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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) PROPOSED DECLARATION OF 2020 FINAL DIVIDEND
(2) ELECTION OF THE SIXTH SESSION OF THE BOARD AND
THE SUPERVISORY COMMITTEE
(3) PROPOSED PROVISION OF GUARANTEES BY THE GROUP FOR
ITS POTENTIAL CREDIT FACILITIES
(4) INVESTMENT IN CONSTRUCTION OF
6 PV MODULE GLASS PROJECTS WITH
A DAILY MELTING CAPACITY OF 1,200 TONS
(5) THE IMPLEMENTATION OF
DAILY RELATED PARTY TRANSACTIONS FOR 2020 AND
THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2021
AND
(6) NOTICE OF AGM

Notice convening the AGM to be held at the 2nd Floor, Conference Room, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China, at 2:00 p.m. on Thursday, 20 May 2021 is set out on pages 19 to 21 of this circular.

Proxy forms for use at the AGM is also enclosed with this circular. If you intend to attend the meeting by proxy, you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon to the Company's H shares registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for H Shareholders), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China (for A Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish.

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DEFINITIONS

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

“2020 Final Dividend”	the proposed payment of a final dividend of RMB0.15 per share (before tax) for the year ended 31 December 2020, subject to Shareholders’ approval at the AGM
“A Share(s)”	Renminbi-denominated ordinary share(s) of the Company which were issued in the PRC and subscribed in RMB and are listed on the Shanghai Stock Exchange
“AGM”	the annual general meeting of the Company to be held at the 2nd Floor, Conference Room, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, PRC, at 2:00 p.m. on Thursday, 20 May 2021, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of directors of the Company
“Company”	福萊特玻璃集團股份有限公司 (Flat Glass Group Co., Ltd.*), a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed on the main board of the Stock Exchange and Shanghai Stock Exchange, respectively
“Company Law”	the Company Law of the PRC
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors of the Company
“H Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB0.25 each, which are subscribed for and traded in Hong Kong dollars, and listed on the Stock Exchange (stock code: 6865)
“H Shareholders”	holder(s) of H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Latest Practicable Date”

12 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information of this circular

“Listing Rules”

the Rules Governing the Listing of Securities on The Stock

Exchange of Hong Kong 05.1 (“Supervisor(s)g-21123ules”)s(i)(“Lchange)-ning)gen “Supervisor

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 Directors:

Mr. Ruan Hongliang (*Chairman*)
Ms. Jiang Jinhua
Mr. Wei Yezhong
Mr. Shen Qifu

*Registered office, headquarters and
principal place of business in the PRC:*
1999 Yunhe Road
Xiuzhou District, Jiaxing
Zhejiang Province, PRC

Independent non-executive Directors:

Mr. Cui Xiaozhong
Ms. Hua Fulan
Mr. Ng Ki Hung

Principal place of business in Hong Kong:
Unit 6, 11/F, Prosperity Place,
6 Shing Yip Street, Kwun Tong
Kowloon, Hong Kong

14 April 2021

To the Shareholders

**(1) PROPOSED DECLARATION OF 2020 FINAL DIVIDEND
(2) ELECTION OF THE SIXTH SESSION OF THE BOARD AND
THE SUPERVISORY COMMITTEE
(3) PROPOSED PROVISION OF GUARANTEES BY THE GROUP FOR
ITS POTENTIAL CREDIT FACILITIES
(4) INVESTMENT IN CONSTRUCTION OF
6 PV MODULE GLASS PROJECTS WITH
A DAILY MELTING CAPACITY OF 1,200 TONS
(5) THE IMPLEMENTATION OF
DAILY RELATED PARTY TRANSACTIONS FOR 2020 AND
THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2021
AND
(6) NOTICE OF AGM**

I. INTRODUCTION

The purpose of this circular is to provide you with information in connection with, among other things, considering and approving (i) the proposed declaration of 2020 Final Dividend; (ii) election of the sixth session of the Board and the Supervisory Committee; (iii) the proposed provision of guarantees by the Group for its potential credit facilities; (iv) the investment in construction of 6 PV modules glass projects with a daily melting capacity of 1,200 tons; (v) the implementation of daily related party transactions for 2020 and the estimate on daily related party transactions for 2021; and (vi) to give you notice of the AGM.

LETTER FROM THE BOARD

II. PROPOSED DECLARATION OF 2020 FINAL DIVIDEND

As disclosed in the announcement of the Company dated 29 March 2021 relating to the final results of the Group for the year ended 31 December 2020, the Board recommended the payment of a final dividend of RMB0.15 per Share (before tax) for the year ended 31 December 2020 to Shareholders. The 2020 Final Dividend is subject to the Shareholders' approval at the AGM.

Subject to Shareholders' approval, the 2020 Final dividend for the year ended 31 December 2020 will be distributed on or before Monday, 30 August 2021 to the Shareholders whose names appear on the register of members of the Company on Monday, 31 May 2021.

For determining the Shareholders' entitlement to the proposed 2020 Final Dividend, the register of members of the Company will be closed from 26 May 2021 (Wednesday) to 31 May 2021 (Monday), both days inclusive, during which period no transfer of Shares will be registered. The record date for entitlement to the proposed 2020 Final Dividend is 31 May 2021 (Monday). In order to qualify for the proposed 2020 Final Dividend, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for H Shareholders), or to Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for A shareholders) no later than 25 May 2021 (Tuesday).

III. ELECTION OF THE SIXTH SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE

Election of the Sixth Session of Board

Reference is made to the announcement of the Company published on 12 March 2021 in relation to the election of the sixth session of the Board and the six session of the Supervisory Committee.

Each of Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen has confirmed her independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the composition of the Board, the confirmations and disclosures given by the Directors candidates, the qualifications, skill and experience, time commitment and contribution of the Directors candidates with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy, and the independence of Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen. The Nomination Committee has recommended to the Board, and the Board has considered and agreed to nominate Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu as candidates for executive Directors of the sixth session of the Board, and Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen as candidates for independent non-executive Directors of the sixth session of the Board.

LETTER FROM THE BOARD

Taking into account that Ms. Xu Pan and Ms. Ng Yau Kuen Carmen have extensive experience in audit and accounting, and Ms. Hua Fulan has extensive experience in corporate management, the Board believes that they have the required character, integrity and experience to continuously fulfill their role as independent non-executive Directors effectively, and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

The term of the members of the sixth session of the Board of Directors shall be three years from the date of approval at the AGM.

The biographical details of the Proposed Directors are set out in the Appendix I to this circular.

As of the Latest Practicable Date and to the best knowledge of the Board, save as disclosed in this circular, the candidates for the directors have not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As of the Latest Practicable Date, save as disclosed in this circular, the candidates for the directors do not have any relationships with any Directors, Supervisors, senior management or substantial or controlling shareholders of the Company. Except as otherwise disclosed, the candidates for the Directors do not hold any interest in the Shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). There is no other information in relation to the appointment of the Directors candidates which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders of the Company.

The Company will enter into a service contract with each of the above director candidates. Unless adjustment is required by the relevant applicable laws and regulations, the terms of office of the Director candidates shall end on the expiry date of the terms of office of the sixth session of the Board. The Directors of the Company shall receive remuneration in accordance with the Company's relevant remuneration and performance appraisal management system based on their specific management positions in the Company, and the total remuneration of the Directors of the Company for 2021 is proposed to be not more than RMB5 million. In particular, independent non-executive Directors shall receive allowance for independent Directors according to the allowance standard of RMB100,000 per year (before tax), which has been passed on 2020 annual Board convened on 29 March 2020; and executive Directors shall receive remuneration in accordance with the Company's relevant remuneration and performance appraisal management system based on their specific positions in the Company.

Mr. Cui Xiaozhong and Mr. Ng Ki Hung, being independent non-executive directors of the fifth session of the Board, will retire from the date of approval of the election of the sixth session of the Board at the AGM. Each of Mr. Cui Xiaozhong and Mr. Ng Ki Hung has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to them for their long-term contributions to the Company.

The aforesaid resolution was considered and approved by the Board on 12 March 2021 and is hereby proposed at the AGM for consideration and approval by way of an ordinary resolution.

LETTER FROM THE BOARD

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

In order to meet the financial needs of the ordinary business activities and investment plans of the Company, it is proposed that the Company and its wholly-owned subsidiaries apply to financial institutions such as banks for composite credit facilities of not exceeding RMB8 billion (subject to the limit actually approved by such financial institution) in 2021. During the validity period of the authorization, the credit facilities may be applied on a revolving basis. The Company and its wholly-owned subsidiaries will provide corresponding guarantees for the composite credit facilities within the above-mentioned limit in accordance with the credit requirements of each financial institution.

As the total amount of external guarantees by the Company and its controlled subsidiaries has exceeded fifty percent of the latest audited net assets, in accordance with Article 60 (1) of the Articles of Association, the provision of guarantees to be provided shall be proposed at the AGM for the Shareholders to consider and, if thought fit, to be approved by way of a special resolution.

In order to improve the efficiency and timely handle the financing business, a resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, to authorize the chairman and its authorized persons to sign all legal documents including contracts, agreements, and vouchers related to all credit facilities within the above-mentioned credit limit, the law and economic responsibility arising therefrom shall be borne by the Company. The validity period of the resolution if so approved by the Shareholders at the AGM, shall be from the date of resolution passed at the AGM to the date of the next annual general meeting of the Company.

V. INVESTMENT IN CONSTRUCTION OF 6 PV MODULE GLASS PROJECTS WITH A DAILY MELTING CAPACITY OF 1,200 TONS

The Company and its wholly-owned subsidiary Anhui Flat Solar Glass Co., Ltd.* (安徽福莱特光伏玻璃有限公司) intend to invest approximately RMB5.8 billion to construct 6 PV modules glass projects with daily melting capacity of 1,200 tons, to ensure the supply of production capacity of ultra-thin PV glass, and meet the market demand of large-size PV. The investments will be made in two separate projects. For one project, the Company will invest approximately RMB2 billion to construct 2 PV modules raw glass and supporting processing and production lines with a daily melting capacity of 1,200 tons in Xiuzhou District, Jiaxing, Zhejiang Province, the PRC. For another project, Anhui Flat Solar Glass Co., Ltd.* (安徽福莱特光伏玻璃有限公司), a wholly-owned subsidiary of the Company, will invest approximately RMB3.8 billion to construct 4 PV modules glass and support processing and production lines with a daily melting capacity of 1,200 tons in Fengning Modern Industrial Park, Fengyang County, Chuzhou, Anhui Province, the PRC.

The aforesaid resolution was considered and approved by the Board on 29 March 2021 and is hereby proposed at the AGM for consideration and approval by way of an ordinary resolution.

LETTER FROM THE BOARD

VI. THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS FOR 2020 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2021

The daily related party transactions between the Company and relevant related parties involve leasing staff dormitories, factory buildings, terminal berths and acceptance of logistics services and gas supply services provided by relevant related parties mainly for the ordinary production and operation needs of the Company.

Details of the implementation of the daily related party transactions of the Company in 2020 are set out in the table below:

Unit: RMB0'000

Types of related party transactions	Related parties	Amount expected to be incurred in 2020	Actual amount incurred in 2020	Reason for material difference between estimated amount and actual amount incurred
Leasing staff dormitories, factory buildings	Yihe Investment Co., Ltd. (義和投資有限公司)	1,200.00	1,002.24	–
Leasing terminal berths	Fengyang Hongding Port Co., Ltd. (鳳陽鴻鼎港務有限公司)			
Acceptance of logistics services	Jiaxing Kaihong Flat Supply Chain Management Co., Ltd. (嘉興凱鴻福萊特供應鏈管理有限公司)	9,000.00	11,118.25	<i>Note 1</i>
Total		10,200.00	12,120.49	

Notes:

- Due to the increase in business volume and the significant increase in shipping cost in 2020, the actual amount incurred for the logistics services provided by Jiaxing Kaihong Flat Supply Chain Management Co., Ltd. (嘉興凱鴻福萊特供應鏈管理有限公司) in 2020 exceeded the estimated amount. The excess amount has been considered and approved at the office meeting of the general manager in accordance with “Decision-making System for Related Party Transactions” of the Company.
- The actual amounts incurred in 2020 are tax-inclusive and unaudited, and the final amount of related party transactions is subject to the data verified by the auditors for annual audit.

LETTER FROM THE BOARD

Details of the estimated amounts and types of daily related party transactions for 2021 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 current estimated amount and actual amount incurred
Leasing staff dormitories, factory buildings	Yihe Investment Co., Ltd. (義和投資有限公司)	822.24	822.24	–
Leasing terminal berths	Fengyang Hongding Port Co., Ltd. (鳳陽鴻鼎港務有限公司)	180.00	180.00	–
Acceptance of logistics services	Jiaxing Kaihong Flat Supply Chain Management Co., Ltd. (嘉興凱鴻福萊特供應鏈管理有限公司)	22,000.00	11,118.25	Due to the increase in shipping cost and production capacity of the company
Acceptance of gas supply services	JiaXing Gas Group Co., Ltd. (嘉興市燃氣集團股份有限公司) ("JiaXing Gas")	20,000.00	6,569.14	Due to the increase in production capacity of the Company
Total		<u>43,002.24</u>	<u>18,689.63</u>	

Notes:

- JiaXing Gas has been considered as a related legal person of the Company since 30 December 2020, and the actual amount incurred in the previous year represents the amount of non-related party transactions.
- The data in the above table are tax-inclusive and unaudited, and the final amount of related party transactions is subject to the data verified by the auditors for annual review.

The price for the Company's leasing of staff dormitories, factory buildings, terminal berths and acceptance of gas supply services provided by relevant related parties is determined with reference to the prevailing market prices. The pricing method for the Company to accept logistics services provided by related parties is the same as that for the Company to accept logistics services provided by other logistics service providers. The pricing principle for related party transactions between the Company and the above related parties are based on the principle of fairness and just, and the relevant agreement is made with reference to the market price of the same type of transactions in the current period. The prices of such related party transactions are in line with the prevailing market price levels for the same period or are in the normal price range compared to similar transactions.

The Board believes that the above related party transactions between the Company and related parties are necessary for the ordinary operation of the Company and will strengthen business development and reduce operational costs of the Company. Such related party transactions follow fair, justice and reasonable market-based pricing principles and play a positive role in the actual production and operation of the Company. They neither harm the Company and its Shareholders, especially the rights and interests of minority Shareholders, nor do they affect the independence of the Company or create dependence on related party as a result of such transactions.

The above related party transactions do not constitute any connected transactions under Chapter 14A of the Listing Rules.

VII. THE AGM

A notice convening the AGM to be held at the 2nd Floor, Conference Room, Administrative Building, Flat Glass Group Co., Ltd. 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:00 p.m. on Thursday, 20 May 2021, is set out on pages 19 to 21.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting

LETTER FROM THE BOARD

VIII. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the AGM.

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

BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

Mr. Ruan Hongliang (阮洪良先生), aged 59, is a senior economist with a college degree. He is a founder of the Group and a controlling shareholder of the Company. He is currently an executive Director, the chairman of Board and the general manager of the Company, mainly responsible for the overall corporate strategies formulation, management of business and operation of the Group. Mr. Ruan is currently a member of the remuneration committee and the chairman of each of the nomination committee, strategic development committee and risk management committee of the Company.

Mr. Ruan has over 35 years' experience in glass industry. Mr. Ruan served in the Company's predecessor as a director from June 1998 to December 2005, the deputy chairman of the Board from June 1998 to February 1999 and as the chairman of the Board from March 1999 to May 2000 and from September 2003 to December 2005. Mr. Ruan also served as the deputy general manager of the Company's predecessor from May 2000 to September 2003. Mr. Ruan has served in the Company as the chairman of the Board and the general manager since December 2005. Mr. Ruan also serves in the Company's subsidiaries. He has been a director and general manager of Shanghai Flat Glass Co., Ltd.* (上海福萊特玻璃有限公司) ("Shanghai Flat") since June 2006, of Zhejiang Jiafu Glass Co., Ltd.* (浙江嘉福玻璃有限公司) ("Zhejiang Jiafu") since August 2007, of Anhui Flat Solar Materials Co., Ltd.* (安徽福萊特光伏材料有限公司) ("Anhui Flat Materials") since January 2011, of Anhui Flat Solar Glass Co., Ltd.* (安徽福萊特光伏玻璃有限公司) ("Anhui Flat Glass") since January 2011, of Zhejiang Flat Glass Co., Ltd.* (浙江福萊特玻璃有限公司) ("Zhejiang Flat") since February 2011 and of Jiaxing Flat New Energy Technology Co., Ltd.* (嘉興福萊特新能源科技有限公司) ("Flat New Energy") since March 2014. He has also been a director of Flat (Hong Kong) Co., Limited (福萊特(香港)有限公司) ("Flat HK") since January 2013, of Flat (Hong Kong) Investment Co., Limited (福萊特(香港)投資有限公司) ("Flat HK INVEST") since July 2017. He has been the general manager of the Research and Development Center of the Company and the executive director and general manager of Flat (Jiaxing) Import and Export Trade Co., Ltd.* (福萊特(嘉興)進出口貿易有限公司) ("Flat Trade") since 2019, and the director of Fengyang County Petro China Kunlun Gas Co. Ltd.* (鳳陽縣中石油昆侖燃氣有限公司) ("Petro China Kunlun Gas") since April 2020. Mr. Ruan also served as a director of Flat (Australia) PTY Ltd. * (福萊特(澳洲)有限公司) ("Australia Flat") since January 2021.

Outside of the Group, Mr. Ruan worked as plant manager and director of Jiaxing Glassware Plant* (嘉興市玻璃製品廠) from September 1984 to May 2000. He served as the manager of Jiaxing Bakenaier Glass Products Co., Ltd. * (嘉興巴克耐爾玻璃製品有限公司) from 1992 to 1998, the deputy general manager of Zhejiang Jiaxing Jianshe Street Industrial Company* (浙江省嘉興市建設街道工業公司) from 1994 to 1998, the chairman of Jiaxing Flat Mirror Industry Co., Ltd.* (嘉興福萊特鏡業有限公司) from 1994 to 2008 and an executive director of Jiaxing Ford Safety Glass Co., Ltd.* (嘉興市福特安全玻璃有限公司) from 2003 to 2008. Mr. Ruan has also served as a director of Jiaxing Liuzhou District Lianhui Venture Capital Co., Ltd.* (嘉興市秀洲區聯會創業投資有限公司) since June 2009, an executive director and the general manager of Fengyang Flat Natural Gas Pipeline Co. Ltd.* (鳳陽福萊特天然氣管道有限公司) ("Flat Gas") since November 2020 and a director of Eternity Sunny PTE. LTD since January 2021.

Mr. Ruan also serves in various industry and business associations. He has served as a standing vice-chairman of Zhejiang Provincial Glass Industry Association* (浙江省玻璃行業協會) since April 2009, a vice-chairman of Jiaxing City Entrepreneur Association* (嘉興市企業家協會) and Jiaxing City Chamber of Commerce* (嘉興市工商業聯合會) since October 2010 and December 2011, respectively. Mr. Ruan has received several awards during the past years, including but not limited to, “the Advanced Participants in Association Activities in the Year 2012* (2012年度協會活動先進工作者)” granted by China Architectural and Industrial Glass Association* (中國建築玻璃與工業玻璃協會) in March 2013, “Excellent Entrepreneur of Small and Medium Enterprises in Zhejiang Province* (浙江省中小企業優秀企業家)” granted by Association of Small and Medium Enterprises in Zhejiang Province* (浙江省中小企業協會) and Selection Committee of Excellent Entrepreneur of Small and Medium Enterprises in Zhejiang Province* (浙江省中小企業優秀企業家評選委員會) in December 2012, and “Jiaxing Charity Award in the Year 2011* (2011年度嘉興慈善獎)” granted by Jiaxing Municipal People’s Government in December 2011. In addition, Mr. Ruan was also awarded as “The Innovative Pioneer People of Small and Medium Enterprises in the PRC* (中國中小企業創新先鋒人物)” granted by Association of Small and Medium Enterprises in the PRC* (中國中小企業協會) and Selection Committee of Innovative Products among the PRC Enterprises* (中國企業創新成果案例審定委員會) in October 2011, and one of Mr. Ruan’s research results was awarded as “Top 100 Innovative & Excellent Research Results of Small and Medium Enterprises in the PRC* (2011年中國中小企業創新100強/優秀創新成果)” by same institutions in October 2011. In April 2013, Mr. Ruan was awarded the title of model worker by the Jia Xing Municipal Government. In May of the same year, Mr. Ruan was awarded a Private Entrepreneur of Outstanding Contribution in the 30th Anniversary of Establishment of Jiaxing City with Revocation of District. In 2016, Mr. Ruan was ranked among the “Ten Top Distinguished Figures with Great Contributions to the Industrial Transformation”, which was a part of the 5th session of “Ten Top Distinguished Figures” elections jointly organized by Jiaxing Economic and Information Committee, Jiaxing Science and Technology Bureau and Jiaxing Commerce Bureau. On 1 February 2017, he was awarded the honorary certificate of “Excellent Enterprise Manager of Xiuzhou National High-tech Zone in 2017” by the Management Committee of Xiuzhou Hi-tech Industrial Development Zone. In December 2018, he was awarded the title of “Model Worker of Jiaxing” by Jiaxing Federation of Trade Unions. In March 2020, he was awarded the title of “Meritorious Entrepreneur” by Jiaxing Municipal Party Committee and Jiaxing Municipal People’s Government.

Mr. Ruan Hongliang is the spouse of Ms. Jiang Jinhua, an executive Director, father of Ms. Ruan Zeyun, a joint secretary of the Company and father-in-law of Mr. Zhao Xiaofei, a deputy general manager of the Company.

Ms. Jiang Jinhua (姜瑾華女士), formerly known as Ms. Jiang Jin'e (姜瑾娥), aged 59, joined the Group in June 2000 and is currently an executive Director, the deputy chairman of Board and a deputy general manager of the Company, mainly responsible for assisting Mr. Ruan Hongliang to discharge his duties as the general manager of the Company. Ms. Jiang is a controlling shareholder of the Company and also currently a member of the remuneration committee of the Company. Ms. Jiang graduated from Arizona State University in the United States in May 2013 with a master degree in business management (long distance learning).

Ms. Jiang has over 27 years' experience in glass industry. She chaired the Board from June 2000 to September 2003 and served as the deputy general manager of our predecessor from September 2003 to December 2005. Ms. Jiang has also served as our deputy chairman of Board since December 2005. She has been a deputy general manager of the Company since June 2009. She served as a director of Zhejiang Jiafu and Anhui Flat Materials, our subsidiaries, from August 2007 to March 2014 and from January 2011 to March 2014, respectively. She also served as the executive deputy general manager of Zhejiang Jiafu from February 2012 to November 2012. Ms. Jiang has been the vice president and deputy general manager of the Company since 2005, the general manager of the public utilities department since 2016 and the supervisor of Flat Trade since June 2019.

Outside of the Group, Ms. Jiang has been the general manager of Jiaying Xiucheng District Construction Project Co., Ltd.* (嘉興市秀城區建設建築工程公司) from June 1993 to June 2000 and was a supervisor of Jiaying Glassware Plant* (嘉興市玻璃製品廠) from August 1998 to August 2009. Ms. Jiang served as a supervisor of Jiaying City Fute Safety Glass Co., Ltd.* (嘉興市福特安全玻璃有限公司) from December 2003 to August 2008, an executive director and the general manager of Yucheng Commerce and Trade* (譽誠商貿) from 2013 to 2015, the chairman of Shanghai Dayuan Printing Technology Co., Ltd.* (上海大元印務科技有限公司) from 2011 to 2016, the chairman of Shanghai Dayuan New Wall Material Co., Ltd.* (上海大元新牆體材料有限公司) from 2011 to 2016, a director of Kaiyuan Investment Holdings Co., Ltd.* (凱源投資控股有限公司) (“**Kaiyuan Investment**”) from 2011 to 2016, a director of Sikeda Investment Holdings Co., Ltd.* (斯可達投資控股有限公司) (“**Sikeda Investment**”) from 2011 to February 2017, and an executive Director and the general manager of Zhejiang Deyuan Agricultural Development Co., Ltd.* (浙江德源行農業開發有限公司) since December 2020. Ms. Jiang was awarded as “Excellent Female Entrepreneur in Jiaying* (嘉興市優秀女企業家)” by Female Association of Jiaying* (嘉興市婦女聯合會) and Association of Female Entrepreneur in Jiaying* (嘉興市女企業家協會) in December 2012. Ms. Jiang was awarded as “Outstanding Contribution to Women in Global Business by Women Entrepreneurs” by the United Nations Commission on Women's Status in March 2018. In December 2020, she was selected as the “Scientific and Technological Innovation. Figure during the 13th Five-Year Plan Period” by China Sundry Articles Industry Association. In December 2020, she was awarded the title of “Charismatic Businesswoman of Zhejiang and Model Winner of Two Battles” by Zhejiang Association of Women Entrepreneurs. Ms. Jiang is also the vice president of Zhejiang Association of Women Entrepreneurs, and legal person and president of Cizhou Community Public Welfare Development Center, Xiuzhou District, Jiaying.

Ms. Jiang Jinhua is the spouse of Mr. Ruan Hongliang, an executive Director, mother of Ms. Ruan Zeyun and mother-in-law of Mr. Zhao Xiaofei, a deputy general manager of the Company.

Mr. Wei Yezhong (魏葉忠先生), aged 49, is a co-founder of the Group and is currently an executive Director and a deputy general manager of the Company, mainly responsible for management of our industrial parks of headquarter. Mr. Wei graduated from Jiaying Advanced Vocational College* (嘉興市高等專科學校) in Jiaying City, Zhejiang Province, the PRC, in July 1992. Mr. Wei is currently a member of the strategic development committee of the Company. Mr. Wei has been an assistant engineer recognized by Jiaying Municipal Bureau of Personnel, Zhejiang Province* (浙江省嘉興市人事局), now known as Jiaying Municipal Bureau of Human Resources and Social Security* (嘉興市人力資源與社會保障局)

Candidates for Independent Non-executive Directors

Ms. Xu Pan (徐攀), 34 years old, obtained a doctorate in accounting from Nanjing University in September 2019. She was a visiting scholar of the Business School of the University of Sydney and the Australian National School of management and business in 2018 and a teacher of the Accounting Department of Jiaxing University* (嘉興學院) from July 2012 to January 2020. She is now a teacher of the accounting department of the school of management of Zhejiang University of Technology. In 2011, she obtained the qualification of International Certified Internal Auditor (CIA), and she obtained the qualification of non practicing member of China Institute of Certified Public Accountants (CICPA) in 2015. She has been an independent director of Star Power Semiconductor Co., Ltd.* (嘉興斯達半導體股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603290), since October 2017, an independent director of Zhejiang Lante optics Co., Ltd.* (浙江藍特光學股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688127), since December 2017, and an independent director of Tanac automation Co., Ltd.* (浙江田中精機股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300461), since April 2018.

Ms. Hua Fulan (華富蘭), aged 58, joined the Group in November 2018 and is currently an independent non-executive Director the Company, and a member of the audit committee and remuneration committee of the Company. Ms. Hua graduated from Zhejiang Sci-Tech University with a master degree in engineering in July 2011.

Ms. Hua served as a technical engineer in Silk Weaving General Mill of Hangzhou* (杭州絲織總廠) from July 1987 to March 1994, a department manager in Zhejiang Torch Industry Development Center* (浙江省火炬產業發展中心) from April 1994 to December 2002, and as a department manager of Zhejiang Torch Spark Technology Development Co., Ltd.* (浙江火炬星火科技發展有限公司) from 2002 to 2013. She has been a director and the deputy general manager of Zhejiang Torch Spark Technology Development Co., Ltd.* (浙江火炬火科技發展有限公司) since 2013. She has been a supervisor of Zhejiang Torch Venture Capital Management Consulting Co., Ltd since 2015.

Ms. Ng Yau Kuen Carmen (吳幼娟), aged 45, worked at PricewaterhouseCoopers Hong Kong for 13 years in the Financial Services Assurance Department. Since leaving PricewaterhouseCoopers, she has been a certified public accountant (Practising). Ms. Ng holds a bachelor's degree of business administration from The Chinese University of Hong Kong; and a master's degree of business administration and a master's degree of laws in corporate and financial law from The Hong Kong University of Science and Technology and The University of Hong Kong, respectively. Ms. Ng is currently a fellow member of the Hong Kong Institute of Certified Public Accountants. She has been an independent non-executive director of Get Nice Financial Group Co., Ltd.* (結好金融集團有限公司), a company listed on the Stock Exchange (stock code: 1469), since March 2016, an independent non-executive director of Simplicity Holding Co., Ltd.* (倩碧控股有限公司), a company listed on the Stock Exchange (stock code: 8367), since January 2018. Ms. Ng served as an independent non-executive director of Koala Financial Group Co., Ltd.* (樹熊金融集團有限公司), a company listed on the Stock Exchange (stock code: 8226), from April 2019 to February 2021. She is also an independent non-executive director of Medi Lifestyle Co., Ltd., a company listed on the Singapore Exchange (stock code: SGX5TN), since 2019.

BIOGRAPHICAL DETAILS OF SUPERVISOR CANDIDATES

Candidates for Shareholder Representative Supervisors

Mr. Zheng Wenrong (鄭文榮先生), aged 57, a co-founder of the Group, is currently the chairman of the Board of Supervisors of the Company. Mr. Zheng graduated from Jiaxing First High School* (嘉興市第一中學) in June 1979.

Mr. Zheng has over 21 years' experience in glass industry. He served as the chairman of the board, the deputy chairman of the board and the manager of domestic sales of our predecessor from May 2000 to June 2000, from June 2000 to December 2005 and from June 1998 to February 2008, respectively. He served as a Director of the Company from December 2005 to January 2015, the manager of TCO glass project department of the Company from September 2010 to August 2011 and the deputy general manager of the PV glass business department of the Company from August 2011 to March 2012. He also served as the deputy head of the president's office of the Company from March 2012 to December 2015. Mr. Zheng also has served as the manager of the engineering department of the Company since January 2016. Mr. Zheng also served in our subsidiaries. He served as a deputy general manager of Zhejiang Jiafu and a director of Anhui Flat Materials from February 2008 to September 2010 and from January 2011 to March 2014, respectively. He served as the manager of the engineering department of the Company from 2012 to 2016. He has been the chairman of the board of supervisors of the Company since 2015. He has been the general manager of the engineering division under the strategic development department of the Company since 2017.

Outside of the Group, Mr. Zheng worked as a director and the chairman of the board of directors of Jiaxing Glassware Plant* (嘉興市玻璃製品廠) from August 1998 to May 2000 and from May 2000 to August 2009, respectively. He also served as the manager of the sales department of Jiaxing Glassware Factory* (嘉興市玻璃製品廠) from July 1993 to July 1998, and a director of Sikeda Investment, a director of Kaiyuan Investment, the vice chairman of Shanghai Dayuan Glass Co., Ltd.* (上海大元玻璃有限公司) ("**Dayuan Glass**"), the vice chairman of Shanghai Dayuan Patterned Glass Co., Ltd.* (上海大元壓花玻璃有限公司) ("**Dayuan Patterned**") and the vice chairman of Shanghai Dayuan Tempered Glass Co., Ltd.* (上海大元鋼化玻璃有限公司) ("**Dayuan Tempered**") from 2008 to 2009.

Mr. Shen Fuquan (沈福泉先生), aged 61, a co-founder of the Group, is currently a supervisor of the Company.

Mr. Shen has over 20 years' experience in glass industry. He served as a Director, the deputy chairman of the Board and a manager of sales department I in our predecessor from May 2000 to June 2000, from May 2000 to June 2000 and from December 2001 to December 2005, respectively. Mr. Shen served as a Director of the Company from December 2005 to January 2015. He served as a manager of procurement department and a manager of marketing department of the Company from November 2011 to December 2015 and from January 2016 to December 2016 and the deputy director of the president's office of the Company from May 2015 to December 2015. Mr. Shen also served in our subsidiaries. He served as a manager of procurement department of Shanghai Flat from January 2006 to November 2008 and a director of Anhui Flat Glass from January 2011 to March 2014. He has been a supervisor of the Company since 2015, the deputy general manager of Shanghai Flat Glass Co., Ltd.* (上海福萊特玻璃有限公司) since 2017 and the deputy general manager of the engineering division under the strategic development department of the Company since January 2018.

Outside of the Group, Mr. Shen served as a supervisor of Jiaxing Glassware Plant* (嘉興市玻璃製品廠) from August 1998 to August 2009. He also served as the procurement manager of Jiaxing Glassware Factory* (嘉興玻璃製品廠) from February 1993 to July 1998 and a director of Jiaxing Flat Mirror Co., Ltd.* (嘉興福萊特鏡業有限公司) from July 2000 to December 2008.

Mr. Zhu Quanming (祝全明先生), aged 67, a co-founder of the Group, is currently a supervisor of the Company.

Mr. Zhu has over 21 years' experience in glass industry. He served as a supervisor and manager of retail department of our predecessor from June 1998 to December 2005 and a manager of production department of the Company from December 2005 to September 2010, respectively. He served in the Company as a Director from December 2005 to January 2015, as a deputy general manager from June 2009 to May 2011 and as a deputy general manager of processed glass business department from September 2010 to February 2012. Mr. Zhu also served or serves in our subsidiaries. He served as the executive deputy general manager of Shanghai Flat from February 2012 to November 2012 and served as a supervisor of Anhui Flat Materials from January 2011 to March 2014. He also served as a deputy general manager of Zhejiang Jiafu from November 2012 to January 2015. He was a senior consultant of the float glass business division of the Company from January 2015 to December 2016. He was a senior consultant of the architectural glass business segment of the Company from 2017 to December 2020, and the consultant of the equipment development department of the R&D center of the Company since January 2021. He has been a supervisor of the Company since 2015.

Outside of the Group, Mr. Zhu served as a director of Jiaxing Flat Mirror Co., Ltd.* (嘉興福萊特鏡業有限公司) from July 2000 to December 2008 and the chairman of Dayuan Glass, Dayuan Patterned and Dayuan Tempered from 2008 to 2009.

* For identification purpose only

NOTICE OF AGM



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 2:00 p.m. on Thursday, 20 May 2021 at the 2nd Floor, Conference Room, 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, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 14 April 2021:

- | | |
|------------------------|---|
| Ordinary resolution 1. | To consider and approve the report of the Board for the year ended 31 December 2020. |
| Ordinary resolution 2. | To consider and approve the report of the Supervisory Committee for the year ended 31 December 2020. |
| Ordinary resolution 3. | To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2020. |
| Ordinary resolution 4. | To consider and approve the annual report and annual results of the Company for the year ended 31 December 2020. |
| Ordinary resolution 5. | To consider and approve the report on the Company's final accounts for the year ended 31 December 2020. |
| Ordinary resolution 6. | To consider and approve the report on the Company's financial budget for the year ending 31 December 2021. |
| Ordinary resolution 7. | To consider and approve the profit distribution plan for the year ended 31 December 2020. |
| 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. |

NOTICE OF AGM

- Ordinary resolution 9. To consider and approve the proposal on determination of the remuneration of the Directors for the year ending 31 December 2021.
- Ordinary resolution 10. To consider and approve the proposal on determination of the remuneration of the Supervisors for the year ending 31 December 2021.
- Ordinary resolution 11. To consider and approve the environmental, social and governance report of the Company for the year ended 31 December 2020.
- Ordinary resolution 12. To consider and approve the investment in construction of 6 PV modules glass projects with a daily melting capacity of 1,200 tons.
- Ordinary resolution 13. To consider and approve the implementation of daily related party transactions for 2020 and the estimate on daily related party transactions for 2021.
- Special resolution 14. To consider and approve the guarantees to be provided by the Group for its potential credit facility of up to RMB8 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.
- Ordinary resolution 15. To consider and approve appointment of the executive Directors of the sixth session of the Board:
- 15.1 the appointment of Mr. Ruan Hongliang as an executive Director;
 - 15.2 the appointment of Ms. Jiang Jinhua as an executive Director;
 - 15.3 the appointment of Mr. Wei Yezhong as an executive Director;
 - 15.4 the appointment of Mr. Shen Qifu as an executive Director.
- Ordinary resolution 16. To consider and approve appointment of the independent non-executive Directors of the sixth session of the Board:
- 16.1 the appointment of Ms. Xu Pan as an independent non-executive Director;
 - 16.2 the appointment of Ms. Hua Fulan as an independent non-executive Director;
 - 16.3 the appointment of Ms. Ng Yau Kuen Carmen as an independent non-executive Director.

Ordinary resolution 17. To consider and approve appointment of the shareholder representative Supervisors of the sixth session of the Supervisory Committee:

17.1 the appointment of Mr. Zheng Wenrong as a shareholder representative Supervisor;

17.2 the appointment of Mr. Zhu Quanming as a shareholder representative Supervisor;

17.3 the appointment of Mr. Shen Fuquan as a shareholder representative Supervisor.

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

Jiaxing, Zhejiang Province, the PRC

14 April 2021

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 Mr. Cui Xiaozhong, Ms. Hua Fulan and Mr. Ng Ki Hung.

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 14 May 2021 (Friday) to 20 May 2021 (Thursday) (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