

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 that the annual general meeting (the “AGM”) of Flat Glass Group Co., Ltd. (the “**Company**”) will be held at 1:30 p.m. on Monday, 17 June 2024 at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 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 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 23 May 2024:

- | | |
|------------------------|--|
| Ordinary resolution 1. | To consider and approve the report of the Board for the year ended 31 December 2023. |
| Ordinary resolution 2. | To consider and approve the report of the Supervisory Committee for the year ended 31 December 2023. |
| Ordinary resolution 3. | To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023. |
| Ordinary resolution 4. | To consider and approve the annual report and annual results of the Company for the year ended 31 December 2023. |
| Ordinary resolution 5. | To consider and approve the report on the Company's final accounts for the year ended 31 December 2023. |
| Ordinary resolution 6. | To consider and approve the report on the Company's financial budget for the year ending 31 December 2024. |
| Ordinary resolution 7. | To consider and approve the profit distribution plan for the year ended 31 December 2023. |

- Ordinary resolution 8. To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP in the PRC as the Company's auditors until the conclusion of the next annual general meeting of the Company, and to approve and authorise the Board to determine its remuneration.
- Ordinary resolution 9. To consider and approve the proposal on determination of the remuneration of the Directors for the year ending 31 December 2024.
- Ordinary resolution 10. To consider and approve the proposal on determination of the remuneration of the Supervisors for the year ending 31 December 2024.
- Ordinary resolution 11. To consider and approve the environmental, social and governance report of the Company for the year ended 31 December 2023.
- Special resolution 12. To consider and approve the guarantees to be provided by the Group for its potential credit facility of up to RMB26 billion and to authorize the chairman of the Board and its authorized persons to sign all legal documents relating to the credit facilities, and the validity period of this resolution to be valid until the date of the next annual general meeting of the Company.
- Special resolution 13. To consider and, if thought fit, to approve the following general mandate for the Board and any of its authorized persons to repurchase the H Shares during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase the H Shares:
- (a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the 2023 AGM and of the relevant resolutions at class meetings of Shareholders and the repurchase of H Shares will be at a repurchase price of less than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on the Hong Kong Stock Exchange.
 - (b) the Board be authorised to (including but not limited to the following):
 - (i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;
 - (ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;

(iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the places of listing of the Company, and make the necessary filings with the relevant regulatory authorities (if necessary); and

(iv) cancel the repurchased H Shares, and execute and deal with any relevant documents and matters in connection with the aforementioned repurchase.

(c) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of the special resolution at the 2023 AGM and the 2024 First Class Meetings until the earliest of:

(i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2024; or

(ii) the date on which the Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.

Ordinary resolution 14. To consider and approve the implementation of daily related party transactions for 2023 and the estimate on daily related party transactions for 2024.

Special resolution 15. To consider and approve the proposed changes of registered capital and amendments to the Articles of Associations.

Special resolution 16. 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 17. To consider and approve the proposed amendments to the Rules of Procedures of General Meetings.

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

Jiaxing, Zhejiang Province, the PRC
23 May 2024

As at the date hereof, the executive Directors were Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, 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:

1. In order to ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming AGM, 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 Tuesday, 11 June 2024. H Shareholders whose names appear on the register of members of the Company on Tuesday, 11 June 2024 are entitled to attend and vote at the AGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the AGM will be determined and announced separately in the PRC by the Company.
2. Shareholders who are entitled to attend and vote at the AGM 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 AGM. 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 AGM or any adjourned meetings should they so wish.
5. Shareholders or their proxies shall provide their identification documents when attending the AGM.
6. Shareholders attending the AGM 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.