THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IM1dsFATE ATTENTION

If you are in any doubt

If you have sold or transferred

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 INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2023
(2) PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS
(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
(5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS
(6) PROPOSED AMENDMENTS TO THE WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS
(7) NOTICE OF THE 2023 SECOND EGM
AND
(8) NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

2023

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2023

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

"2023 S A –"	A S , 2 , , , , , 2 2023 ( ), 2023 S , W
"2023 S A –"	2023 S S 2023 S S
"2023 S –"	2023 S 2 30 . 2 2023 , 2 , , , , , ,
"2023 S A –"	A S , 2 , , , , , 2 2023 ( ), 2023 S S , W
"S ( )–"	, - W S S
"– "	( )
"– "	
"– "	福萊特玻璃集團股份有限公司 (., .*), W S S S S ,
"– W"	W
"S –"	S
"( )–"	( )

(上海證券交易所)

* *For identification purpose only*

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:

(Chairman)

Independent non-executive Directors:

Registered office, headquarters and principal place of business in the PRC:

Principal place of business in Hong Kong:

2023

To the Shareholders

(1) PROPOSED INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2023

(2) PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

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(6) PROPOSED AMENDMENTS TO THE WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS

(7) NOTICE OF THE 2023 SECOND EGM

AND

(8) NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

I. INTRODUCTION

III. PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

New PRC Regulations Related Amendments to AoA and Amendments to the Rules of Procedures

(New PRC Regulations Related Amendments to AoA–).

1 2023, (State Council–)
* (《國務院關於廢止部分行政法規和文件的決定》)
* (《境內企業境外發行證券和上市管理試行辦法》) (, –), 31 2023.
* (《到境外上市公司章程必備條款》) (Mandatory Provisions–)
(1 4) . 21* (證委發(1 4) 21號文件) 2 1 4
* (國務院證券委員會)
* (國家經濟體制改革委員會)
* (《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》) 4 1 4
* (《上市公司章程指引》)
1 2023.

( ) 3

Registered Capital Related Amendments to AoA

2023 (Announcement–).

2021 , 2021 , 2021 , 2022 , 2022 , 2022 , 2023 , 2023 2023 , (Registered Capital Related Amendments to AoA–)

2023 , 2023 2023

General

2023 2023

2023 2023

( )

IV. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

V. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

VI. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS

VII. PROPOSED AMENDMENTS TO THE WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS

(《上市公司獨立董事管理辦法》)

VIII. THE 2023 SECOND EGM AND THE 2023 SECOND H SHARE CLASS MEETING

IX. RECOMMENDATION

[illegible]

Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.

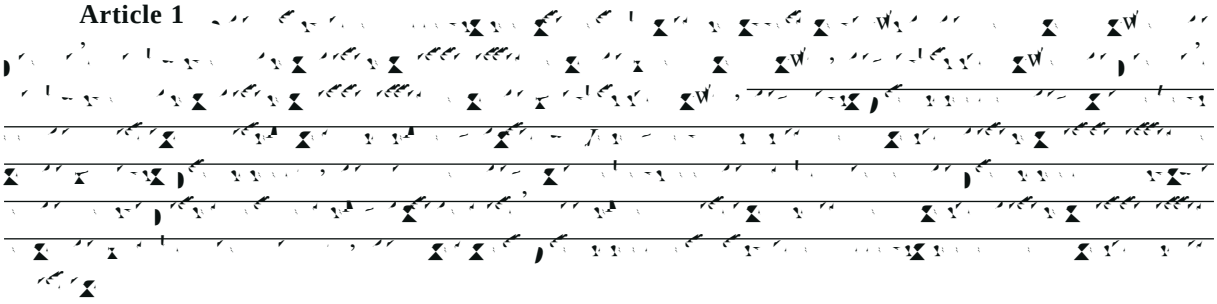
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Articles of Association

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福萊特玻璃集團股份有限公司

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Chapter 3 Shares~~ and Registered Capital~~

Section 1 Issuance of Shares

~~Article 12~~

~~Article 13~~

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Article 19

No.	Name of shareholder	Amount of ~~capital contributed (RMB'000)~~ shares subscribed (0'000)	Percentage of ~~contribution~~ shareholdings (%)	Contribution method	Date of contribution
Total		**70,000**	**100**	–	

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Section 2 Reduction and Repurchase of Shares

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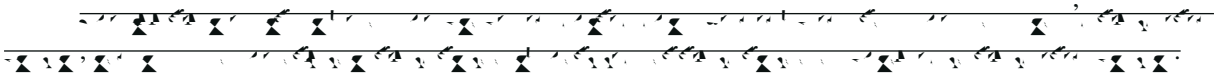
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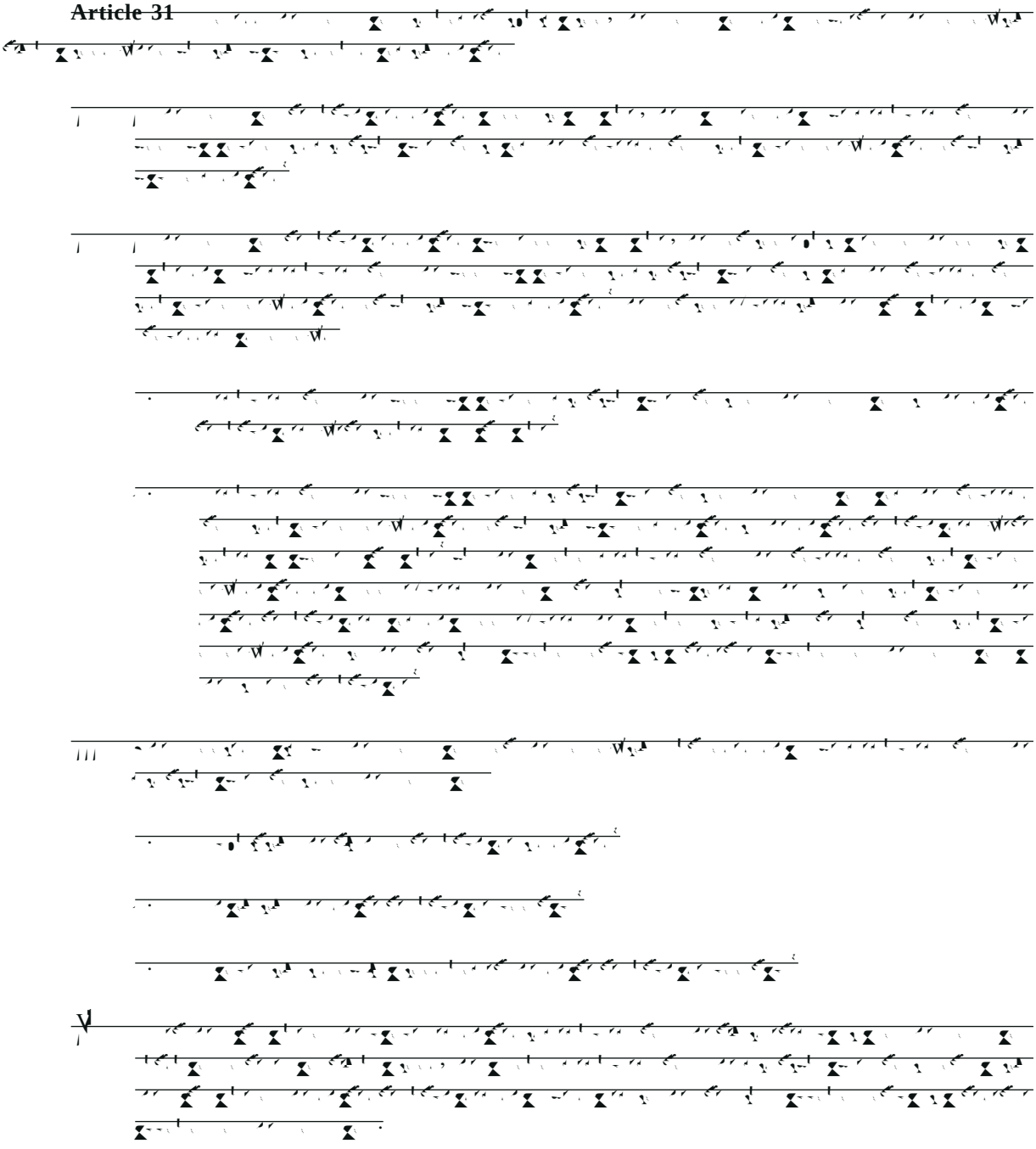
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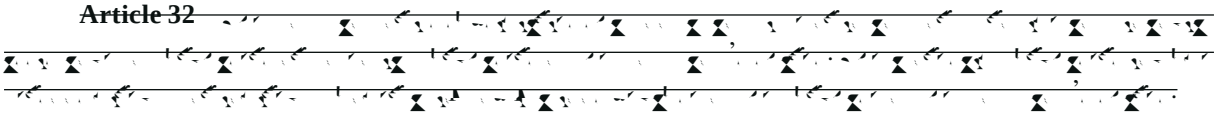


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~~Chapter 5 Financial Assistance to Acquire Shares of the Company~~

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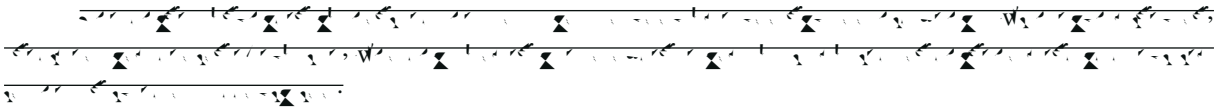


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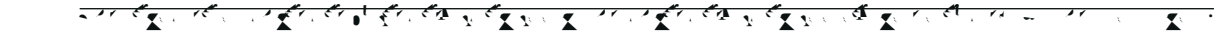
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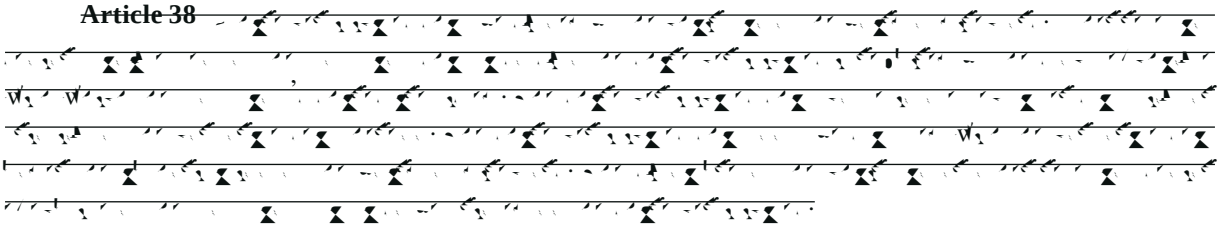
Section 3 Transfer of Shares

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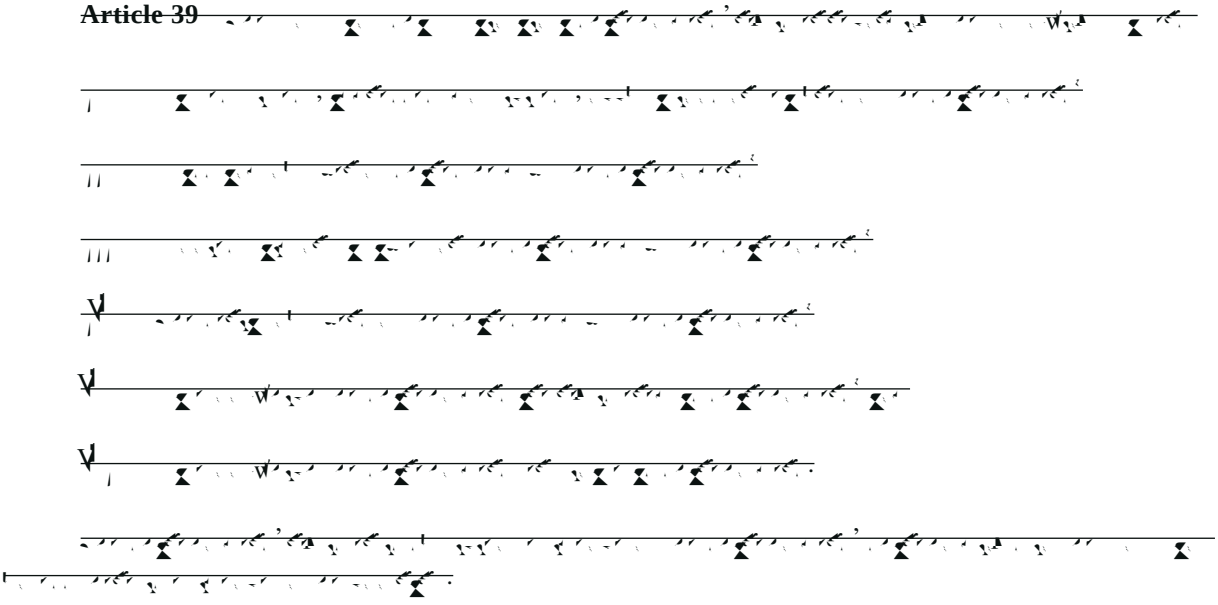


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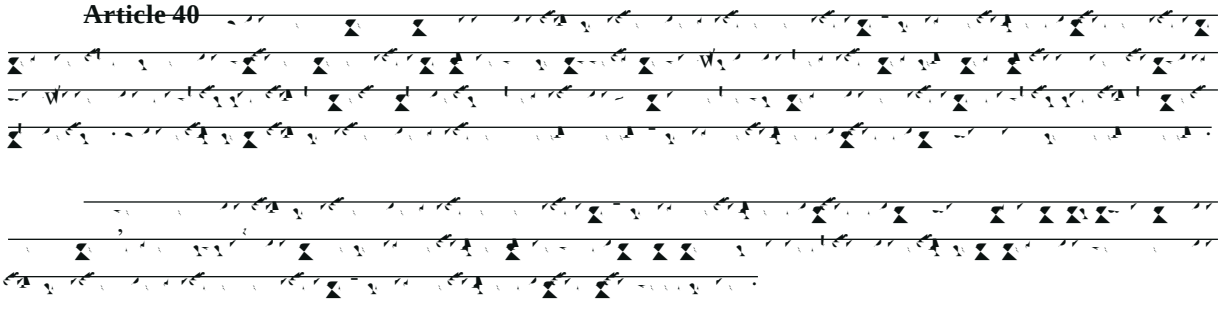
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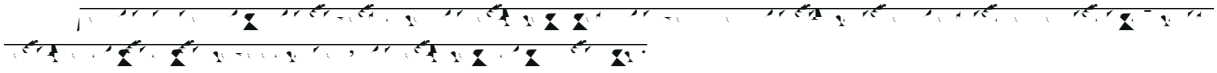


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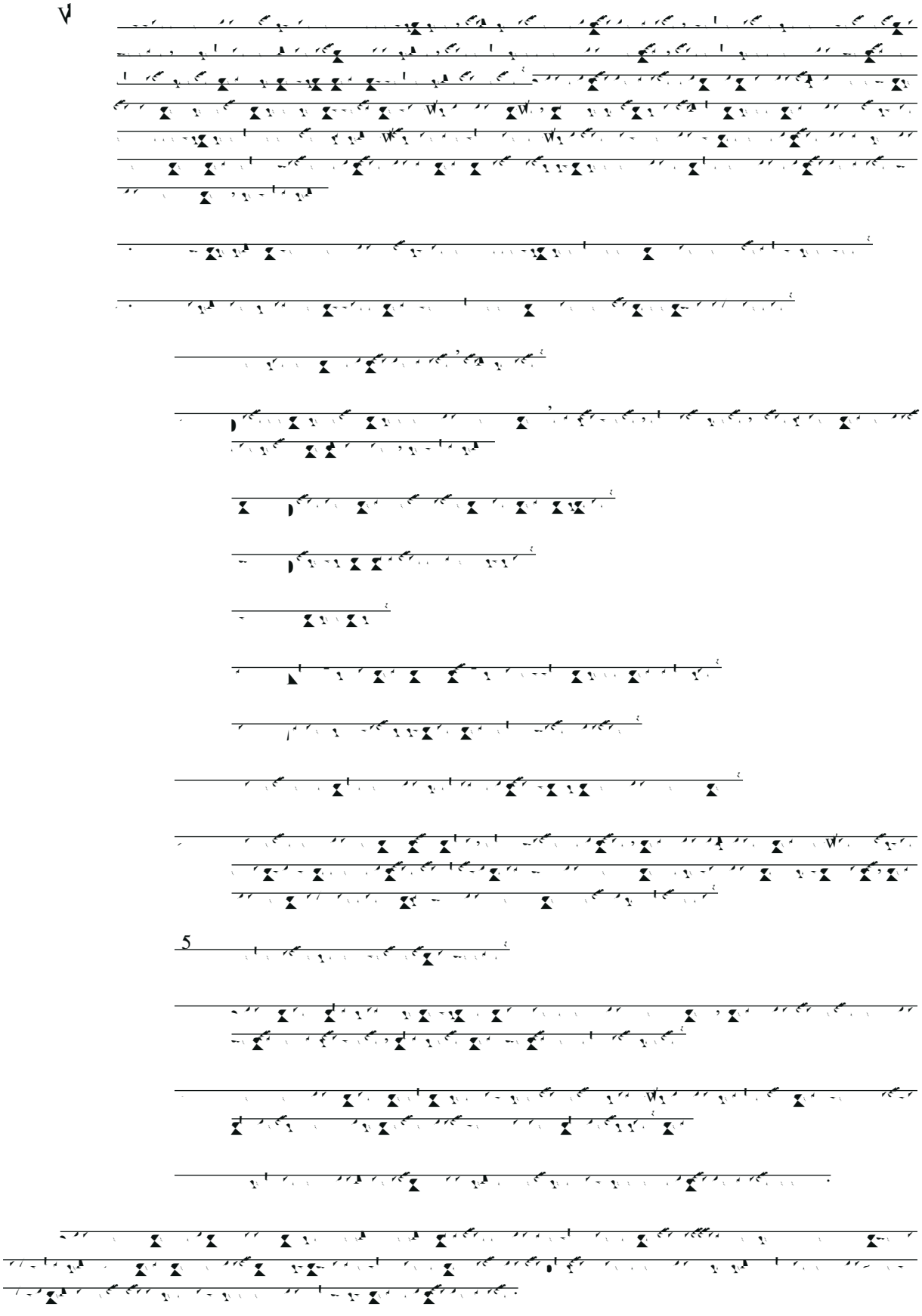
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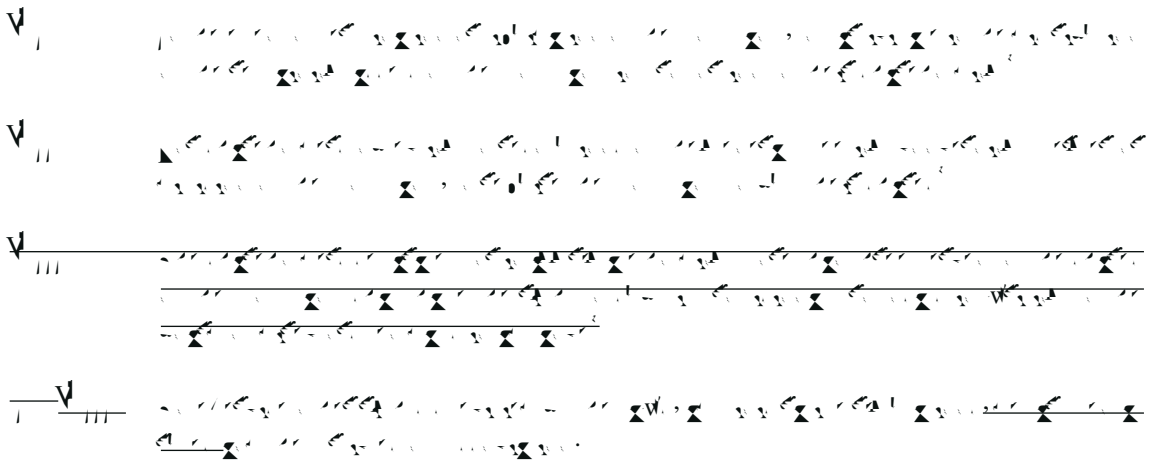
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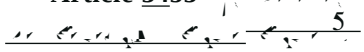
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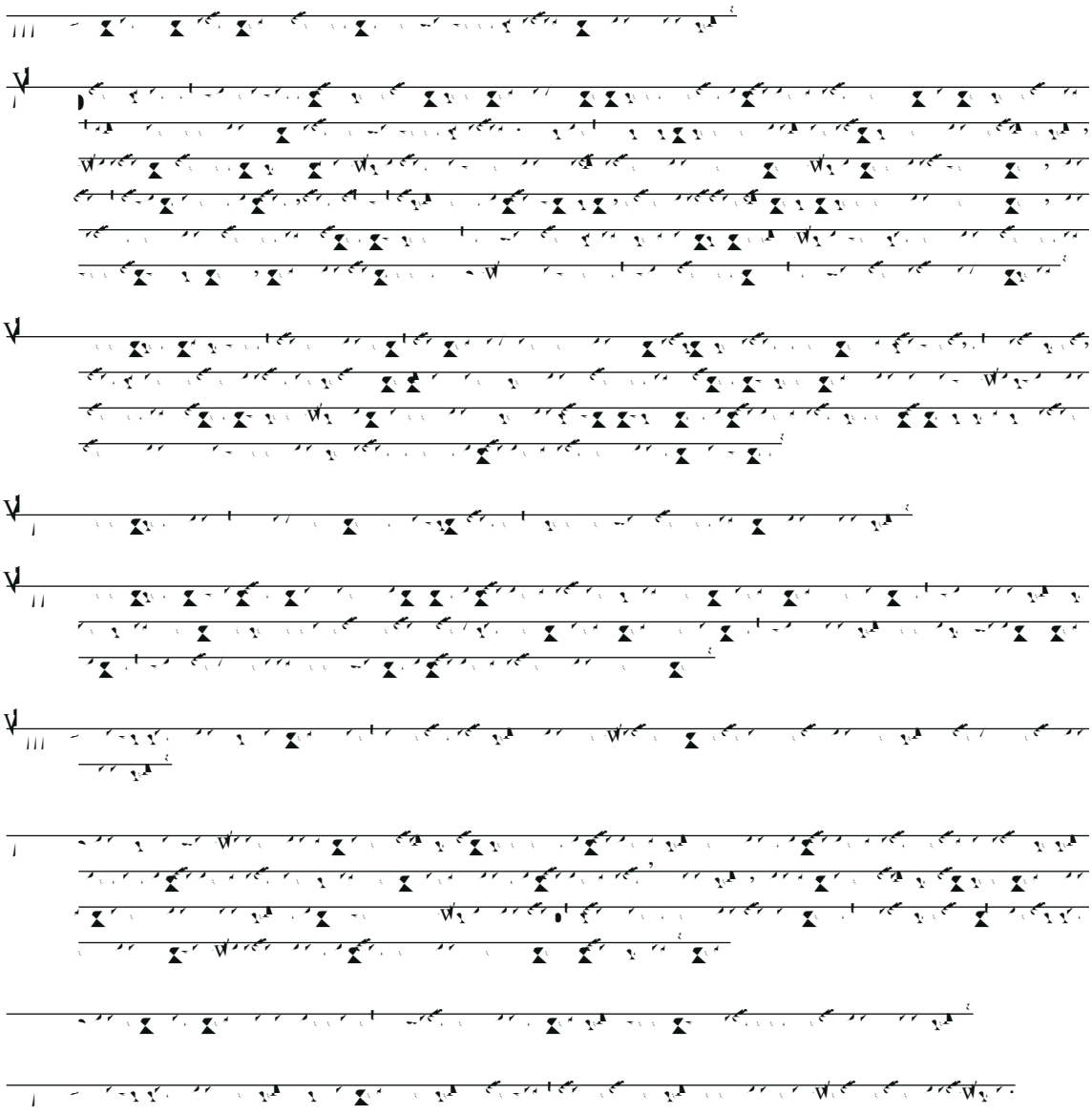
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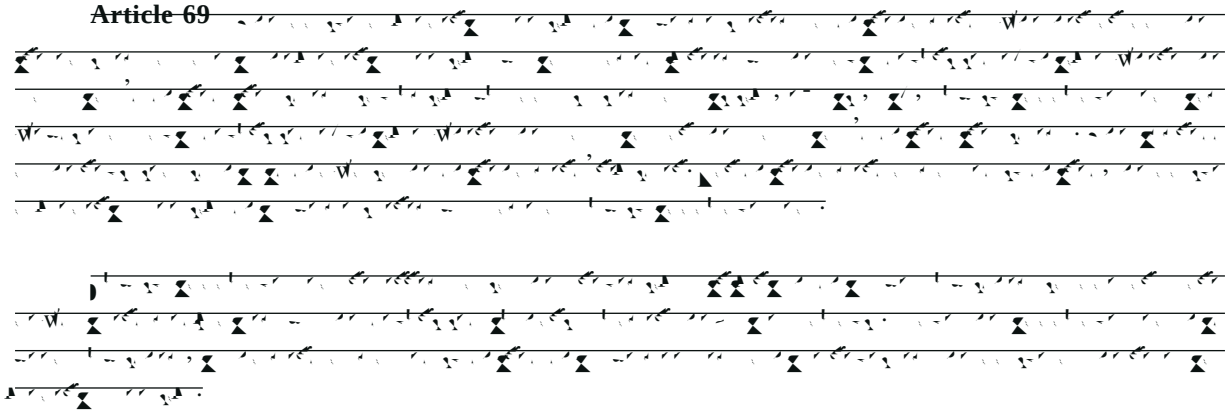
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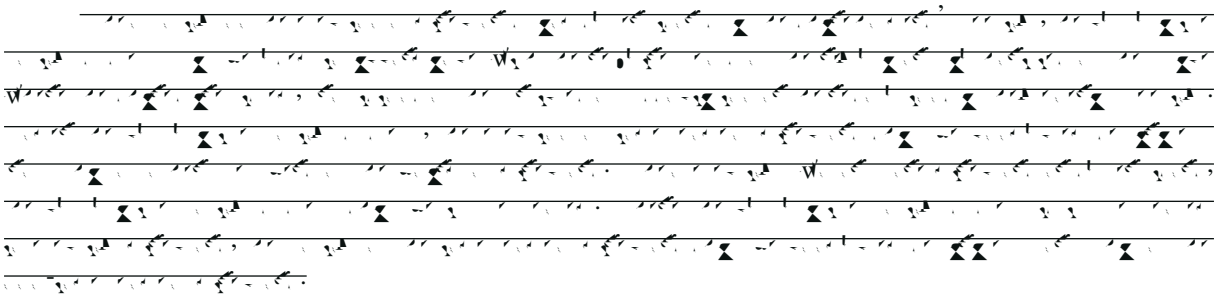
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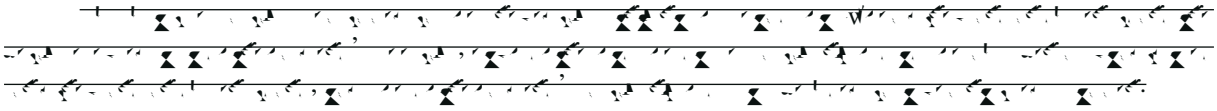
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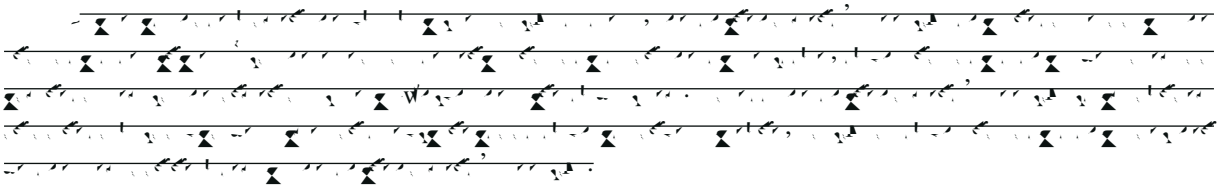
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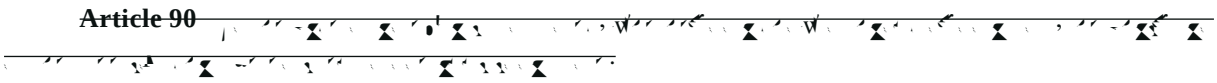
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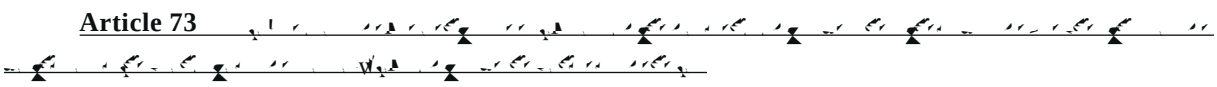


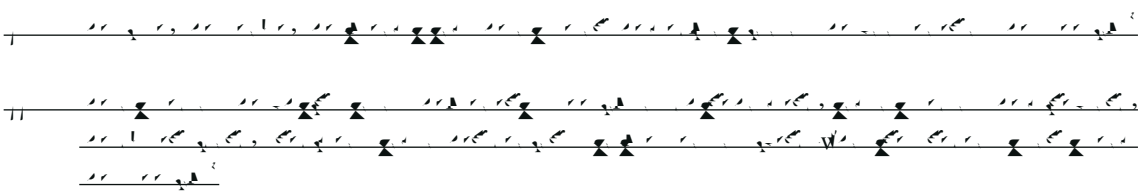


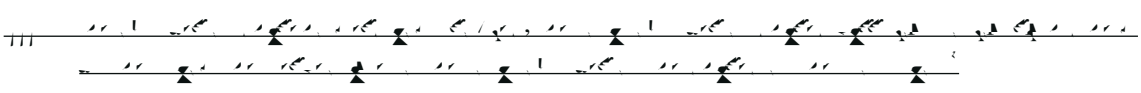
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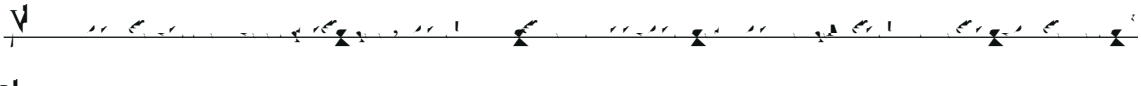


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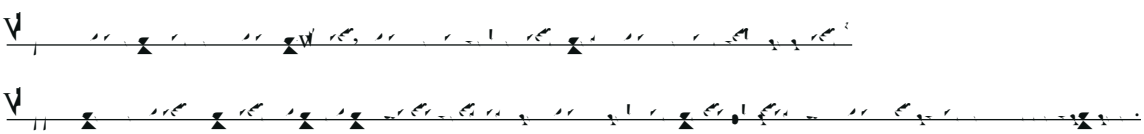










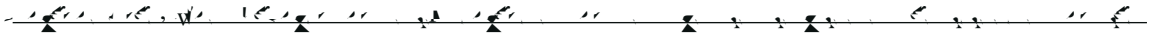


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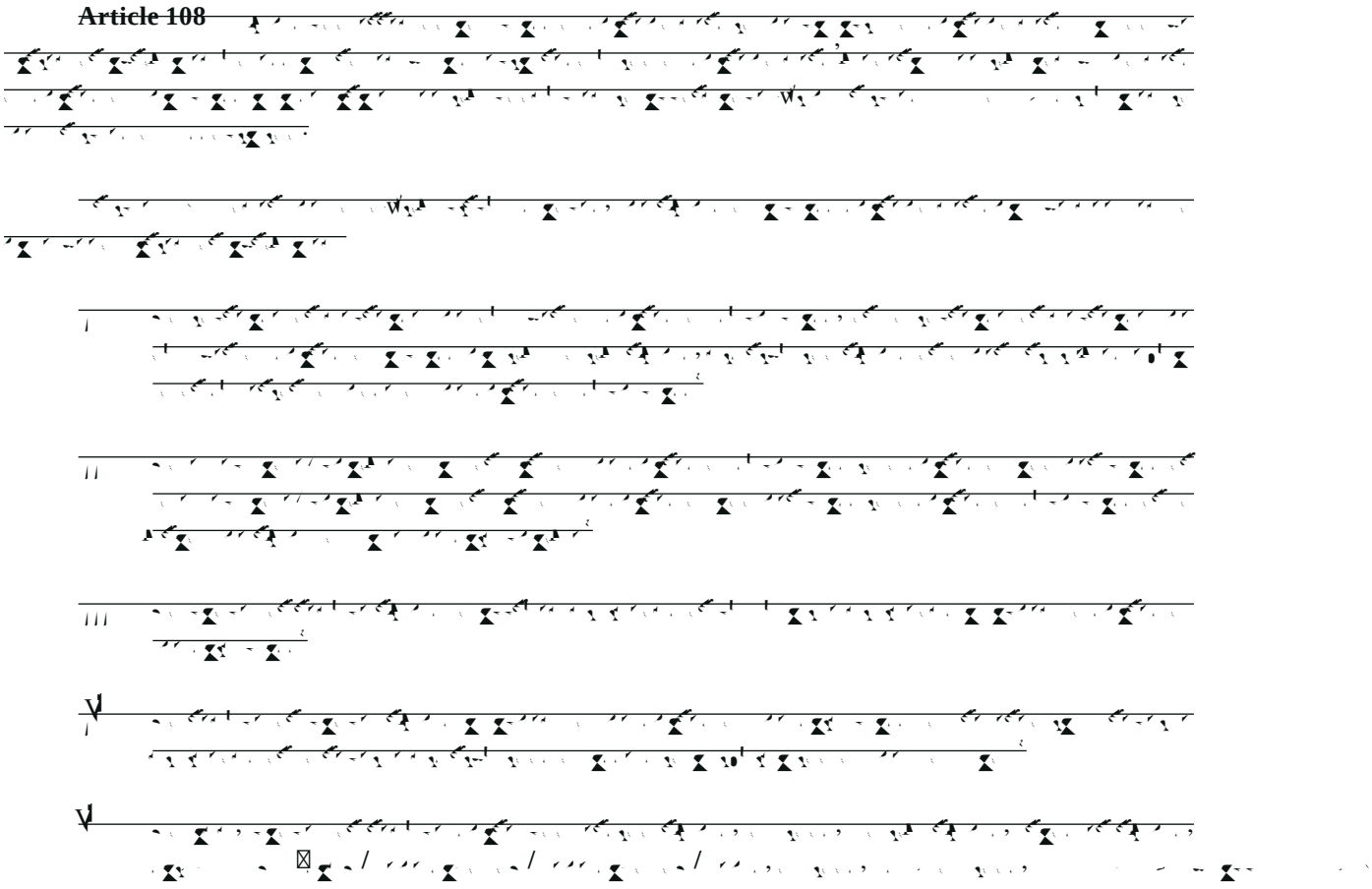
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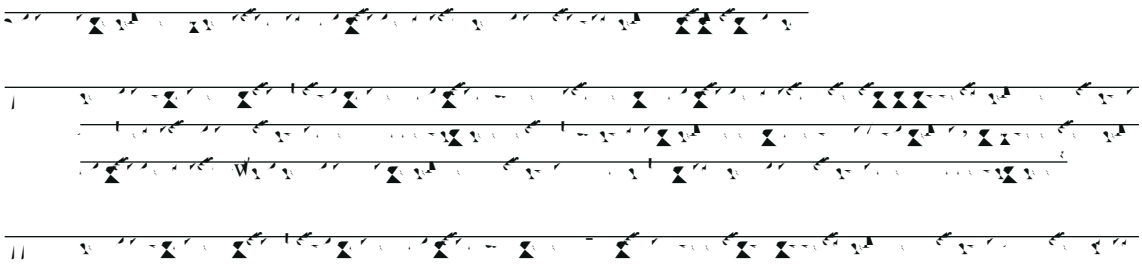
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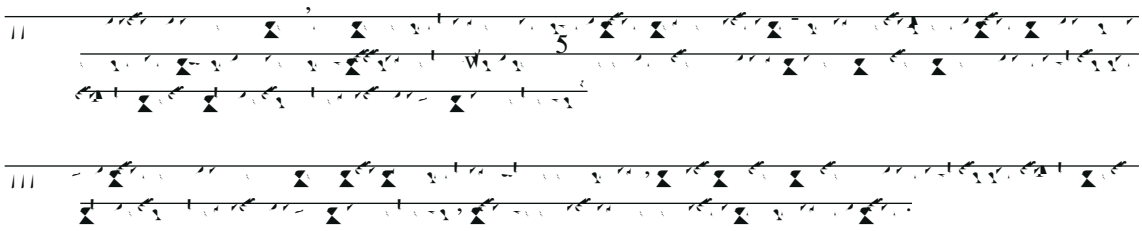
~~Chapter 9 Special Procedures for Voting by Class Shareholders~~

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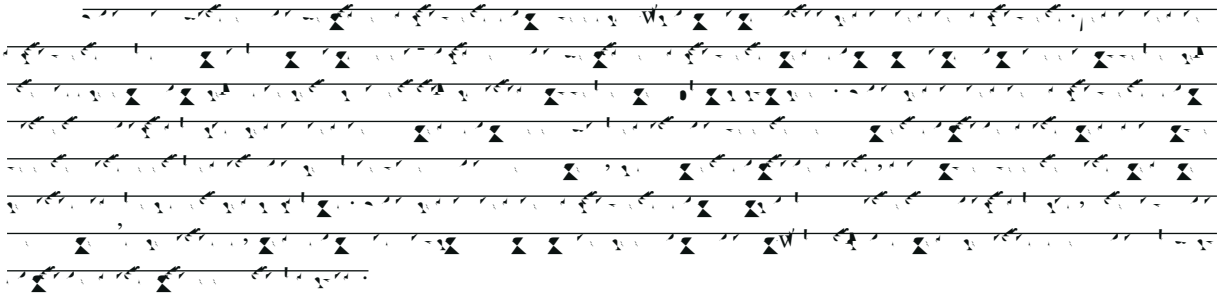


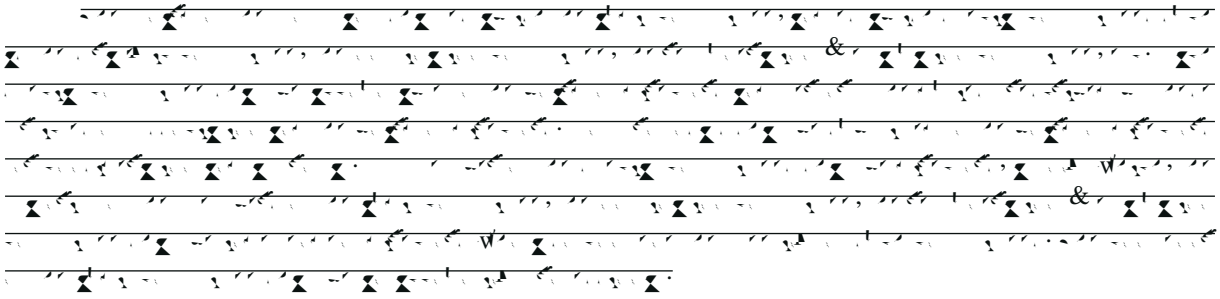


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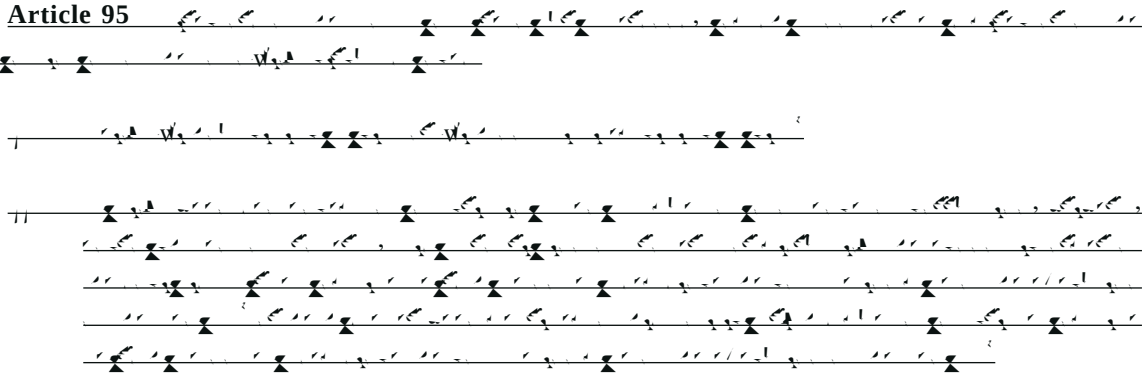
Section 1 Directors

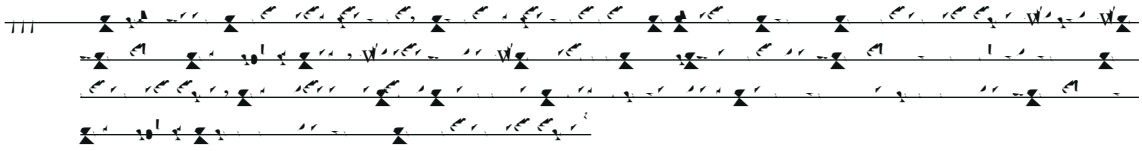
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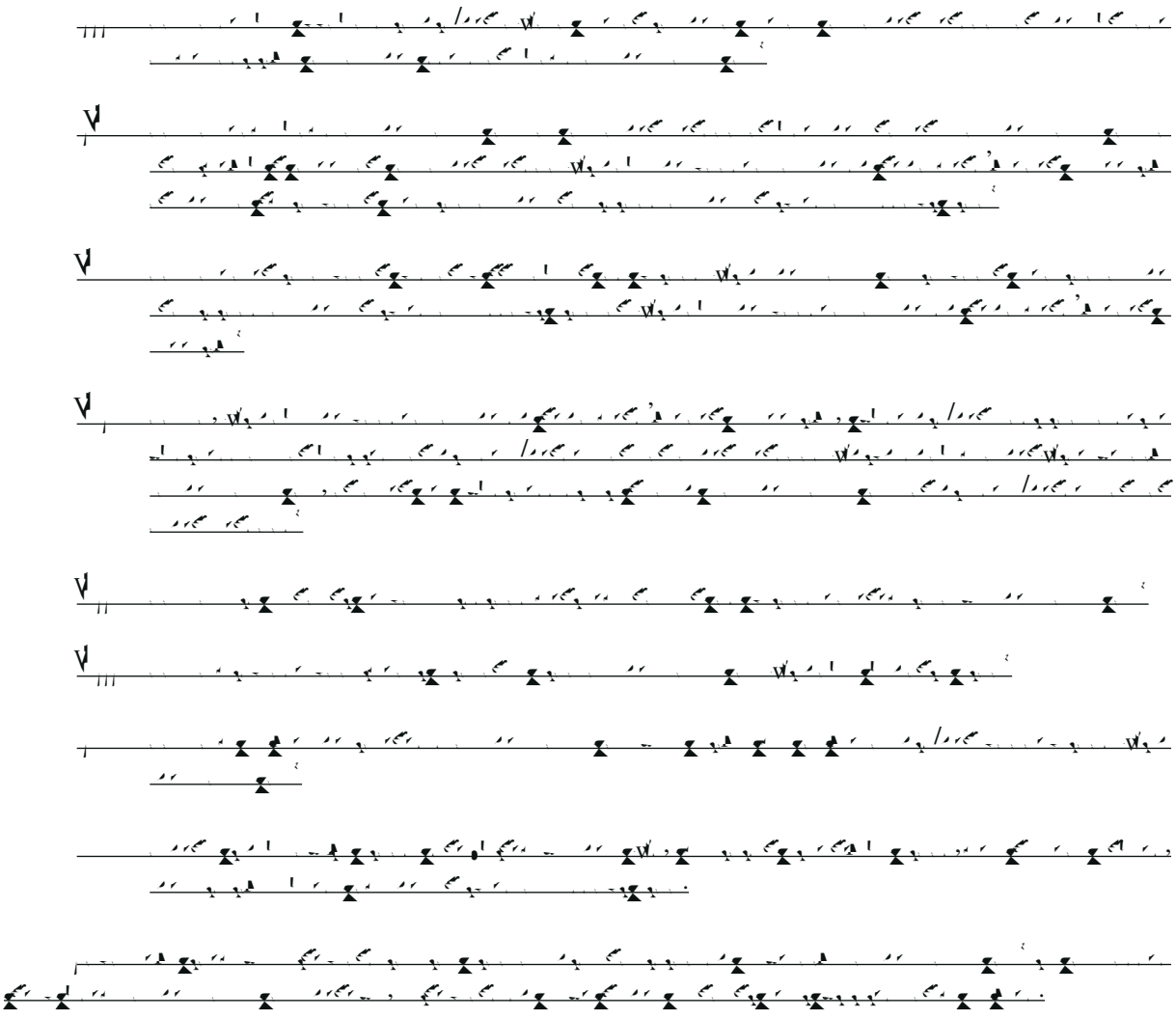




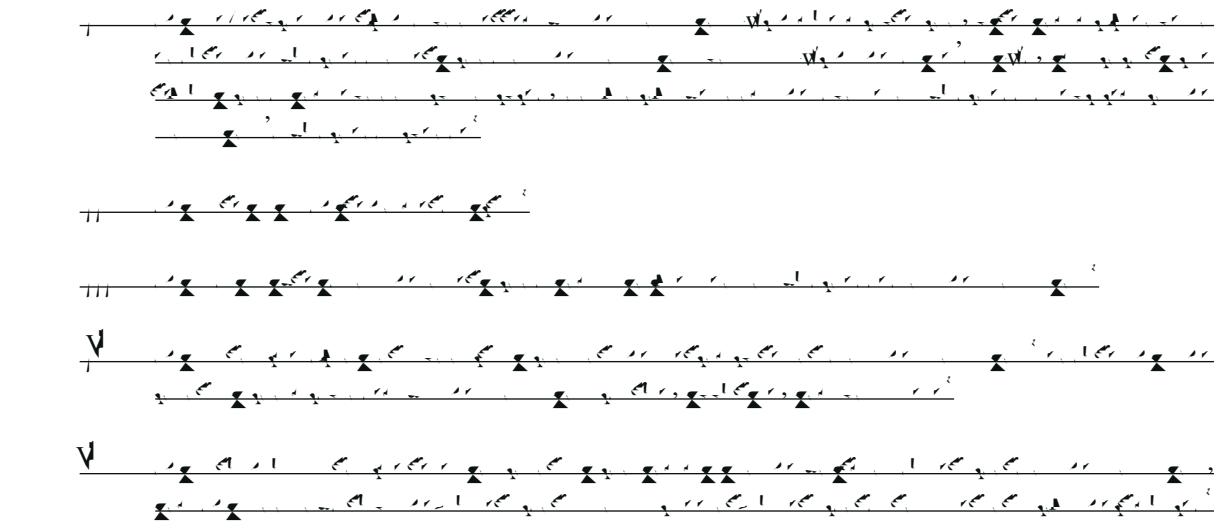
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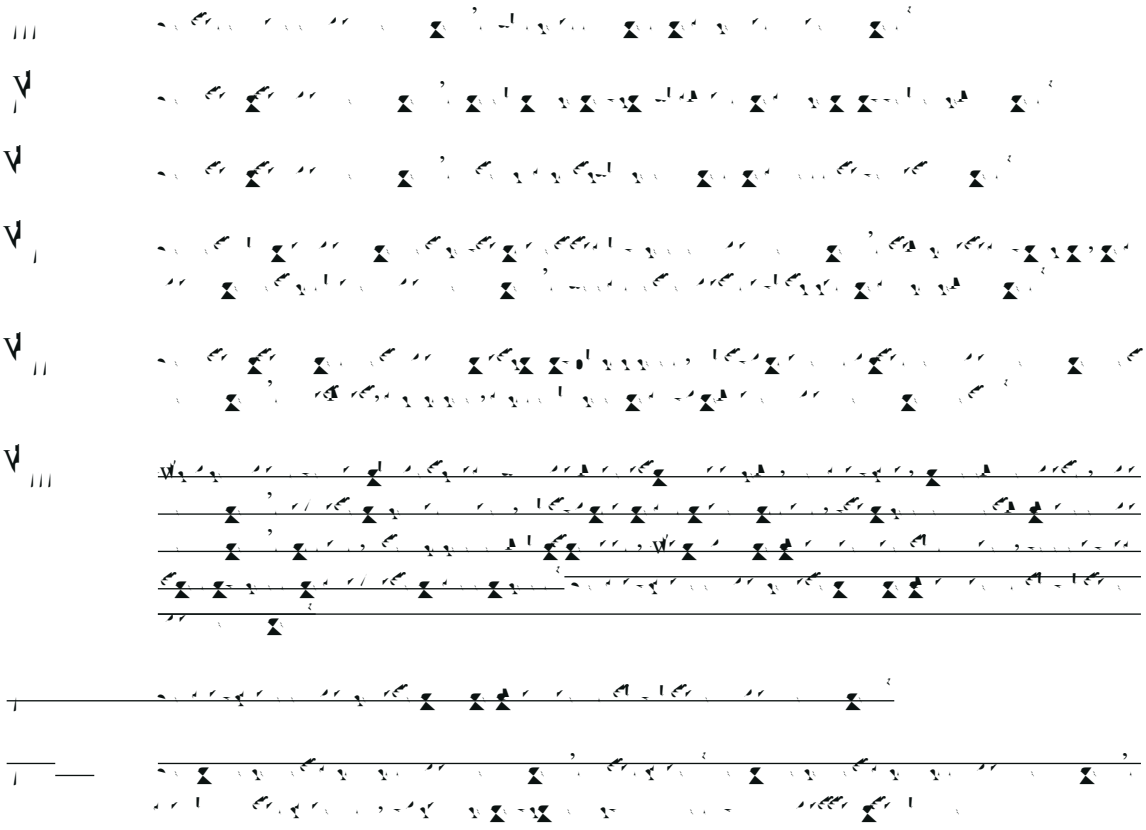
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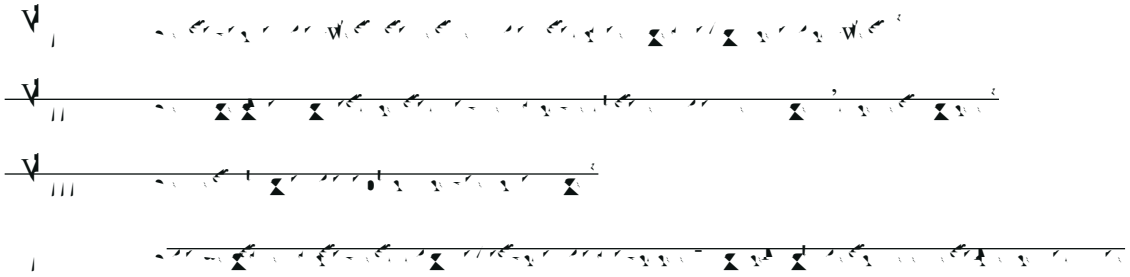
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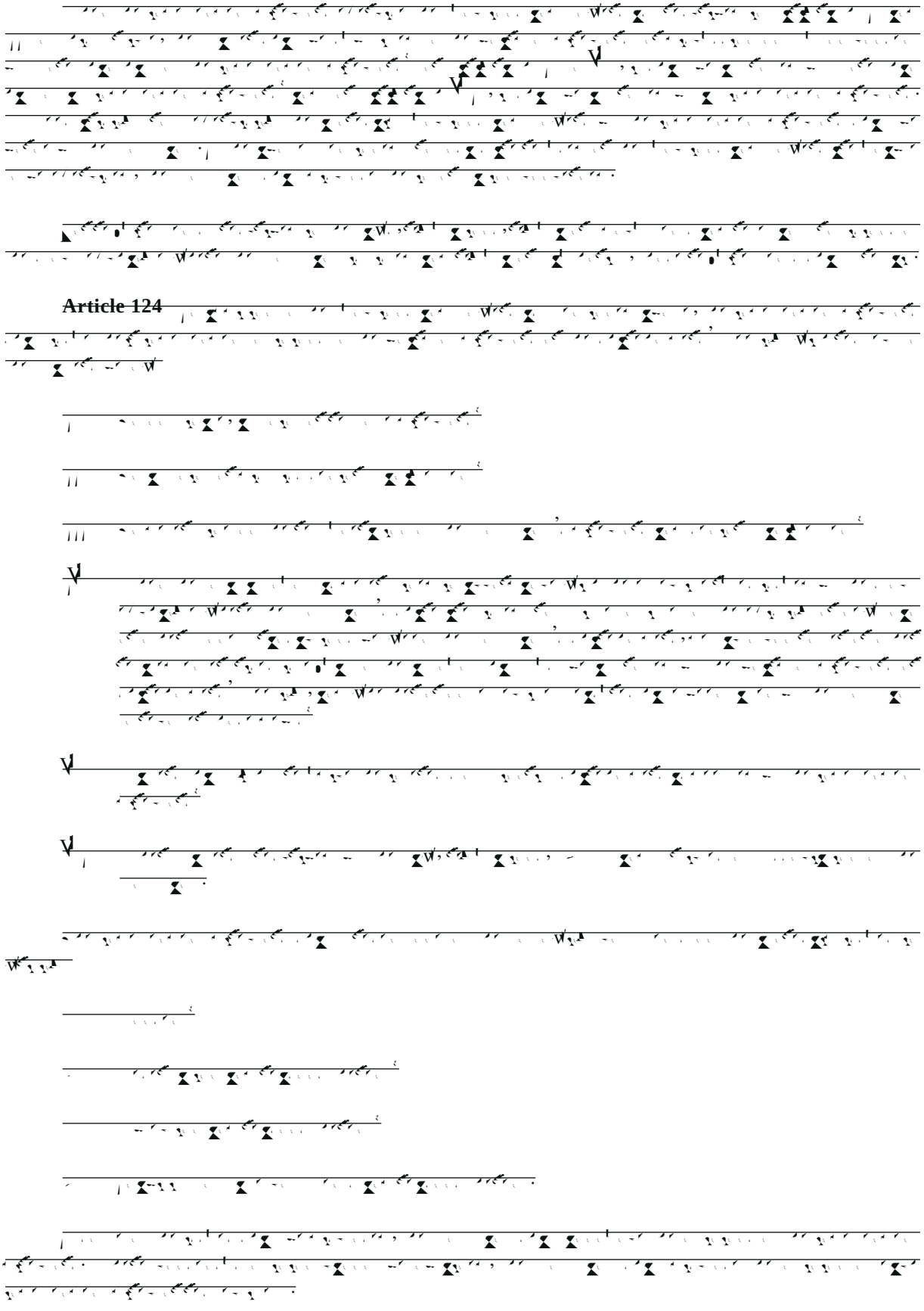
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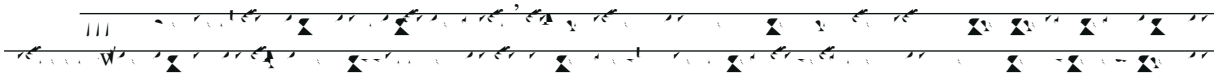
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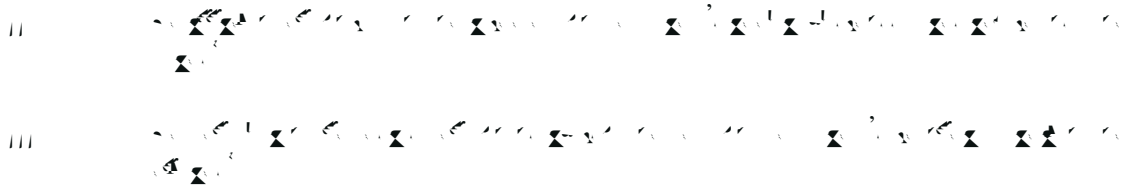
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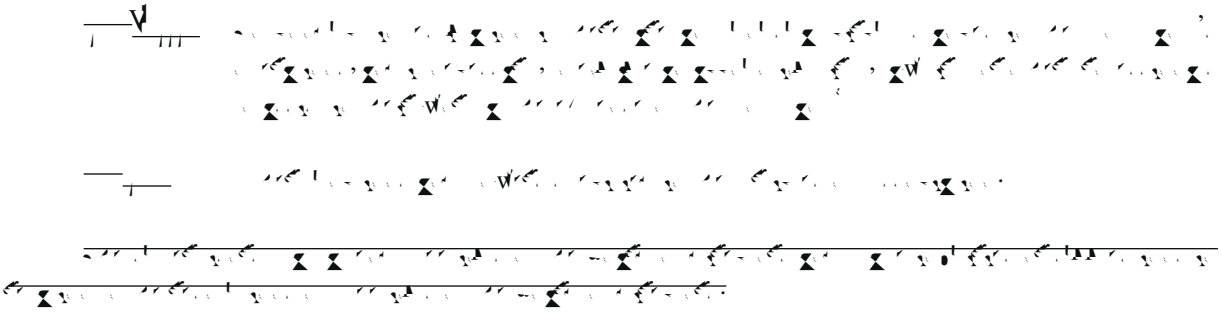
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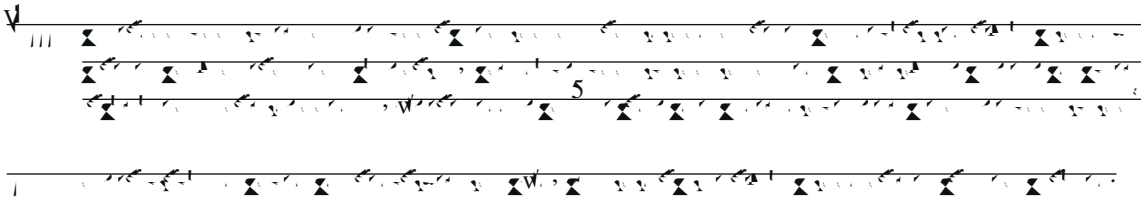


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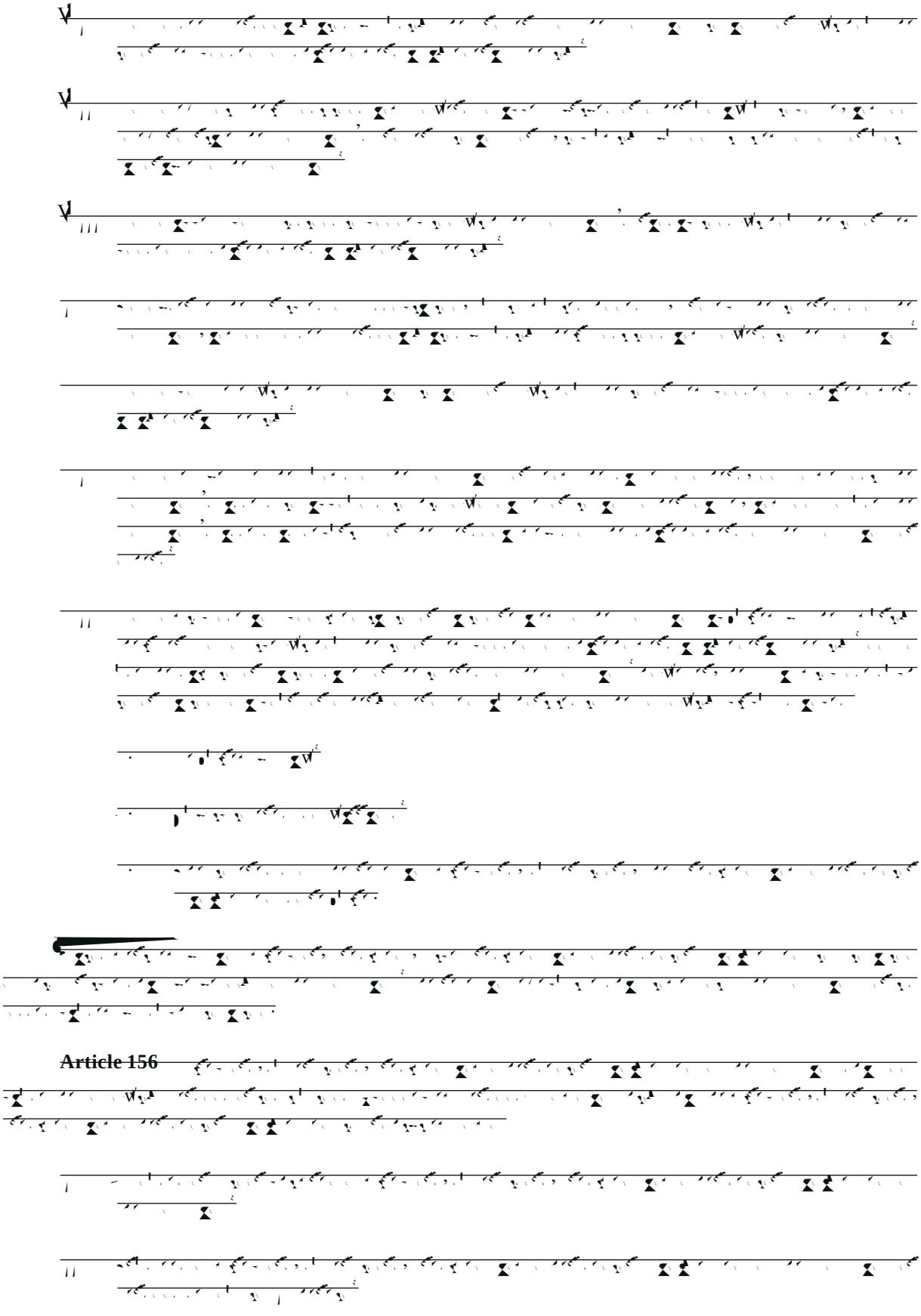


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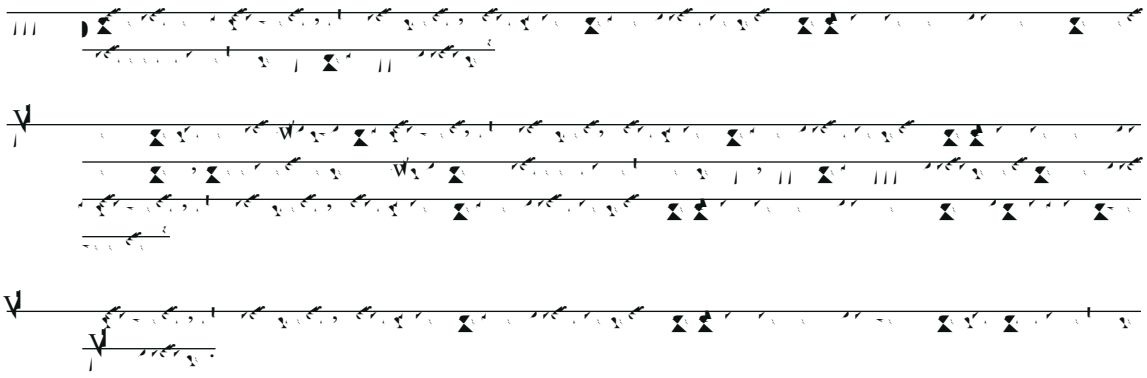
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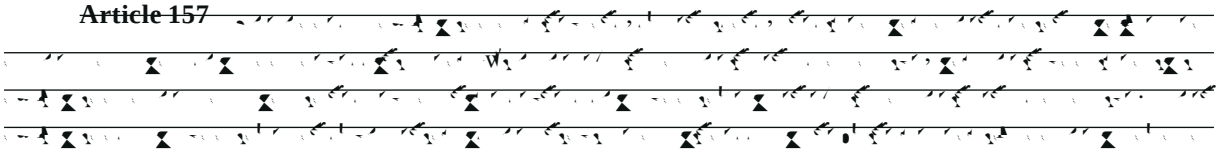
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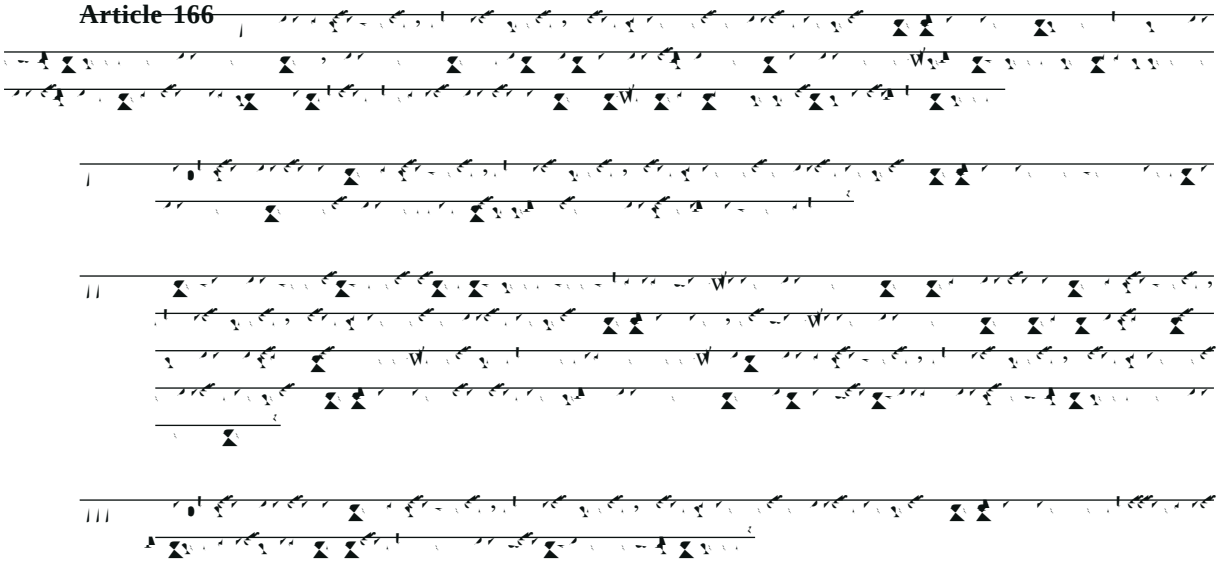
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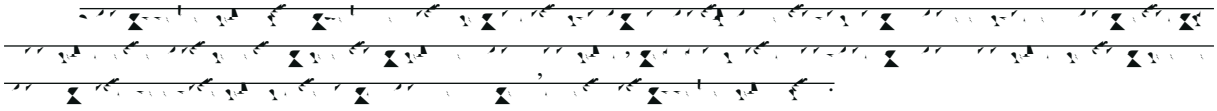
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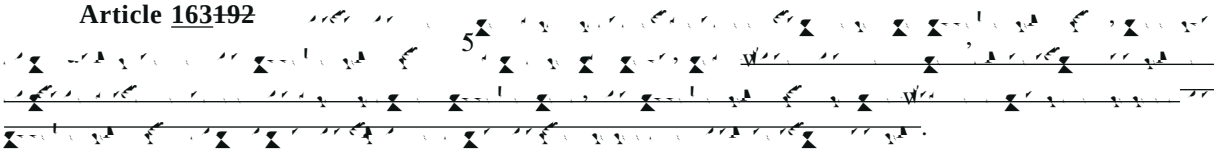
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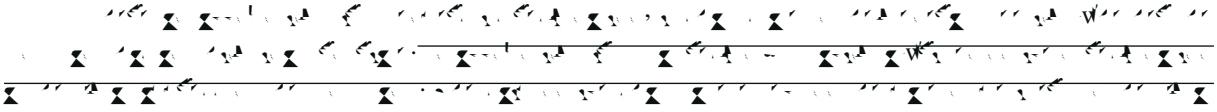
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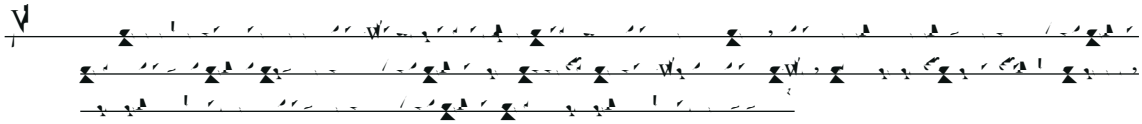
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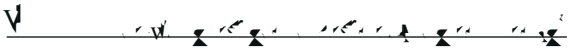


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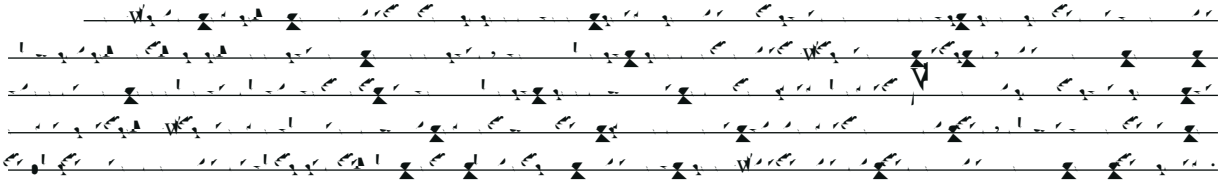




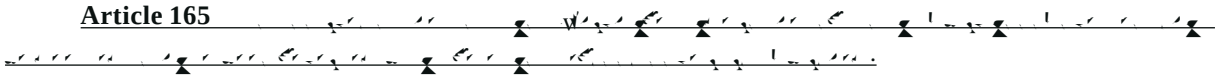




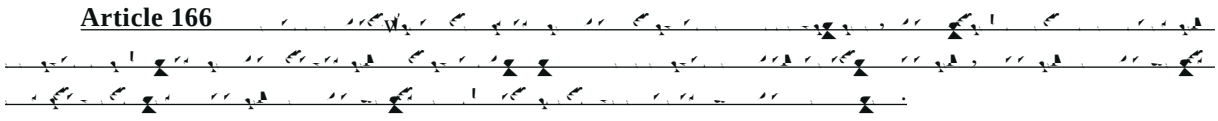




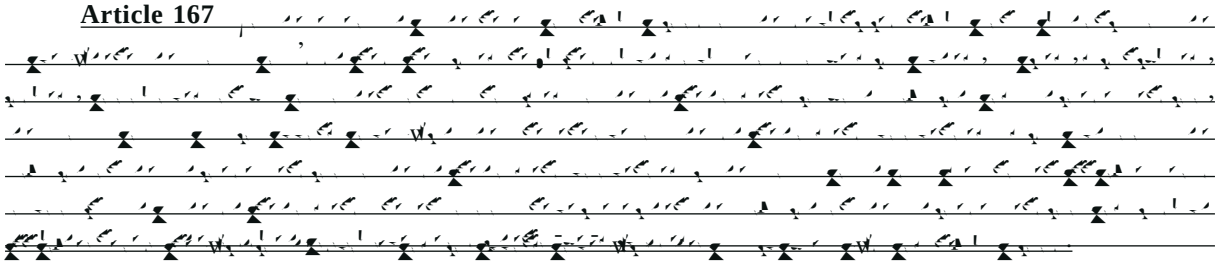
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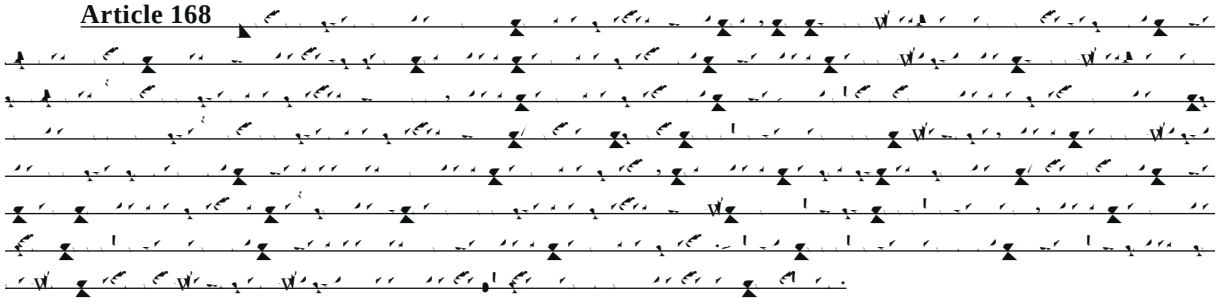
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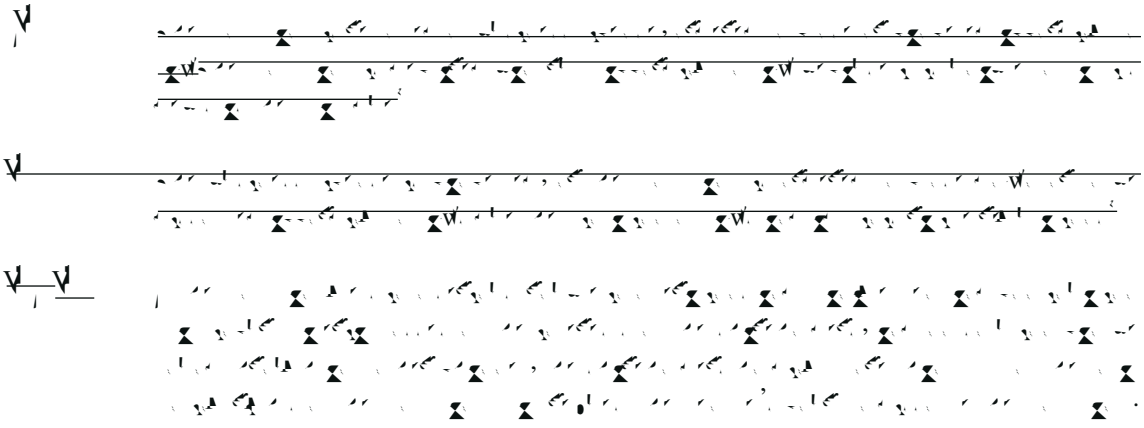
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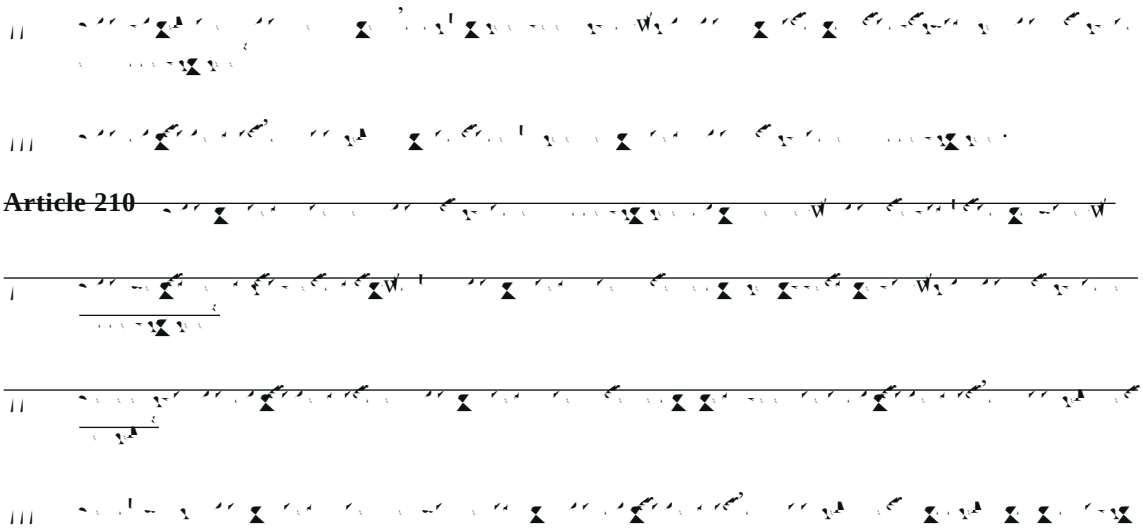


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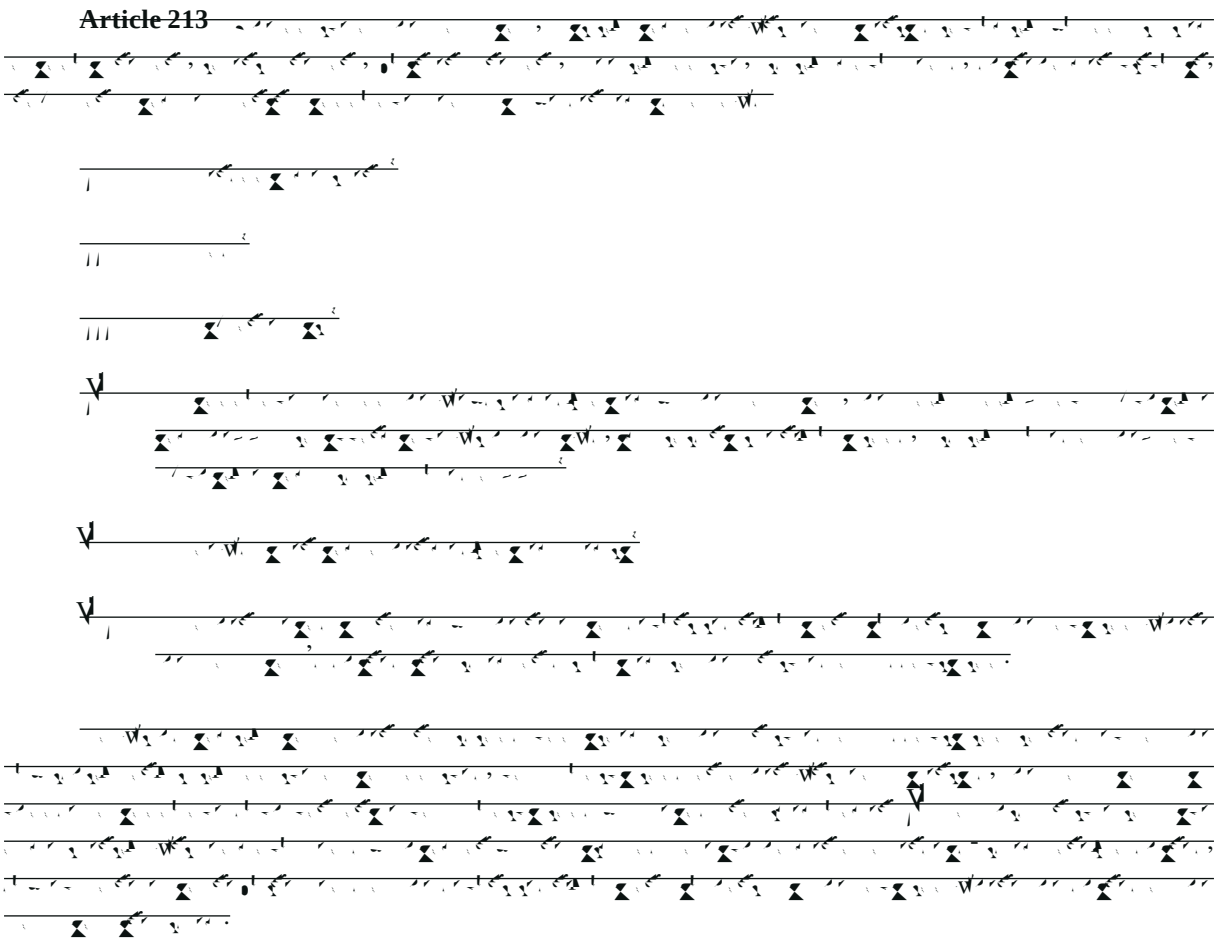
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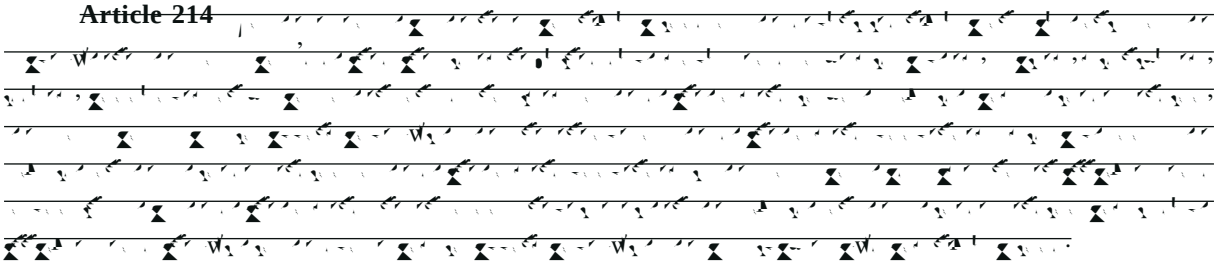


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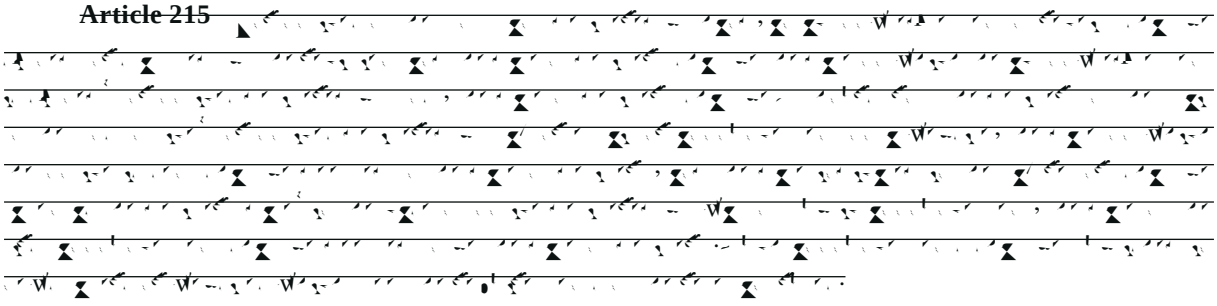
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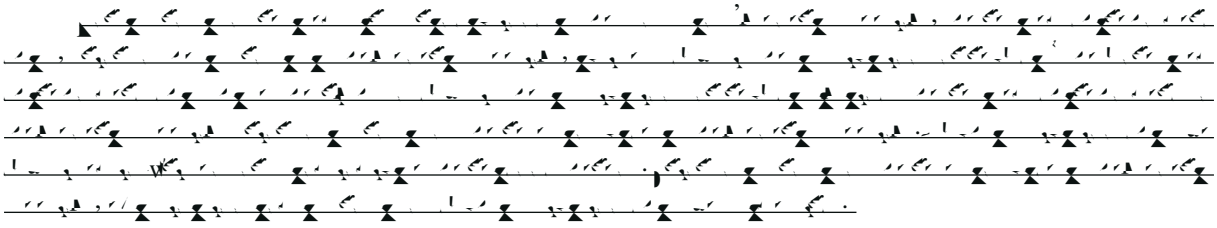
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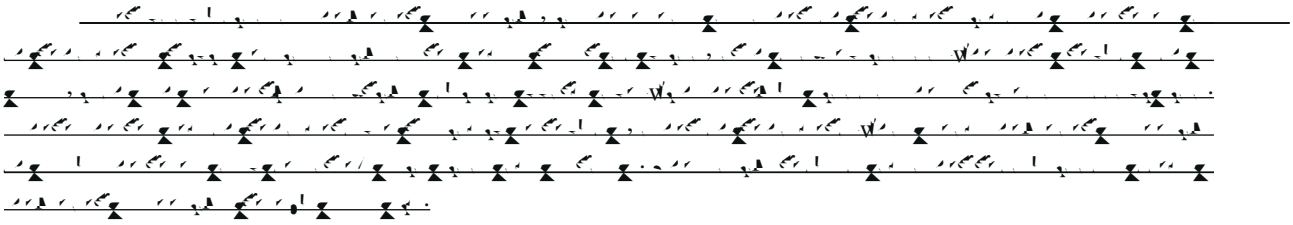
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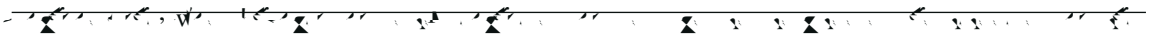
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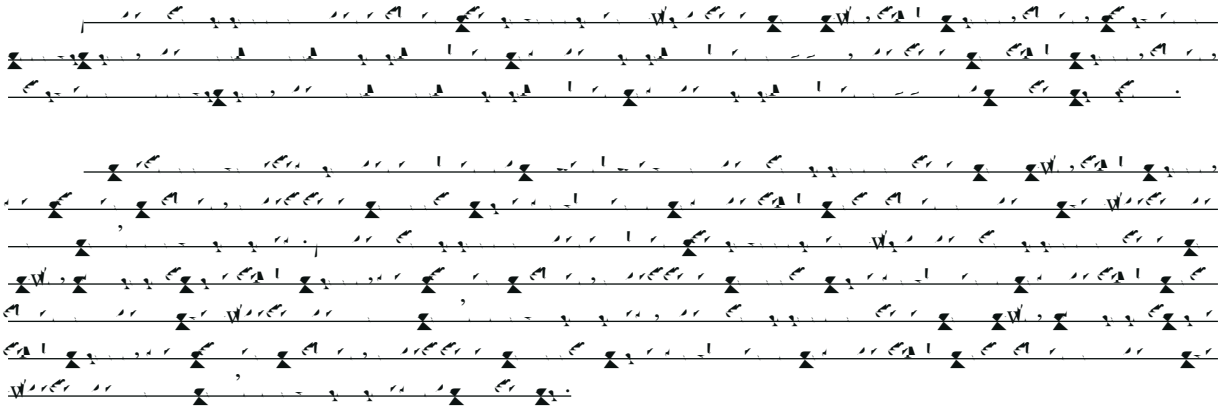
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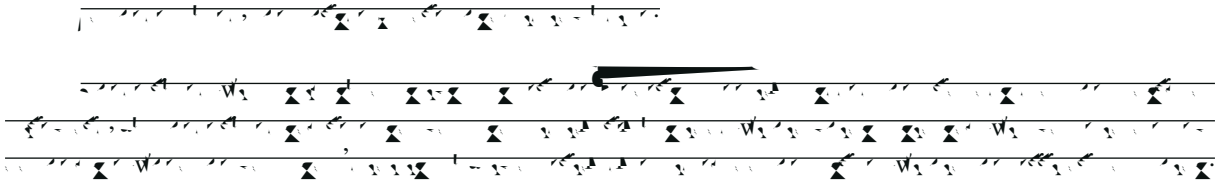
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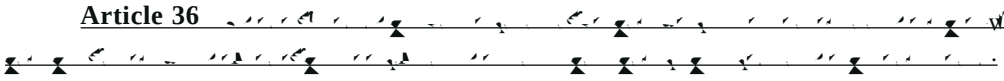
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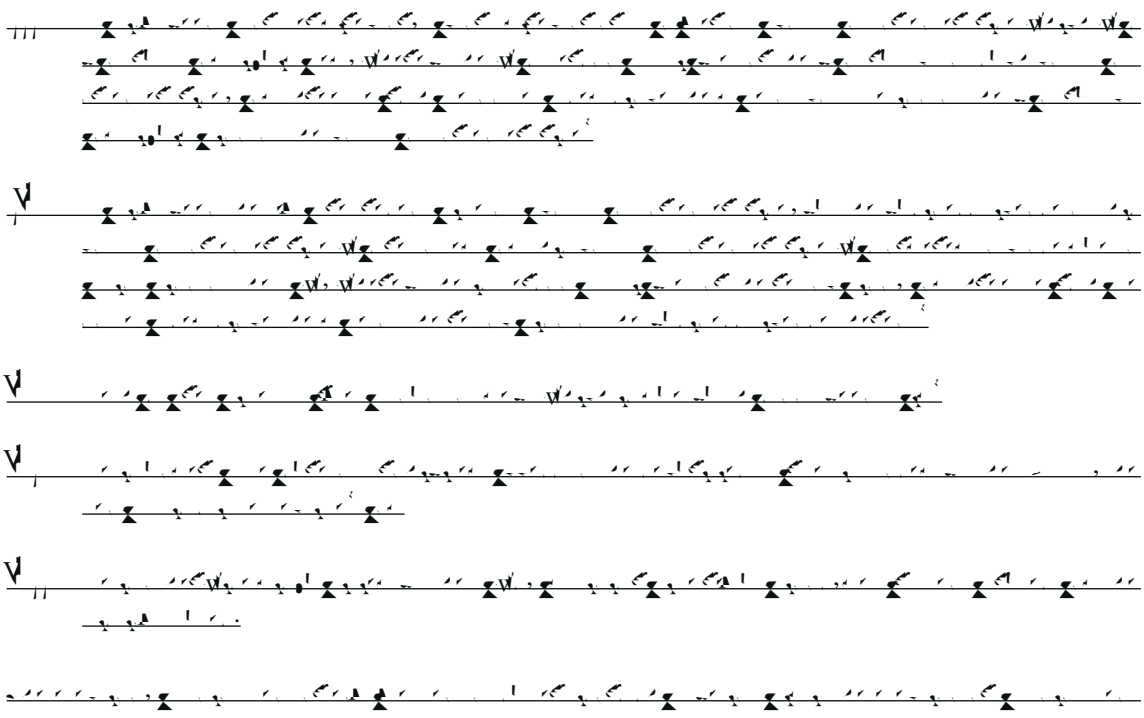
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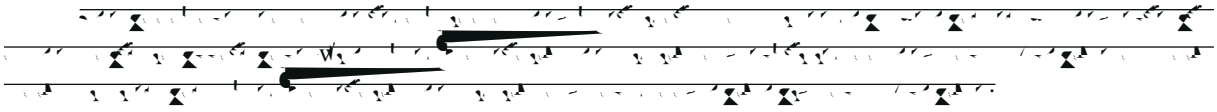
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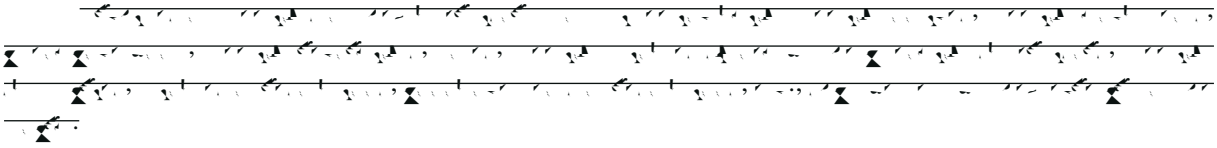
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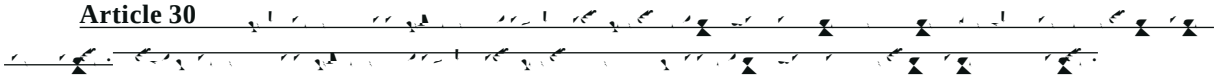
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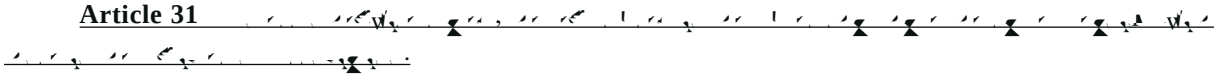


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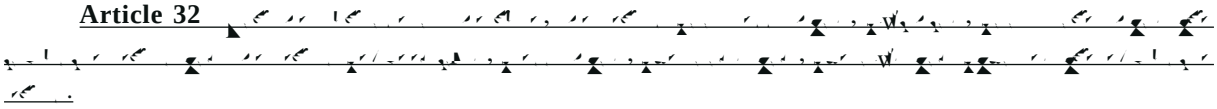


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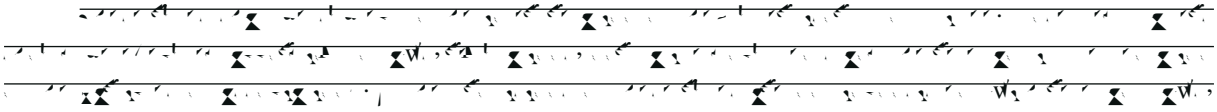
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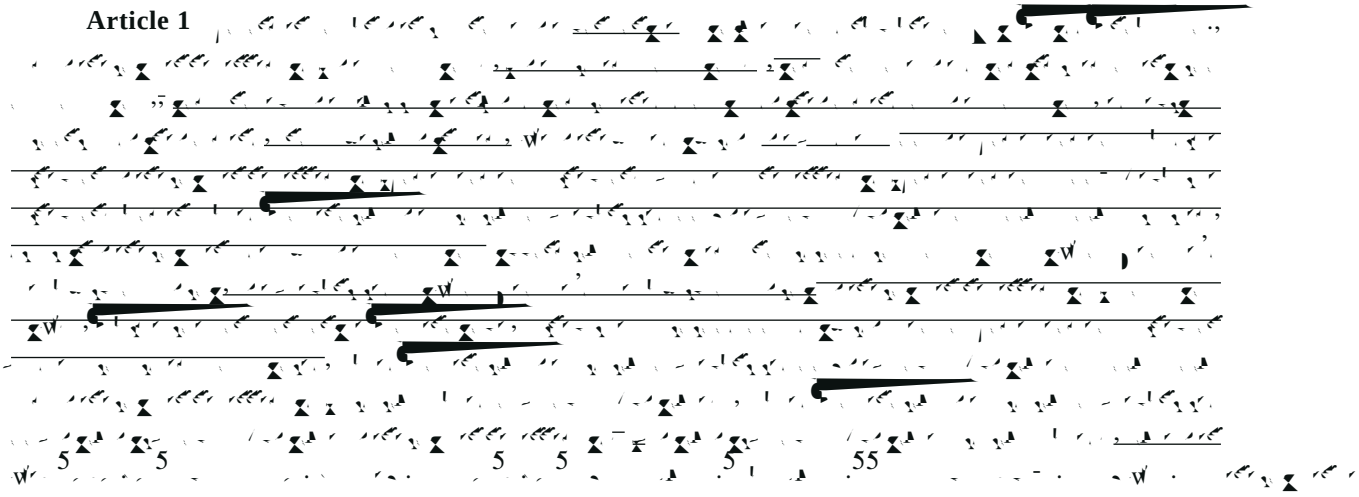


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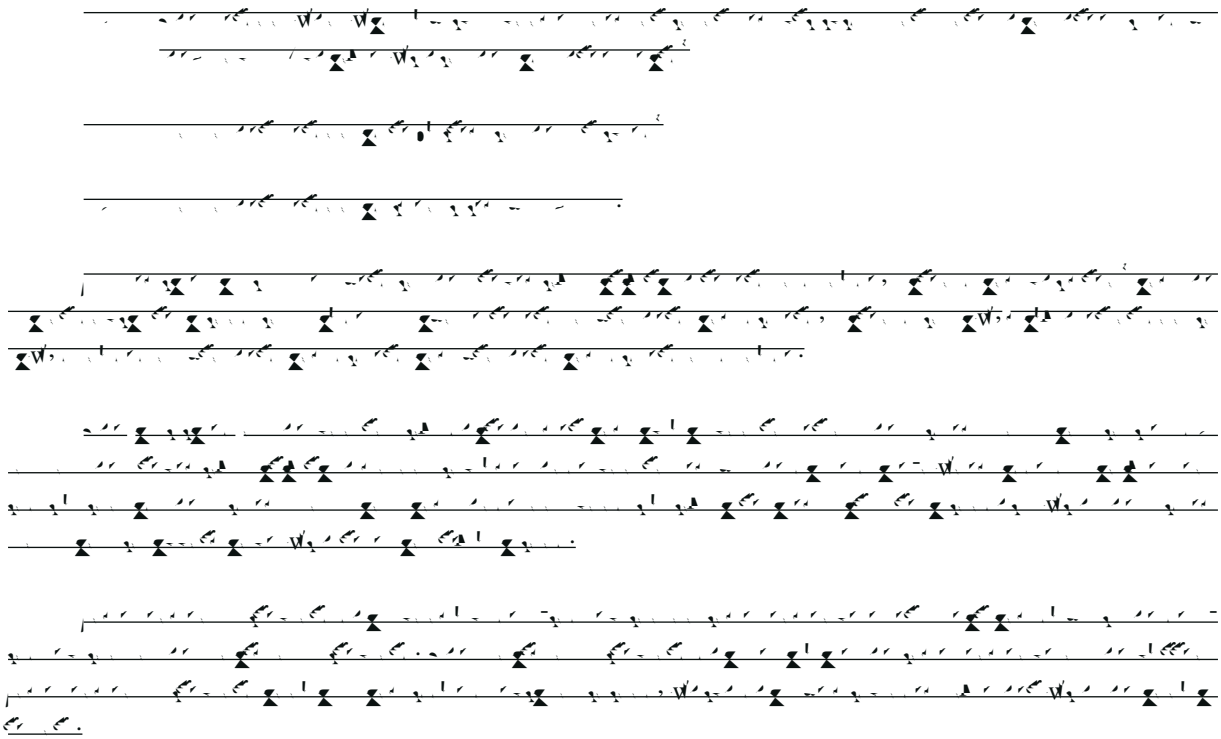
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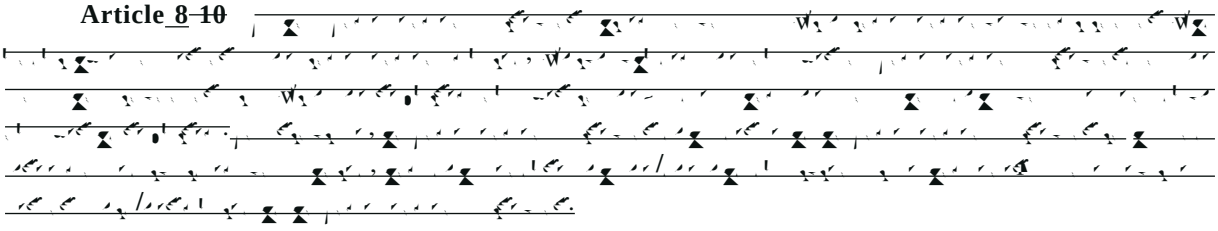
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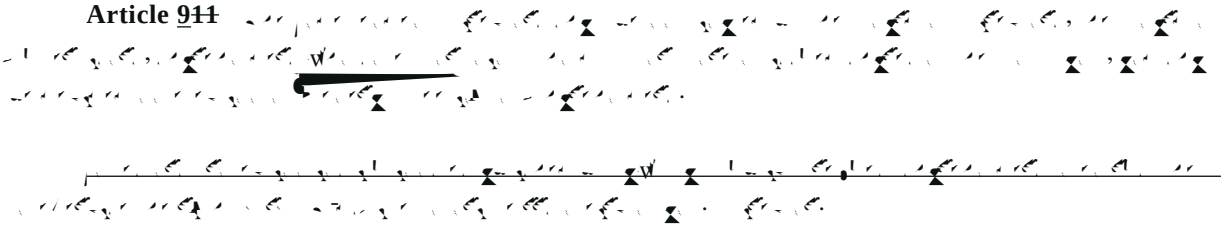


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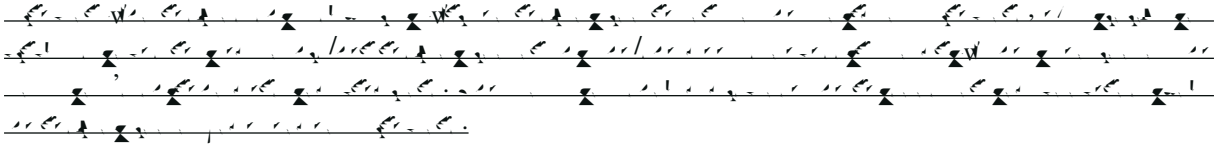
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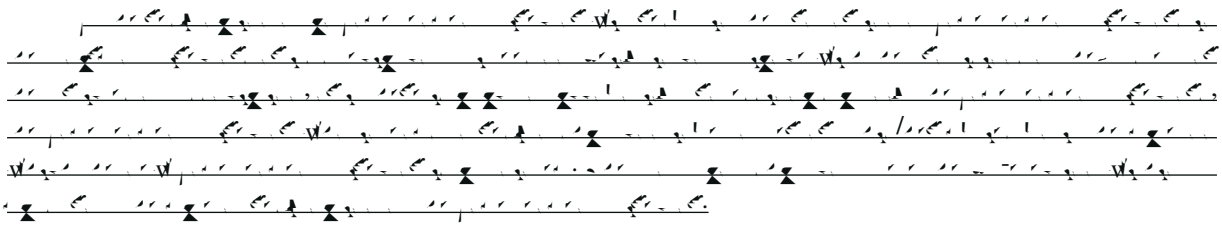
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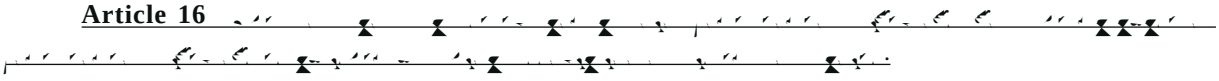
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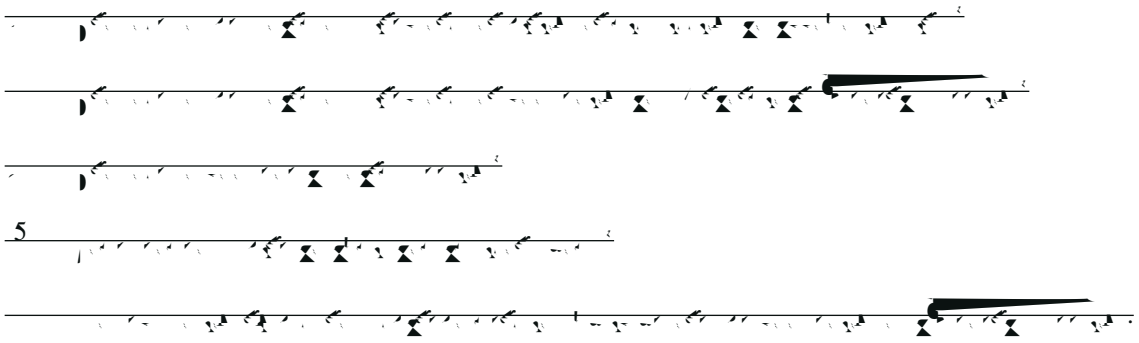
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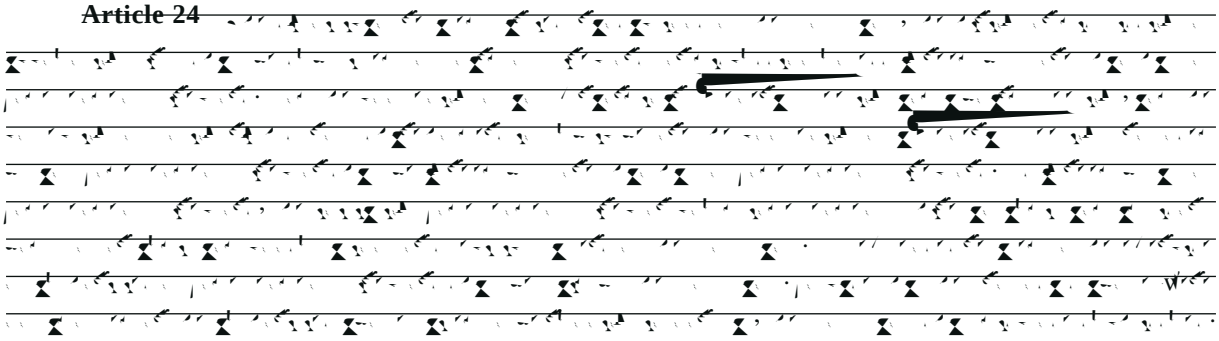
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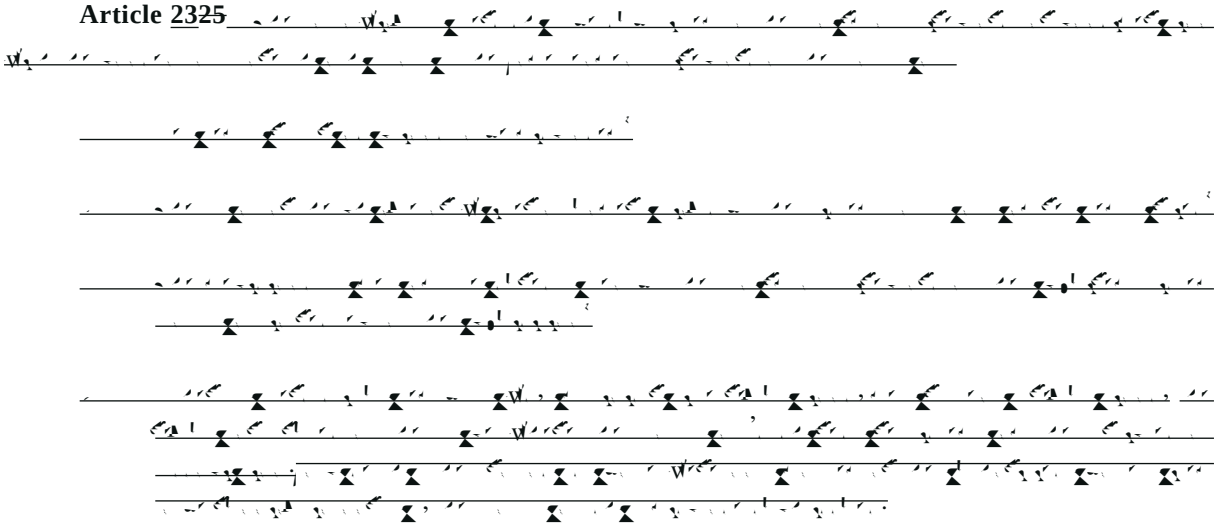
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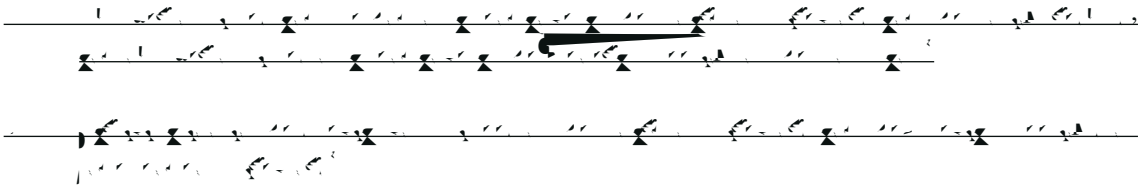
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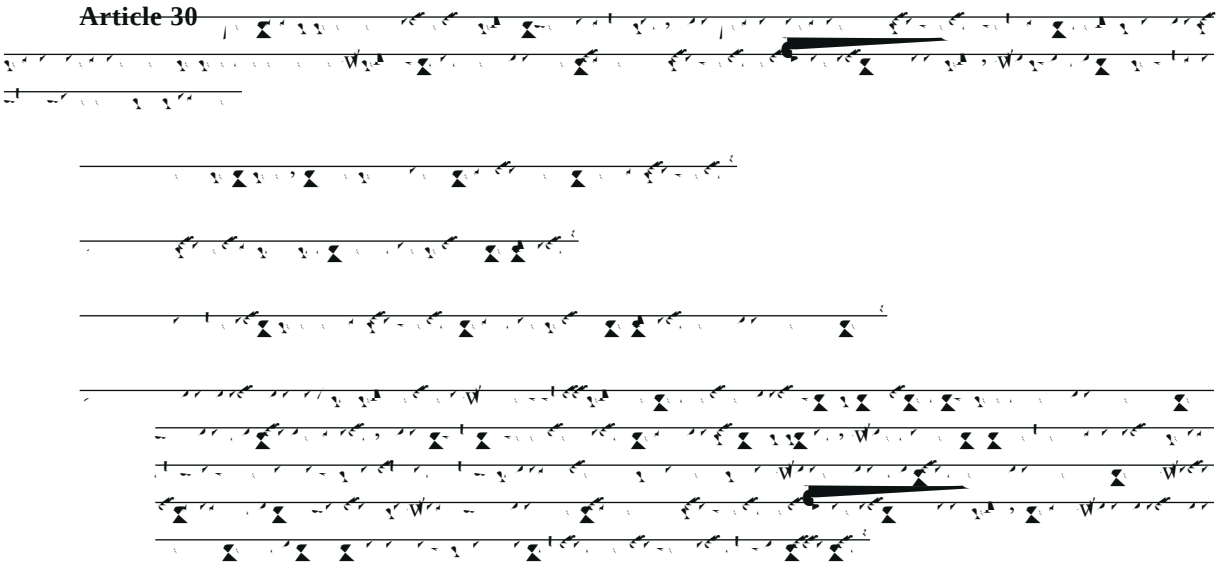
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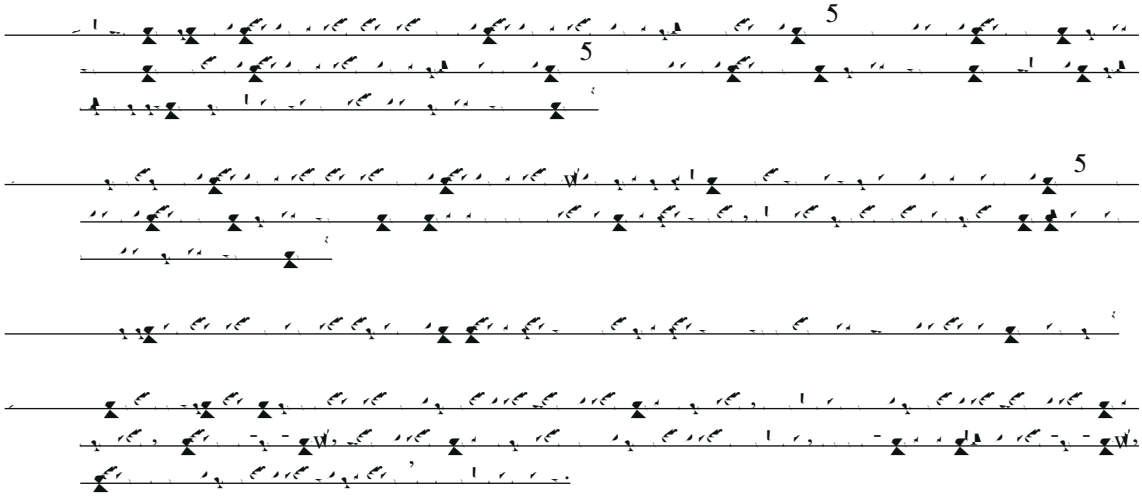
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Article 42

Article 43

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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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN 2023 (2023 Second EGM–) ., . (Company–) 2 30 , 2

Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

2023

As at the date hereof, 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.

Notes:

1.

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NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN 2023 S S , 2 2023 Company– 2 30 2023

SPECIAL RESOLUTIONS

1.

2.

Notes:

1. [illegible] 20 2023 2023 2023 1 / 1 4 30 20 2023.

2. 2023 [illegible]

3. [illegible]

4. 1 / 1 24 2023 2023 [illegible]

. 2023 2023 [illegible]( )

. [illegible]

. 24 2023 2 2023 ( ).

. 1 [illegible]