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# DEFINITIONS

In this circular, the following definitions shall have the following meaning unless the context otherwise requires:

2023 A\$ , 2 A\$ , A , , 959 , 22 X 2023 ( , ), 2023 ,

2023 2023 A\$ 2023 \$

2023 2023 2:30 . . 22 2023 , 2 , A , , 959 , X , , ) , 2023 ( 2023 A\$ , , 2023 A\$ , A , , 959 , 22 X 2023 ( , ) , 2023 A\$ , , ) , 2023 A\$ ( ) - ( ) \$ \$ A A ( )

福萊特玻璃集團股份有限公司 ( . . .\*),

, \$ A\$ \$ \$ ,

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# DEFINITIONS

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 5 5 (上海證券交易所)  
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\* F i d e n i f i c a t i o n e n l

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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· S

Independent Non-Executive Director:

· X

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Registered office, head office and

principal place of business in the PRC:

1999

X

Principal place of business in Hong Kong:

6, 11/ ,

X

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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

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## LETTER FROM THE BOARD

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#### IV. THE 2023 THIRD EGM AND THE 2023 THIRD H SHARE CLASS MEETING

2023 2023 S  
, 2 , A , , 959 ,  
X 12 14 15 17 , 2:30 , 22 2023  
13.39(4) ,  
A , 2023 2023  
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2023 2023 S



**LETTER FROM THE BOARD**

2023  
 / 2023 \$ ( ), \$ 22 2023,  
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 \$ 17/ , , \$ ,  
 \$ 24 , 2023  
 2023 \$ ( ).  
 2023 \$ , ( 2023 )  
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**V. RECOMMENDATION**

( - )  
 2023 2023 \$  
 \$ . A , 2023 \$  
 2023 \$ \$

**Flat Glass Group Co., Ltd.**  
**Ruan Hongliang**  
*Chairman*

*In accordance with the Listing Rules, the Board is authorized to make an informed decision on the proposed general mandate to the Board to repurchase H Shares.*

**REASONS FOR REPURCHASING H SHARES**

As at 31 December 2023, the Company has a total of 450,000,000 H Shares in issue. The Company's share capital is divided into 450,000,000 H Shares of 0.25 Hong Kong dollars each. The Company's share capital is divided into 450,000,000 H Shares of 0.25 Hong Kong dollars each.

**REGISTERED CAPITAL**

A	450,000,000	0.25	587,830,940.5, 1,901,323,762 A
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**EXERCISE OF THE GENERAL MANDATE**

As at 31 December 2023, the Company has a total of 450,000,000 H Shares in issue. The Company's share capital is divided into 450,000,000 H Shares of 0.25 Hong Kong dollars each. The Company's share capital is divided into 450,000,000 H Shares of 0.25 Hong Kong dollars each.

The Company's share capital is divided into 450,000,000 H Shares of 0.25 Hong Kong dollars each. The Company's share capital is divided into 450,000,000 H Shares of 0.25 Hong Kong dollars each.

The Company's share capital is divided into 450,000,000 H Shares of 0.25 Hong Kong dollars each. The Company's share capital is divided into 450,000,000 H Shares of 0.25 Hong Kong dollars each.

FUNDING OF H SHARES REPURCHASES

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**GENERAL**  
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 2022). ,  
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H SHARES PRICES

	\$	\$
	Highest Price HK\$	Lowest Price HK\$
<b>2022</b>		
	23.61	17.82
	20.76	17.12
<b>2023</b>		
	25.27	17.59
	25.57	20.02
	23.07	18.55
A	23.07	20.22
	25.08	20.61
	27.24	21.05
	26.99	21.84
A	23.95	18.33
\$	19.63	15.96
	17.71	12.74
( )	16.28	13.24

SHARE REPURCHASE MADE BY THE COMPANY

\$ ( ) \$ )

DISCLOSURE OF INTERESTS

\$ , \$ ,

. A , \$ , \$

26 .

A , ( ) . 439,358,400 A \$

485,000 ; ( ) . 324,081,600 A \$ 111,000

\$ ; ( ) \$ ; ( )

350,532,000 A \$ 1,316,000 \$ ; ( )

4,800,000 A \$ , \$

47.66% X

2023 \$ 2023 . , .

19 \$ 2016 ( )

48.59% .

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8.08 \$ \$

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**APPENDIX II                      PROPOSED CHANGES OF REGISTERED CAPITAL AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

A                      A A                      :

Before amendment	After amendment
<p><b>Article 17</b> 2,146,893,254                      .</p> <p style="text-align: right;">2,146,893,254</p> <p style="text-align: right;">1,696,893,254</p> <p style="text-align: center;">(A                      ),</p> <p>79.04%</p> <p style="text-align: center;">450,000,000                      -                      (</p> <p style="text-align: center;">),                      20.96%</p>	<p><b>Article 17</b> <b>2,351,323,762</b>                      .</p> <p style="text-align: right;"><b>2,351,323,762</b></p> <p style="text-align: right;"><b>1,901,323,762</b></p> <p style="text-align: center;">(A                      ),</p> <p><b>80.86%</b></p> <p style="text-align: center;">450,000,000                      -                      (</p> <p style="text-align: center;">),                      <b>19.14%</b></p>
<p><b>Article 21</b>                      ,</p> <p style="text-align: center;">536,723,313.50.</p> <p style="text-align: center;">A</p>	<p><b>Article 21</b>                      ,</p> <p style="text-align: center;"><b>587,830,940.50.</b></p> <p style="text-align: center;">A</p>

# NOTICE OF THE 2023 THIRD EGM

*Having been duly listed on the Hong Kong Exchange and the Securities Exchange of Hong Kong Limited and the Securities Exchange of the People's Republic of China, the Company is pleased to announce that it has received the approval of the Securities and Futures Commission and the Securities and Futures Commission to issue the notice of the 2023 Third Extraordinary General Meeting of the Company.*



## 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 of the Company (the "Meeting") will be held on 22 September 2023 at 2:30 p.m. at the Company's Head Office, 959, No. 1, Xiangyin Road, Xiangyin District, Wenzhou City, Zhejiang Province, China.

The Meeting will be held in Chinese and English. The Chairman of the Meeting will be Mr. Xiangyin.

A circular letter (the "Circular") was issued on 4 September 2023 to all shareholders of the Company.

1. The agenda of the Meeting is as follows:

(1) To consider and approve the financial statements of the Company for the year ended 31 December 2023, including the profit and loss account, the consolidated profit and loss account, the consolidated balance sheet, the consolidated cash flow statement, the consolidated statement of changes in equity, the consolidated statement of financial position and the consolidated statement of financial performance, and the directors' report and the auditors' report thereon.

(2) To consider and approve the dividend for the year ended 31 December 2023, which is 10% of the profit after tax for the year ended 31 December 2023, amounting to RMB 105 million.

(3) To consider and approve the appointment of the auditors for the year ending 31 December 2024, and to authorize the directors to sign any resolutions and documents in connection with the above.

(4) To consider and approve the appointment of the independent non-executive directors for the year ending 31 December 2024, and to authorize the directors to sign any resolutions and documents in connection with the above.

(5) To consider and approve the appointment of the independent non-executive directors for the year ending 31 December 2024, and to authorize the directors to sign any resolutions and documents in connection with the above.

(6) To consider and approve the appointment of the independent non-executive directors for the year ending 31 December 2024, and to authorize the directors to sign any resolutions and documents in connection with the above.

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## NOTICE OF THE 2023 THIRD EGM

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, **Relevant Period**

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**Flat Glass Group Co., Ltd.**  
**Ruan Hongliang**  
*Chairman*

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2023

*All the date hereof, the executive Director are Mr. Ruan Hongliang, Mr. Jiang Jinhua, Mr. Ruan Zhen, Mr. Wei Yehong and Mr. Shen Qifeng, and the independent non-executive Director are Mr. X. Pan, Mr. Haifan and Mr. Ng Yaken.*





# NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

Hong Kong Exchange and Clearing Limited and the Stock Exchange of Hong Kong Limited take notice in accordance with the provisions of the Securities and Futures Ordinance and the Securities and Futures (Listing Rules) Regulation and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong, that the Board of Directors of Flat Glass Group Co., Ltd. (the "Company") has decided to convene the 2023 Third H Share Class Meeting of the Company on the date, time and venue stated below. The meeting is to discuss and decide on the matters set out in the notice of meeting and the resolutions proposed to be considered and voted on at the meeting. The meeting is to be held in person at the venue stated below. The meeting is to be held in person at the venue stated below. The meeting is to be held in person at the venue stated below.



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 H SHARE CLASS MEETING

### NOTICE IS HEREBY GIVEN

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(Circular)  
4 2023:

### SPECIAL RESOLUTION

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( ) \$ 10% 2023 \$  
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# NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

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, **Relevant Period**

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**Flat Glass Group Co., Ltd.**  
**Ruan Hongliang**  
*Chairman*

4 2023

*All the date hereof, the executive Director is Mr. Ruan Hongliang, Mr. Jiang Jinhua, Mr. Ruan Zhen, Mr. Wei Yehong and Mr. Shen Qifang and the independent non-executive Director is Mr. M. X. Pan, Mr. Haifan and Mr. Ng Ya Ken Chairman.*

Notes:

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## NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

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