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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES

New PRC Regulations Related Amendments to the Articles of Association and the Rules of Procedures

This announcement is made by Flat Glass Group Co., Ltd. (the "Company") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The board of directors (the "Directors") of the Company (the "Board") proposes to amend the existing articles of association of the Company (the "Articles of Association") in view of the below and to make some other housekeeping amendments (the "New PRC Regulations Related Amendments to the Articles of Association").

On 17 February 2023, the State Council (the "State Council") of the People's Republic of China (the "PRC") issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents* (《國務院關於廢止部分行政法規和文件的決定》) and the China Securities Regulatory Commission (the "CSRC") issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies* (《境內企業境外發行證券和上市管理試行辦法》) and related guidelines (together, the "New PRC Regulations"), which came into effect on 31 March 2023. On the same date as the New PRC Regulations took effect, the Mandatory Provisions for Companies Listing Overseas* (《到境外上市公司章程必備條款》) (the "Mandatory Provisions") set forth in Zheng Wei Fa (1994) No. 21* (證委發(1994) 21號文件) issued on 27 August 1994 by the State Council Securities Policy Committee* (國務院證券委員會) and the State Commission for Restructuring the Economic System* (國家經濟體制改革委員會) and the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies* (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued on 4 August 1994 by the State Council were repealed. PRC issuers shall formulate their articles of association with reference to the Guidelines for Articles of Association of Listed Companies* (《上市公司章程指引》) issued by the CSRC in place of the Mandatory Provisions. Furthermore, holders of A shares and H shares are no longer deemed to be different classes of shareholders, thus the class meeting requirement applicable to holders of A shares and H shares are no longer necessary and removed. In light of the above, the Stock Exchange has adopted certain consequential amendments to the Listing Rules which came into effect on 1 August 2023.

The Board is of the view that the New PRC Regulations Related Amendments to AoA (including the removal of the class meeting requirement from the Articles of Association following the repeal of the Mandatory Provisions) will not compromise protection of the H shareholders of the Company and will not have material impact on measures relating to shareholder protection, as A shares and H shares are regarded as one class of ordinary shares under PRC law, and the substantive rights attached to these two kinds of shares (including voting rights, dividends and asset distribution upon liquidation) are the same.

After the New PRC Regulations Related Amendments to AoA take effect, the Company will continue to comply with the Listing Rules to meet the core shareholder protection standards through compliance with PRC laws in combination with its constitutional documents pursuant to Appendix 3 of the Listing Rules and will further monitor its ongoing compliance with these standards and notify the Stock Exchange if it becomes unable to comply with any of these standards.

Pursuant to the New PRC Regulations Related Amendments to AoA and the Measures for the Administration of Independent Directors of Listed Companies* (《上市公司獨立董事管理辦法》), which was published and approved by the CSRC on 1 August 2023 and took effect on 4 September 2023, the Board and the supervisory board of the Company have respectively considered and approved the amendments to the relevant provisions in the rules of procedures for shareholders' general meetings, rules of procedures for meetings of the Board, working instructions for independent Directors and rules of procedures for meetings of the supervisory board (collectively, the "**R, e ₁ f Pr ced, re ₁**").

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Reference is made to the announcement of the Company in relation to the change in share capital and consequential amendments to the Articles of Association dated 9 August 2023 (the "**A ce/m t**"). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Company would like to clarify that pursuant to the latest requirements of the competent government departments and regulatory authorities in the PRC, despite the authorization to the Board by the shareholders of the Company (the "**S are der ₁**") at the 2021 second extraordinary general meeting, 2021 second A share class meeting, 2021 second H share class meeting, 2022 first extraordinary general meeting, 2022 first A share class meeting, 2022 first H share class meeting, 2023 First EGM and 2023 First Class Meetings, the amendments to the Articles of Association in light of the change of share capital of the Company as a result of both the conversion of A Share convertible bonds and the Issuance of A Shares to Specific Subscribers as stated in the Announcement (the "**Re ₁ ered Ca t a Re ated A/m d/m t ₁t A A**") shall be separately submitted to the Shareholders' general meeting of the Company for consideration and approval, if thought fit.

In light of above, the Board proposed to submit the Registered Capital Related Amendments to AoA to the 2023 second extraordinary general meeting, the 2023 second A share class meeting and the 2023 second H share class meeting to be convened by the Company for the Shareholders' consideration and approval, if thought fit.

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The proposed amendments to the Articles of Association (including the New PRC Regulations Related Amendments to AoA and the Registered Capital Related Amendments to AoA) and the proposed amendments to the Rules of Procedures shall be subject to the passing of ordinary resolutions or special resolutions by the Shareholders at the 2023 second extraordinary general meeting, the 2023 second A share class meeting (where applicable) and the 2023 second H share class meeting (where applicable) to be convened by the Company, and will become effective upon the approvals by the Shareholders at such meetings.

The Board will also propose a resolution at the 2023 second extraordinary general meeting, the 2023 second A share class meeting and 2023 second H Share class meeting to authorise the Board to make relevant adjustments and revisions to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustments and revisions to characters, chapters and articles.

A circular containing, among others, details of the proposed amendments to the Articles of Association and the Rules of Procedures and notices convening the extraordinary general meeting and the class meetings will be dispatched to the Shareholders as soon as practicable.

By order of the Board of
F a G a Gr , C ., Lt d.
R a H a
Chairman

Jiaxing, Zhejiang Province, the PRC
27 September 2023

As at the date of this announcement, the executive Directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu, and the independent non-executive Directors are Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

* *For identification purposes only*