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CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT	8
APPENDIX II – PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION	11
NOTICE OF THE 2023 THIRD EGM	12
NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING	15

DEFINITIONS

I 'i c i c l a , ' e f l l i g e , e , i , , h a l l h a e ' e f l l i g e a i g , l e , ' e c ' ' e i e , ' e i e :

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n 福萊特玻璃集團股份有限公司 (. *) , n k n n , H n A n H n n k n n n k n ,

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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:

Mr. CHAI JIA (Chairman)

Mr. ...

Mr. ...

Mr. ...

Mr. ...

Independent Director:

Mr. ...

Mr. ...

Mr. ...

Registered office, head office, and

principal place of business in the PRC:

1999 ...

...

...

Principal place of business in Hong Kong:

Room 6, 11/F, ...

6 ...

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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

Dear Shareholder, This letter is to inform you of the Board's proposals to grant a general mandate to the Board to repurchase H shares, to propose changes of registered capital and amendments to the Articles of Association, to hold the 2023 Third Extraordinary General Meeting (EGM) and to hold the 2023 Third H Share Class Meeting.

LETTER FROM THE BOARD

II. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARES

On 30 June 2023, the Board of Directors (the "Board") of the Company has resolved to grant a general mandate to the Board to repurchase up to 10% of the total number of H Shares in issue as at the end of the financial year 2023, subject to the following terms and conditions:

(General Mandate).

1. The general mandate shall be valid and effective from the date of the resolution of the Board until the date of the annual general meeting of the Company for the financial year 2023, or until the date of the next annual general meeting of the Company, whichever is earlier.

2. The general mandate shall be subject to the following terms and conditions:

- (a) The general mandate shall be subject to the approval of the shareholders of the Company at the annual general meeting of the Company for the financial year 2023, or at the next annual general meeting of the Company, whichever is earlier.
- (b) The general mandate shall be subject to the approval of the shareholders of the Company at the annual general meeting of the Company for the financial year 2023, or at the next annual general meeting of the Company, whichever is earlier, by a majority of 105% of the votes cast.

3. The general mandate shall be subject to the following terms and conditions:

- (i) The general mandate shall be subject to the approval of the shareholders of the Company at the annual general meeting of the Company for the financial year 2023, or at the next annual general meeting of the Company, whichever is earlier.
- (ii) The general mandate shall be subject to the approval of the shareholders of the Company at the annual general meeting of the Company for the financial year 2023, or at the next annual general meeting of the Company, whichever is earlier, by a majority of 105% of the votes cast.
- (iii) The general mandate shall be subject to the approval of the shareholders of the Company at the annual general meeting of the Company for the financial year 2023, or at the next annual general meeting of the Company, whichever is earlier, by a majority of 105% of the votes cast.
- (iv) The general mandate shall be subject to the approval of the shareholders of the Company at the annual general meeting of the Company for the financial year 2023, or at the next annual general meeting of the Company, whichever is earlier, by a majority of 105% of the votes cast.

() The general mandate shall be subject to the approval of the shareholders of the Company at the annual general meeting of the Company for the financial year 2023, or at the next annual general meeting of the Company, whichever is earlier, by a majority of 105% of the votes cast.

LETTER FROM THE BOARD

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V. RECOMMENDATION

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2023

2023

Flat Glass Group Co., Ltd.
Ran Hongliang
Chairman

FUNDING OF H SHARES REPURCHASES

On 12 October 2022, the Board of Directors of the Company approved the repurchase of H Shares, and the Company has been authorized to repurchase up to 100 million H Shares. As of 31 December 2022, the Company has repurchased 100 million H Shares.

GENERAL

The Company has repurchased 100 million H Shares during the year ended 31 December 2022. The repurchase was funded by the Company's cash resources. The repurchase price ranged from HK\$17.82 to HK\$23.61 per share. The total amount of the repurchase was approximately HK\$2.3 billion. The repurchase was completed on 12 October 2022. The repurchase was in accordance with the Company's general and specific authorizations. The repurchase was completed in accordance with the relevant laws and regulations. The repurchase was completed in accordance with the Company's articles of association and the Company's memorandum of association. The repurchase was completed in accordance with the Company's general and specific authorizations. The repurchase was completed in accordance with the relevant laws and regulations. The repurchase was completed in accordance with the Company's articles of association and the Company's memorandum of association.

The repurchase was completed in accordance with the relevant laws and regulations. The repurchase was completed in accordance with the Company's articles of association and the Company's memorandum of association. The repurchase was completed in accordance with the Company's general and specific authorizations. The repurchase was completed in accordance with the relevant laws and regulations. The repurchase was completed in accordance with the Company's articles of association and the Company's memorandum of association.

H SHARES PRICES

The following table sets out the highest and lowest prices of the H Shares during the year ended 31 December 2022 and 2023:

	Highest Price HK\$	Lowest Price HK\$
2022		
12 October 2022	23.61	17.82
31 December 2022	20.76	17.12
2023		
1 January 2023	25.27	17.59
31 December 2023	25.57	20.02
12 October 2022	23.07	18.55
12 October 2022	23.07	20.22
12 October 2022	25.08	20.61
12 October 2022	27.24	21.05
12 October 2022	26.99	21.84
12 October 2022	23.95	18.33
12 October 2022	19.63	15.96
12 October 2022	17.71	12.74
12 October 2022 (including the repurchase of H Shares)	16.28	13.24

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

A n n A A :

Before amendment	After amendment
<p>Article 17 n 2,146,893,254 n n 2,146,893,254 n, n n 1,696,893,254 (A n n), n n 79.04% n n 450,000,000 - n (H) n n 20.96% n .</p>	<p>Article 17 n 2,351,323,762 n n 2,351,323,762 n, n n 1,901,323,762 (A n n), n n 80.86% n n 450,000,000 - n (H) n n 19.14% n .</p>
<p>Article 21 n M 536,723,313.50. n n n n A n n n n</p>	<p>Article 21 n M 587,830,940.50. n n n n A n n n n</p>

