(Adding Article 56)	**Article 56 In the event that a director or a senior management officer of the Company violates laws, administrative regulations or these Articles of Association, thus causing damage to the interests of shareholders, the shareholders may bring legal action before a people's court.**
Article 59 [illegible] …… [illegible] …… [illegible]	**Article 63** [illegible] …… [illegible] **Article 64** [illegible] **and employee shareholding plan** [illegible] **Article 27** [illegible] **departmental rules** [illegible] ……

Original Articles	Proposed Amendments
Article 60	**Article 64**
	(II) Any guarantee provided after the total amount of external guarantees by the Company and its controlled subsidiaries exceed thirty percent of the latest audited total assets;
	(IV)
	(V)
	(VI) Any guarantee provided to shareholders, de facto controllers and their connected parties;
	(VII) Other guarantee as stipulated by Listing Rules of Stock Exchange and Articles of Associations of the Company.
	The above external guarantees subject to the approval of the general meeting of the Company shall be considered and approved by the board of directors before they are submitted to the general meeting for approval. All the directors of the Company shall carefully consider and strictly control any debt risks arising from providing guarantee for any external party and shall be legitimately liable for any losses caused by any non-compliant or improper provision of such guarantee.

Original Articles	Proposed Amendments
Article 61	**Article 65** president except under special circumstances such as where the Company is in a crisis.
Article 62	**Article 66** within two months upon occurrence of such circumstance

Original Articles	Proposed Amendments
[illegible] …… [illegible]	**(V) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, the Listing Rules and the Articles of Association.** [illegible] **After issuing the notice of a general meeting, the venue of the physical general meeting shall not be changed without any justifiable causes. If there is a need to change, the convener shall make an announcement and explain the reasons at least two working days prior to the physical meeting date.** [illegible] …… [illegible]
Article 63 [illegible]	**Article 67** [illegible] **21 days** [illegible] **15 days** [illegible]

Original Articles	Proposed Amendments
Article 64 [illegible] …… [illegible] …… [illegible]	**Article 68** [illegible] **and proposals to be considered** [illegible] …… [illegible] **president** [illegible] …… **(XI) Specifies the voting time and voting procedure for voting on the network or otherwise.**
(Adding Article 71)	**Article 71 After a notice of shareholders' general meeting is given, the shareholders' general meeting shall not be postponed or canceled, and the proposals set out in the notice of shareholders' general meeting shall not be canceled without due reason. Once the meeting is postponed or cancelled, the convener shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.**

Original Articles	Proposed Amendments
Article 75	**Article 80**
	10 days
	Article 81

Original Articles	Proposed Amendments
Article 78	**Article 83**
	Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.

Original Articles	Proposed Amendments
[illegible] …… [illegible]	[illegible] **shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC** [illegible] **No consideration or other form of de facto consideration shall be offered to collect the voting rights from the shareholders. Save for statutory conditions, the Company shall not impose any restriction on minimum shareholdings in collecting the voting rights.** …… [illegible]
Article 79 [illegible]	**Article 84** [illegible] **at the same time, prepare a filing at the stock exchange.** [illegible] **the board of supervisors or** [illegible] **should submit the relevant proof to the stock exchange.** [illegible]

Original Articles	Proposed Amendments
Article 84	**Article 89**
.....	.....
.....	**10 days**
	.....

Original Articles	Proposed Amendments
Article 86	**Article 91**
	Incomplete, wrongly filled, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions". **The same voting rights shall be exercised with only one of the voting methods, namely on-site, online or other voting methods. The first voting result is considered as valid in case of multiple voting of the same voting rights.**

Original Articles	Proposed Amendments
Article 88 [illegible]	**Article 93** [illegible] **spin-off** [illegible] **and** .....
(Adding Article 98)	**Article 98 Minutes of the general meeting of shareholders shall be prepared by the Secretary to the board of directors and the following shall be recorded therein:** **(I) the time, the venue, the agenda and the name or the designation of the convener of the meeting;** **(II) the names of the chairman of the general meeting of shareholders, and names of the directors, the supervisors, president and other senior management officers who are present at or attend the meeting;** **(III) the number of shareholders (including the holders of domestic shares and the holders of overseas listed foreign shares) and proxies, the total number of shares carrying voting rights held by them and the percentage to the total number of the shares of the Company;** **(IV) the process of consideration, the summary of speeches and the voting results for each proposal;**

Original Articles	Proposed Amendments
	(V) the enquiries or recommendations raised by the shareholders and the corresponding explanations or clarification; **(VI) the names of the lawyer, the vote counters and the vote scrutinizers;** **(VII) any other matters that shall be recorded in the minutes as required by the Articles of Association of the Company.**
Article 93 [illegible]	**Article 99 The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, the supervisors, the secretary to the board of directors, the convener or his/her representative and the chairperson shall sign on the minutes. The minutes shall be kept, together with other valid information such as the book of signatures of the shareholders present at the meeting and the power of attorney for the proxies, and the valid information regarding the voting via the Internet or other means, for no less than 10 years.**
(Adding Article 100)	**Article 100 The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC sub-office and the stock exchange where the Company is located. If the listing rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.**

Original Articles	Proposed Amendments
(Adding Article 102)	**Article 102 The on-the-spot General Meeting shall not end earlier than the end of the meeting held online or by any other means, and the chairperson of the meeting shall announce the voting results on each proposal at the on-the- spot meeting and whether the proposal is adopted based on the voting results.** **All parties involved in the voting on the spot, online or by any other means at the General Meeting, including the Company, vote counters, scrutineers, major shareholders and network service providers, shall be obliged to keep confidential the voting before the voting results are formally announced.**
(Adding Article 103)	**Article 103 Resolutions passed at the meeting shall be immediately announced in accordance with the listing rules of the stock exchange where the Company's shares are publicly traded. The announcement should list the number of shareholders or their agents appearing at the meeting, the total number of voting shares of such shareholders or agents, the ratio of such voting shares to total voting shares at the Company, the means by which votes were cast, the voting result for each proposal, and the particulars of each resolution passed. Statistics on the attendance and the voting of domestic shareholders and foreign shareholders shall be kept on an individual basis, and announced accordingly.**
Article 99 [illegible]	**Article 108** [illegible] **Articles 110 to 114** [illegible]

Original Articles	Proposed Amendments
Article 101	**Article 110**
	Article 109

Original Articles	Proposed Amendments
Article 102	**Article 111**
	Article 110
Article 103	**Article 112**
	21 days
	15 days

Original Articles	Proposed Amendments
Article 109	**Article 118**
.....	.....
	increase or reduction of the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans
	material acquisitions, purchase of shares of the Company and change of the Company form
	(IX) president deputy president(s)
	(XIII)

Original Articles	Proposed Amendments
	XIV
	XV
	XVI **president**
	XVII
	XVIII
	XIX
	XX **A single donation involving over RMB20 million but not more than RMB50 million, and involving a cumulative amount of not more than RMB60 million in a fiscal year shall be subject to consideration and approval by the board of directors. A single donation involving over RMB50 million or involving a cumulative amount of more than RMB60 million in a fiscal year shall be subject to consideration and approval at the general meeting of the Company;**
	XXI

Original Articles	Proposed Amendments
	(XXII)
	(XXIII)
	(XXIV)
	XI

Original Articles	Proposed Amendments
Article 114 [illegible] …… [illegible]	**Article 123** [illegible] …… **To publicly solicit proxies from shareholders before general meetings;** **To independently retain external auditing and consulting institutions to audit or to be advised on specific matters concerning the Company.** [illegible] **for paragraph (I) to (V)** [illegible] **all independent directors** [illegible] **paragraph (VI)** [illegible] **For requirements prescribed in the laws, regulations, regulatory documents and relevant provisions of the stock exchange where the Company is listed and regulatory authority, those requirements shall prevail.**

Original Articles	Proposed Amendments
Article 115 [illegible] …… [illegible]	**Article 124** [illegible] …… **(VI) Other matters prescribed by the law, regulations, CSRC and Articles of Association of the Company.** [illegible]

Original Articles	Proposed Amendments
Article 123	**Article 132** **Minutes of the board meeting shall be kept as Company documents for ten years. The minutes of the board meeting shall include the following:** **(I) date, venue and convener of the meeting;** **(II) names of directors and representatives authorized by the directors (representative) present at the meeting;** **(III) agenda of the meeting;** **(IV) summary of key points made by the directors at the meeting;** **(V) the voting methods and the voting results on each matter (the voting result shall clearly state the number of votes for, against and abstain).**
Article 127	**Article 136** **president** **The Company shall have five deputy presidents, who shall be appointed or dismissed by the board of directors after being nominated by the president.**

Original Articles	Proposed Amendments
Article 135	**Article 144**
	(I) To examine the periodic reports of the company prepared by the board of directors and produce written examination opinions thereon;
	president
	president

Original Articles	Proposed Amendments
[illegible]	[illegible]
(Adding Article 145)	Article 145 The supervisors shall ensure that the information disclosed shall be true, accurate and complete, and sign a written confirmation for regular reports.
Article 137 [illegible]	Article 147 [illegible] Supervisors can request to have the speech they make in the meeting recorded in the minutes. The meeting minutes of the board of supervisors shall be kept as a file of the Company for ten years.
Article 148 [illegible]	Article 158 president [illegible] Article 60 [illegible]

Original Articles	Proposed Amendments
Article 154	**Article 164** Article 162 president
Article 158	**Article 168** Article 61

Original Articles	Proposed Amendments
Article 171	**Article 181**
……	……
……	**The Independent Directors may solicit the opinions from minority shareholders and make a dividend distribution proposal to be submitted directly to the board of directors for deliberation.**
	Prior to the consideration of detailed cash dividend proposals by the general meeting of the Company, the Company may communicate and exchange opinions with shareholders and especially minority shareholders by different ways, thereby fully listening to opinions and appeals of minority shareholders and responsively answering questions that minority shareholders concern.
	……

Original Articles	Proposed Amendments
[illegible] ……	[illegible] **The proportion of cash dividends in the profit distribution shall be cash dividends divided by the sum of cash dividends and share dividends.**

Original Articles	Proposed Amendments
[illegible]	[illegible] …… [illegible] **before submitting to the shareholders' general meeting for approval. And it shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders in presence. The independent director shall give specific opinions on this.** [illegible]

Original Articles	Proposed Amendments
Article 187	**Article 197**
	by the Articles of Association or any of the situations for dissolution prescribed in the Company's Articles of Association occurs
	The business license is cancelled, or the Company is ordered to close down or to be dissolved
Article 188	**Article 198** **Article 197**

Original Articles	Proposed Amendments
Article 189	**Article 199** **(V) and (VI) Article 197** **The liquidation group shall be composed of people determined by the directors or the general meeting. Where no liquidation group is formed within the time limit, the creditors may plead the people's court to designate relevant persons to form a liquidation group.** **Article 197**
(Adding Article 212)	**Article 212 Where the amendments to the Articles of Association involve matters requiring disclosure by laws and regulations, the amendments shall be announced in accordance with regulations.**
(Adding Article 216)	**Article 216 Notices of the shareholders' general meetings of the Company shall be made by announcement. Notice of the Board meetings and board of supervisors of the Company shall be made by hand, facsimile, telephone, email, or other forms.**

Original Articles	Proposed Amendments
(Adding Article 217)	Article 217 The Company shall designate media in the scope of media designated in laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of domestic shares. The announcements required to be given by the Articles of Association to the holders of H shares shall be published by the methods prescribed by the Hong Kong Listing Rules. The Board may change the designated media for the disclosure of information about the Company and shall ensure that such designated media complies with the requirements as required by the laws and regulations of China and Hong Kong, securities regulatory authorities under the State Council, overseas regulatory authorities and the stock exchange of the place where the shares of the Company are listed.
(Adding Article 223)	Article 223 In the Articles of Association, references to "president" shall have the same meaning as "manager" as stipulated in the Company Law and other laws and regulations. References to "vice president" shall have the same meaning as "deputy manager" as stipulated in the Company Law and other laws and regulations.

The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

Rules of Procedures for General Meetings of Flat Glass Group Co., Ltd.

Chapter 1 General Provisions

Article 1

the Company–

Articles of Association–

Article 2

Article 3

Article 4

Article 5

Chapter 2 Convening of General Meetings

Article 6

[illegible]

Article 7

[illegible]

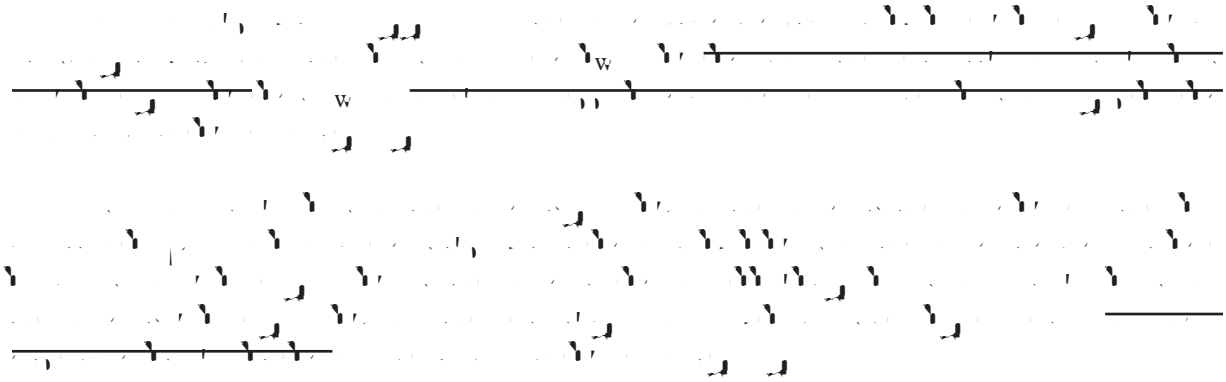
Article 8

[illegible]

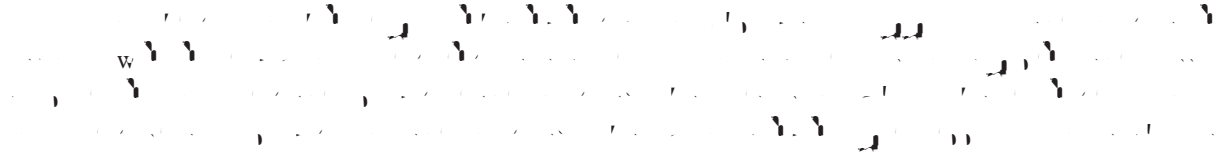
Article 9

[illegible]

Article 10



Article 11



Chapter 3 Proposals and Notice of General Meetings

Article 13

Article 14

Article 15

Article 16

Article 17

Article 18

Article 19

Article 20

~~**Article 20**~~

Chapter 4 Convening of General Meetings

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Article 38

Article 39

Article 40

[illegible]

Article 41

[illegible]

Article 42

[illegible]

Article 43

[illegible]

Article 44

[illegible]

Article 45

Article 46

Article 47

Article 48

Article 49

Article 50

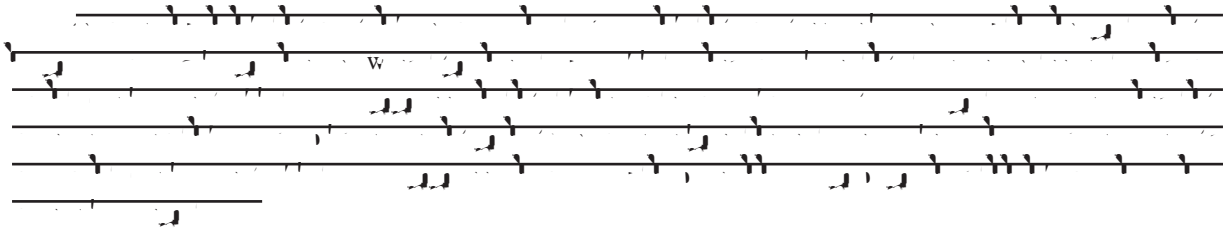
Article 51

Article 52

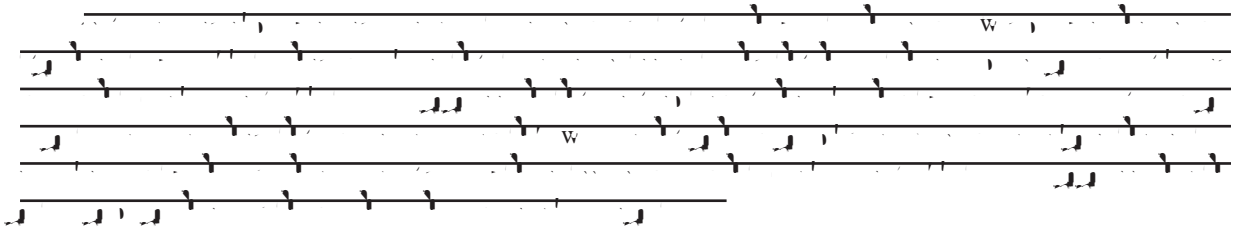
~~**Chapter 5 Supervisory Measures**~~

~~**Article 53**~~

~~**Article 54**~~

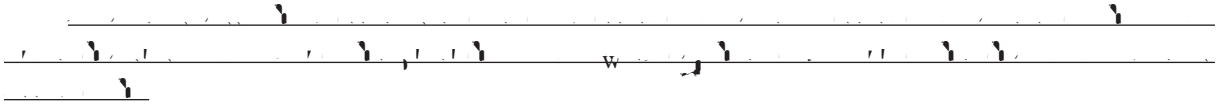


~~**Article 55**~~

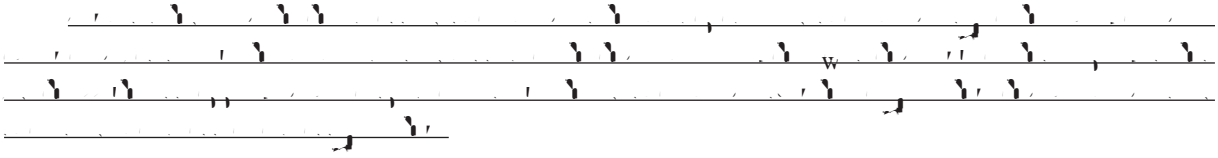


Chapter 5 Special Procedures for Voting by Class Shareholders

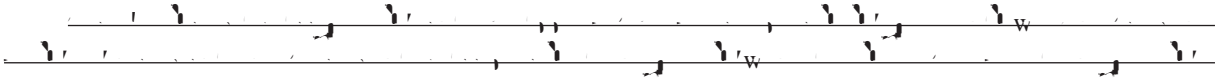
Article 53



Article 54



Article 55



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Article 57

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Chapter 6 Supplementary Provisions

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN [illegible] **AGM–** [illegible] **Company–** [illegible]

Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

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

Notes: