

If you are in any doubt, please contact your stockbroker or the Company Secretary.

If you have sold or transferred your shares, please inform the purchaser or transferee that you have received this circular, and that they should read it carefully.

This circular is issued to you as a record of the resolutions proposed at the 2023 Third EGM and the 2023 Third H Share Class Meeting.



**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 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**

A. The Board is authorized to repurchase up to 2% of the total number of H shares of the Company as at the end of the 2023 financial year, subject to the approval of the shareholders at the 2023 Third EGM.

B. The Board is authorized to repurchase up to 959,000 H shares of the Company, subject to the approval of the shareholders at the 2023 Third EGM.

The Board is authorized to exercise all or any of the powers conferred on it by the Articles of Association of the Company in connection with the repurchase of H shares of the Company, including the power to enter into any agreement or arrangement for the repurchase of H shares of the Company.

The Board is authorized to execute all or any of the powers conferred on it by the Articles of Association of the Company in connection with the repurchase of H shares of the Company, including the power to enter into any agreement or arrangement for the repurchase of H shares of the Company.

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# DEFINITIONS

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

**2023 Annual General Meeting** means the annual general meeting of the Company to be held in 2023 (the "2023 AGM"), which is expected to be held on or around 22 May 2023 (the "2023 AGM Date").

**2023 AGM** means the annual general meeting of the Company to be held in 2023.

**2023 AGM Date** means the date on which the 2023 AGM is held, which is expected to be held on or around 22 May 2023 (the "2023 AGM Date").

**2023 AGM Date** means the date on which the 2023 AGM is held, which is expected to be held on or around 22 May 2023 (the "2023 AGM Date").

**Annual General Meeting** means the annual general meeting of the Company.

**Annual General Meeting** means the annual general meeting of the Company.

**B** means the Board of Directors of the Company.

**福莱特玻璃集团股份有限公司** (Fuyulete Glass Group Co., Ltd.) means the Company.

**h** means the Hong Kong dollar.

**h** means the Hong Kong dollar.

**( )** means the parentheses.

**AGM** means the annual general meeting of the Company.

# DEFINITIONS

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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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Registered office, head office and
principal place of business in the PRC:
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Independent non-executive Director:
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Principal place of business in Hong Kong:
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- (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

The Board of Directors (the Board) of Flat Glass Group Co., Ltd. (the Company) has received the request from the Board of Directors of Flat Glass Group Co., Ltd. to propose to the shareholders of the Company at the 2023 Third General Meeting of Shareholders (the 2023 Third EGM) and the 2023 Third H Share Class Meeting to grant the Board the authority to repurchase the Company's H shares and to propose to the shareholders of the Company at the 2023 Third H Share Class Meeting to grant the Board the authority to repurchase the Company's H shares.





**LETTER FROM THE BOARD**

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

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In accordance with the Listing Rules, the Board is hereby advised by the independent financial adviser that the Board is enabled to make an informed decision on the proposed offer again the special dividend to be paid at the 2023 Third EGM and the 2023 Third Class Meeting of the General Mandate of the Board of Directors of the Company.

**REASONS FOR REPURCHASING H SHARES**

The Board is pleased to announce that the Company has repurchased 450,000,000 H Shares at a price of B0.25 per share, totaling B90,000,000. The repurchase was completed on 31 December 2023. The Board believes that the repurchase of H Shares is in the best interests of the Company and its shareholders, and will help to improve the Company's financial performance and strengthen its financial position.

**REGISTERED CAPITAL**

As at 31 December 2023, the registered capital of the Company is B587,830,940.5, consisting of 450,000,000 H Shares and 1,901,323,762 A Shares at a par value of B0.25 per share.

**EXERCISE OF THE GENERAL MANDATE**

The Board has exercised the general mandate to repurchase H Shares of the Company. The total number of H Shares repurchased is 450,000,000, representing 10% of the total number of H Shares in issue as at 31 December 2023. The repurchase was completed on 31 December 2023. The Board believes that the repurchase of H Shares is in the best interests of the Company and its shareholders, and will help to improve the Company's financial performance and strengthen its financial position.

The Board has also exercised the general mandate to repurchase A Shares of the Company. The total number of A Shares repurchased is 1,901,323,762, representing 100% of the total number of A Shares in issue as at 31 December 2023. The repurchase was completed on 31 December 2023. The Board believes that the repurchase of A Shares is in the best interests of the Company and its shareholders, and will help to improve the Company's financial performance and strengthen its financial position.

The Board has also exercised the general mandate to repurchase H Shares of the Company. The total number of H Shares repurchased is 450,000,000, representing 10% of the total number of H Shares in issue as at 31 December 2023. The repurchase was completed on 31 December 2023. The Board believes that the repurchase of H Shares is in the best interests of the Company and its shareholders, and will help to improve the Company's financial performance and strengthen its financial position.







# NOTICE OF THE 2023 THIRD EGM

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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 THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Third Extraordinary General Meeting (the "2023 Third EGM") of Flat Glass Group Co., Ltd. (the "Company") will be held on 22 September 2023 at 2:30 p.m. (Hong Kong time) at the Grand Ballroom, 959 King's Road, Kowloon, Hong Kong. The agenda of the 2023 Third EGM is set out in the attached Circular (the "Circular") dated 4 September 2023:

- 1. To consider and, if thought fit, to approve the proposed amendments to the Articles of Association of the Company (the "Articles") and the proposed amendments to the Memorandum of Association of the Company (the "Memorandum"):**
  - (a) to amend the Articles to increase the authorized share capital of the Company from 10% of the paid-up share capital of the Company as at the end of the financial year ended 31 December 2022 to 105% of the paid-up share capital of the Company as at the end of the financial year ended 31 December 2023;
  - (b) to amend the Memorandum to increase the authorized share capital of the Company from 10% of the paid-up share capital of the Company as at the end of the financial year ended 31 December 2022 to 105% of the paid-up share capital of the Company as at the end of the financial year ended 31 December 2023;

**NOTICE OF THE 2023 THIRD EGM**

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**Flat Glass Group Co., Ltd.**  
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*A a he da e he e f, he e ec. i<sup>v</sup>e Di ec a e M . R. an H ngliang, M . Jiang Jinh. a, M . R. an Zey. n, M . Wei Ye. h ng and M . Shen Qif. , and he inde enden n n-e ec. i<sup>v</sup>e Di ec a e M . X. Pan, M . H. a F. lan and M . Ng Ya. K. en Ca men.*

# NOTICE OF THE 2023 THIRD EGM

*Notes:*

1. The Annual General Meeting of the Company for the financial year ended 31st March 2023 shall be held on Thursday, 19th May 2023 at 4:30 p.m. at the registered office of the Company, 17/1, 16th Floor, A Block, 18th Street, 2023. The meeting shall be held in a hybrid manner. The meeting shall be held in a hybrid manner. The meeting shall be held in a hybrid manner.
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# NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

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## 福莱特玻璃集团股份有限公司 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 that the 2023 Third H Share Class Meeting of the Company (the "Company") will be held on 22 September 2023 at 2:30 p.m. (Hong Kong time) at the Grand Ballroom, A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z, AA, AB, AC, AD, AE, AF, AG, AH, AI, AJ, AK, AL, AM, AN, AO, AP, AQ, AR, AS, AT, AU, AV, AW, AX, AY, AZ, BA, BB, BC, BD, BE, BF, BG, BH, BI, BJ, BK, BL, BM, BN, BO, BP, BQ, BR, BS, BT, BU, BV, BW, BX, BY, BZ, CA, CB, CC, CD, CE, CF, CG, CH, CI, CJ, CK, CL, CM, CN, CO, CP, CQ, CR, CS, CT, CU, CV, CW, CX, CY, CZ, DA, DB, DC, DD, DE, DF, DG, DH, DI, DJ, DK, DL, DM, DN, DO, DP, DQ, DR, DS, DT, DU, DV, DW, DX, DY, DZ, EA, EB, EC, ED, EE, EF, EG, EH, EI, EJ, EK, EL, EM, EN, EO, EP, EQ, ER, ES, ET, EU, EV, EW, EX, EY, EZ, FA, FB, FC, FD, FE, FF, FG, FH, FI, FJ, FK, FL, FM, FN, FO, FP, FQ, FR, FS, FT, FU, FV, FW, FX, FY, FZ, GA, GB, GC, GD, GE, GF, GG, GH, GI, GJ, GK, GL, GM, GN, GO, GP, GQ, GR, GS, GT, GU, GV, GW, GX, GY, GZ, HA, HB, HC, HD, HE, HF, HG, HH, HI, HJ, HK, HL, HM, HN, HO, HP, HQ, HR, HS, HT, HU, HV, HW, HX, HY, HZ, IA, IB, IC, ID, IE, IF, IG, IH, II, IJ, IK, IL, IM, IN, IO, IP, IQ, IR, IS, IT, IU, IV, IW, IX, IY, IZ, JA, JB, JC, JD, JE, JF, JG, JH, JI, JJ, JK, JL, JM, JN, JO, JP, JQ, JR, JS, JT, JU, JV, JW, JX, JY, JZ, KA, KB, KC, KD, KE, KF, KG, KH, KI, KJ, KK, KL, KM, KN, KO, KP, KQ, KR, KS, KT, KU, KV, KW, KX, KY, KZ, LA, LB, LC, LD, LE, LF, LG, LH, LI, LJ, LK, LL, LM, LN, LO, LP, LQ, LR, LS, LT, LU, LV, LW, LX, LY, LZ, MA, MB, MC, MD, ME, MF, MG, MH, MI, MJ, MK, ML, MM, MN, MO, MP, MQ, MR, MS, MT, MU, MV, MW, MX, MY, MZ, NA, NB, NC, ND, NE, NF, NG, NH, NI, NJ, NK, NL, NM, NN, NO, NP, NQ, NR, NS, NT, NU, NV, NW, NX, NY, NZ, OA, OB, OC, OD, OE, OF, OG, OH, OI, OJ, OK, OL, OM, ON, OO, OP, OQ, OR, OS, OT, OU, OV, OW, OX, OY, OZ, PA, PB, PC, PD, PE, PF, PG, PH, PI, PJ, PK, PL, PM, PN, PO, PP, PQ, PR, PS, PT, PU, PV, PW, PX, PY, PZ, QA, QB, QC, QD, QE, QF, QG, QH, QI, QJ, QK, QL, QM, QN, QO, QP, QQ, QR, QS, QT, QU, QV, QW, QX, QY, QZ, RA, RB, RC, RD, RE, RF, RG, RH, RI, RJ, RK, RL, RM, RN, RO, RP, RQ, RR, RS, RT, RU, RV, RW, RX, RY, RZ, SA, SB, SC, SD, SE, SF, SG, SH, SI, SJ, SK, SL, SM, SN, SO, SP, SQ, SR, SS, ST, SU, SV, SW, SX, SY, SZ, TA, TB, TC, TD, TE, TF, TG, TH, TI, TJ, TK, TL, TM, TN, TO, TP, TQ, TR, TS, TT, TU, TV, TW, TX, TY, TZ, UA, UB, UC, UD, UE, UF, UG, UH, UI, UJ, UK, UL, UM, UN, UO, UP, UQ, UR, US, UT, UY, UZ, VA, VB, VC, VD, VE, VF, VG, VH, VI, VJ, VK, VL, VM, VN, VO, VP, VQ, VR, VS, VT, VU, VV, VW, VX, VY, VZ, WA, WB, WC, WD, WE, WF, WG, WH, WI, WJ, WK, WL, WM, WN, WO, WP, WQ, WR, WS, WT, WU, WV, WW, WX, WY, WZ, XA, XB, XC, XD, XE, XF, XG, XH, XI, XJ, XK, XL, XM, XN, XO, XP, XQ, XR, XS, XT, XU, XV, XW, XX, XY, XZ, YA, YB, YC, YD, YE, YF, YG, YH, YI, YJ, YK, YL, YM, YN, YO, YP, YQ, YR, YS, YT, YU, YV, YW, YX, YZ, ZA, ZB, ZC, ZD, ZE, ZF, ZG, ZH, ZI, ZJ, ZK, ZL, ZM, ZN, ZO, ZP, ZQ, ZR, ZS, ZT, ZU, ZV, ZW, ZX, ZY, ZZ.

### SPECIAL RESOLUTION

1. The Board of Directors of the Company (the "Board") has resolved to propose the following Special Resolution to be considered and approved by the H Share Class Meeting of the Company (the "Meeting") on 22 September 2023:  
(1) To approve the Company's 2023 Third H Share Class Meeting Notice and the Company's 2023 Third H Share Class Meeting Agenda;  
(2) To approve the Company's 2023 Third H Share Class Meeting Resolution;  
(3) To approve the Company's 2023 Third H Share Class Meeting Minutes;  
(4) To approve the Company's 2023 Third H Share Class Meeting Report;  
(5) To approve the Company's 2023 Third H Share Class Meeting Summary Report;  
(6) To approve the Company's 2023 Third H Share Class Meeting Information Circular;  
(7) To approve the Company's 2023 Third H Share Class Meeting Proxy Form;  
(8) To approve the Company's 2023 Third H Share Class Meeting Questionnaire;  
(9) To approve the Company's 2023 Third H Share Class Meeting Poll Card;  
(10) To approve the Company's 2023 Third H Share Class Meeting Ballot Paper;  
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