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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) MATTERS IN RELATION TO THE DOWNWARD ADJUSTMENT OF
THE CONVERSION PRICE OF “FLAT CONVERTIBLE BONDS” OF
THE COMPANY AND MANDATE OF THE BOARD
AND
(2) NOTICE OF THE 2022 FOURTH EGM
AND
NOTICE OF THE 2022 SECOND H SHARES CLASS MEETING**

Notice convening the 2022 Fourth EGM and 2022 Second H Shares Class Meeting to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:30 p.m. on Wednesday, 30 November 2022 are set out on pages 7 to 8 and pages 9 to 10 of this circular.

Proxy forms for use at the 2022 Fourth EGM and 2022 Second H Shares Class Meeting is also enclosed with this circular. Any Shareholders entitled to attend and vote at the 2022 Fourth EGM and 2022 Second H Shares Class Meeting are entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. 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 shares registrar in respect of H Shares, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 PRC (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 2022 Fourth EGM and 2022 Second H Shares Class 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.

7 November 2022

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DEFINITIONS

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

“2022 Fourth EGM”	the 2022 fourth extraordinary general meeting of the Company proposed to be held at 2:30 p.m. on 30 November 2022 at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC
“2022 Second A Shareholders’ Class Meeting”	the class meeting of A Shareholders to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC on 30 November 2022 (or adjournment thereof), or immediately after the conclusion of the 2022 Fourth EGM, whichever is later
“2022 Second Class Meetings”	the 2022 Second A Shareholders’ Class Meeting and the 2022 Second H Shareholders’ Class Meeting
“2022 Second H Shareholders’ Class Meeting”	the class meeting of the H Shareholders to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC on 30 November 2022 (or any adjournment thereof), or immediately after the conclusion of the 2022 Second A Shareholders’ Meeting, whichever is later
“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
“A Shareholders”	holder(s) of A Shares
“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 Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively
“Company Law”	the Company Law of the PRC

DEFINITIONS

“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Flat Convertible Bonds”	A Share convertible bonds proposed to be issued by the Company in the PRC in the total amount of not more than RMB4 billion (inclusive of RMB4 billion) which are convertible into new A Shares
“H Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB0.25 each, which are subscribed for, traded in Hong Kong dollars, and listed on the Hong Kong Stock Exchange (stock code: 6865)
“H Shareholders”	holder(s) of H Shares
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the PRC
“Shanghai Stock Exchange”	Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“%”	percent

Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as total in certain tables and the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

References to the singular number include references to the plural and vice versa and references to one gender include every gender.

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, the PRC

Independent non-executive Directors:

Ms. Xu Pan
Ms. Hua Fulan
Ms. Ng Yau Kuen Carmen

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

7 November 2022

To the Shareholders

**(1) MATTERS IN RELATION TO THE DOWNWARD ADJUSTMENT OF
THE CONVERSION PRICE OF “FLAT CONVERTIBLE BONDS” OF
THE COMPANY AND MANDATE OF THE BOARD
AND
(2) NOTICE OF THE 2022 FOURTH EGM
AND
NOTICE OF THE 2022 SECOND H SHARES CLASS MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information in connection with, among other things, considering and approving (i) matters in relation to the downward adjustment of the conversion price of “Flat Convertible Bonds” of the Company and mandate of the Board; and (ii) to give you the notices of the 2022 Fourth EGM and 2022 Second H Shares Class Meeting.

LETTER FROM THE BOARD

II. MATTERS IN RELATION TO THE DOWNWARD ADJUSTMENT OF THE CONVERSION PRICE OF “FLAT CONVERTIBLE BOND” OF THE COMPANY AND MANDATE OF THE BOARD

Pursuant to the provisions under the Listing Document of A Share convertible corporate bonds through public issuance of Flat Glass Group Co., Ltd. published on the website of the Shanghai Stock Exchange (the “**Listing Document**”), “If, during the term of the A Share convertible corporate bonds, the closing prices of A Shares of the Company on at least 15 trading days out of any 30 consecutive trading days are lower than 90% of the prevailing conversion price, the Board is entitled to propose a downward adjustment to the conversion price and submit it to the Shareholders at the Shareholders’ General Meeting for their consideration and approval. Shareholders who hold the A Share convertible corporate bonds of the Company shall abstain from voting at the shareholders’ general meeting. The adjusted conversion price shall be no less than the higher of the average trading price of the A Shares of the Company for 20 trading days preceding the date of such shareholders’ general meeting for consideration and approval of the aforementioned proposals and the average trading price of the A Shares on the trading day preceding the date of such meetings. At the same time, the adjusted conversion price shall not be lower than the latest audited net asset value per share and nominal value of the shares of the Company. In the event that there is an adjustment to the conversion price during the aforementioned 30 consecutive trading days, in respect of the trading days prior to the adjustment to the conversion price, the calculation shall be based on the unadjusted conversion price and the closing price of the A Shares on each such day, and in respect of the days on which adjustment to the conversion price is made and the trading days afterwards, the calculation shall be based on the adjusted conversion price and the closing price of the A Shares on each such day”.

As of 31 August 2022, the closing price of A Shares of the Company on at least 15 trading days out of any 30 consecutive trading days was lower than 90% of the prevailing conversion price of “Flat Convertible Bond” (RMB43.94 per share \times 90% = RMB39.55 per share), satisfying downward adjustment condition of the conversion price of “Flat Convertible Bond”.

In order to promote the sustainable and stable development and the capital structure of the Company and safeguard the interests of all investors, the Company intends to conduct downward adjustment of the conversion price of “Flat Convertible Bond” and proposes the shareholders’ general meeting to adjust downward the conversion price of “Flat Convertible Bond” in accordance with the relevant provision under the Listing Document. The adjusted conversion price shall be no less than the higher of the average trading price of the A Shares of the Company for 20 trading days preceding the date of such shareholders’ general meeting for consideration and approval of the aforementioned proposals and the average trading price of the A Shares on the trading day preceding the date of such meetings. At the same time, the adjusted conversion price shall not be lower than the latest audited net asset value per share and nominal value of the shares of the Company. If any of the above indicators is higher than the conversion price of “Flat Convertible Bond” (RMB43.94 per Share) at the time of convening the shareholders’ general meeting for consideration of the proposal, no adjustment shall be made to the conversion price of “Flat Convertible Bond”. At the same time, the adjusted conversion price shall not be lower than the net asset value per share based on the latest audited financial statements (RMB5.50 per share), and the nominal value per share (RMB0.25 per Share).

LETTER FROM THE BOARD

According to the arrangement of downward adjustment of the conversion price of “Flat Convertible Bond”, in order to ensure the smooth progress of downward adjustment of the conversion price of “Flat Convertible Bond”, the Board requests the shareholders’ general meeting to authorize it to handle all matters relating to downward adjustment of the conversion price of “Flat Convertible Bond” pursuant to the Listing Document, including but not limited to determination of the conversion price, effective date and other necessary matters after the adjustment, and handling the relevant procedures. The authorization is subject to a special resolution at the 2022 Fourth EGM and 2022 Second Class Meetings.

III. THE 2022 FOURTH EGM AND 2022 SECOND H SHARES CLASS MEETING

Notices convening the 2022 Fourth EGM and 2022 Second H Shares Class Meeting to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaying, Zhejiang Province, the PRC, at 2:30 p.m. on Wednesday, 30 November 2022 are set out on pages 7 to 8 and pages 9 to 10 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Accordingly, all resolutions to be proposed at the 2022 Fourth EGM and 2022 Second H Shares Class Meeting will be voted by poll. None of the Shareholders or their respective associates is required under the Listing Rules to abstain from voting on the resolutions proposed at the 2022 Fourth EGM and 2022 Second H Shares Class Meeting.

For the purpose of determining the entitlement for attendance and voting at the 2022 Fourth EGM and 2022 Second H Shares Class Meeting (as the case may be), the H Shares register of members of the Company will be closed from 25 November 2022 (Friday) to 30 November 2022 (Wednesday), both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company on Thursday, 24 November 2022 shall be entitled to attend and vote at the 2022 Fourth EGM and 2022 Second H Shares Class Meeting. In order to attend and vote at the general meeting, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Thursday, 24 November 2022. H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2022 Fourth EGM and 2022 Second H Shares Class Meeting. H Shareholders who intend to appoint a proxy to attend the 2022 Fourth EGM and 2022 Second H Shares Class Meeting are requested to complete the proxy form in accordance with the instructions set out therein and return it to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event, not less than 24 hours before the time appointed for holding the 2022 Fourth EGM and 2022 Second H Shares Class Meeting, or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2022 Fourth EGM and 2022 Second H Shares Class Meeting, or any adjourned meeting (as the case may be) should you so wish.

LETTER FROM THE BOARD

IV. RECOMMENDATION

The Board considers that all resolutions set out in the notices of the 2022 Fourth EGM for Shareholders' consideration and approval are in the best interests of the Company and its Shareholders. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the 2022 Fourth EGM and 2022 Second H Shares Class Meeting.

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

NOTICE OF THE 2022 FOURTH 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 2022 FOURTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 Fourth EGM of Flat Glass Group Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Wednesday, 30 November 2022 at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC for the purpose of considering, and if thought fit, passing the following resolutions by way of 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 7 November 2022:

SPECIAL RESOLUTIONS

1. To consider and approve the downward adjustment of the conversion price of “Flat Convertible Bonds” of the Company.
2. To consider and approve the request to the Shareholders to authorize the Board of Directors to handle all the matters relating to downward adjustment of the conversion price of “Flat Convertible Bonds”.

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

Jiaxing, Zhejiang Province, the PRC
7 November 2022

As at the date hereof, the executive directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu. Independent non-executive directors are Ms Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

NOTICE OF THE 2022 FOURTH EGM

Notes:

1. In order to ascertain the Shareholders' entitlement to attend and vote at the 2022 Fourth EGM, the register of members of the Company will be closed from 25 November 2022 (Friday) to 30 November 2022 (Wednesday) (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming 2022 Fourth EGM, 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), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for holders of A Shares), for registration before 4:30 p.m. on Thursday, 24 November 2022. H Shareholders whose names appear on the register of members of the Company on Thursday, 24 November 2022 are entitled to attend and vote at the 2022 Fourth EGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the 2022 Fourth EGM will be determined and announced separately in the PRC by the Company.
2. Shareholders who are entitled to attend and vote at the 2022 Fourth EGM 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 2022 Fourth EGM (i.e. Before Tuesday, 29 November 2022) (or any adjournment thereof). 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 2022 Fourth EGM or any adjourned meetings should they so wish.
5. Shareholders or their proxies shall provide their identification documents when attending the 2022 Fourth EGM.
6. Shareholders attending the 2022 Fourth EGM 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.

NOTICE OF THE 2022 SECOND H SHARES CLASS MEETING

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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 2022 SECOND H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2022 Second H Shares Class Meeting of Flat Glass Group Co., Ltd. (the “**Company**”) will be held immediately following the conclusion of the A shareholders' class meeting on 30 November 2022 (Wednesday) at the Conference Room, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC for the purpose of considering, and if thought fit, passing the following resolutions by way of 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 7 November 2022:

SPECIAL RESOLUTIONS

1. To consider and approve the downward adjustment of the conversion price of “Flat Convertible Bonds” of the Company.
2. To consider and approve the request to the Shareholders to authorize the Board of Directors to handle all the matters relating to downward adjustment of the conversion price of “Flat Convertible Bonds”.

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

Jiaxing, Zhejiang Province, the PRC
7 November 2022

As at the date hereof, the executive directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu. Independent non-executive directors are Ms Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

NOTICE OF THE 2022 SECOND H SHARES CLASS MEETING

Notes:

1. H Shareholders whose names appear on the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, on Thursday, 24 November 2022 are eligible to attend the 2022 Second H Shares Class Meeting. To qualify for attendance and vote at the 2022 Second H Shares Class Meeting, all transfers of H Shares accompanied by the relevant share certificates 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, not later than 4:30 p.m. on Thursday, 24 November 2022.
2. A member eligible to attend and vote at the 2022 Second H Shares Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a H Shareholder or his attorney duly authorized in writing. If the H 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 to 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 not less than 24 hours before the time designated for holding of the 2022 Second H Shares Class Meeting. 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 a Shareholder from attending and voting in person at the 2022 Second H Shares Class Meeting or any adjourned meetings should they so wish.
5. A H Shareholder or his proxy shall produce proof of identity when attending the 2022 Second H Shares Class Meeting. If a H Shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such H Shareholder may attend the 2022 Second H Shares Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such H Shareholder appointing such person(s) to attend the meeting.
6. Shareholders who attend shall bear their own travelling and accommodation expenses.
7. The register of members of the Company will be closed from 25 November 2022 (Friday) to 30 November 2022 (Wednesday) (both days inclusive).
8. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.