

**If you are in any doubt** as to whether you are a partner, or whether you are a partner in a particular partnership, you should seek professional advice.

**If you have sold or transferred** your partnership interest, you should seek professional advice.

---

# CONTENTS

---

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



# DEFINITIONS

**H** ( )\_ ( ) n  
 n n **B**0.25 , n  
 n **H** n n , n n **H** n n  
 k n ( k : 6865)

**H** ( )\_ ( ) **H** ( )

**H** n n \_ **H** n n A n n

**H** n n k n \_ k n **H** n n

**A** \_ 27 2023, n  
n n n n n

**A** n n \_ n n **A** n n k  
n **H** n n

\_ n  
**H** n n , **B**  
 A n n n n

n n A A n n  
 A n n A A n n A n n A

**B** \_ n n , n

A \_ A n n n n

\_ n n ( 571  
**H** n n )

n n k n \_ n n k n (上海證券交易所)

( )\_ A ( ) n **H** ( )

( )\_ ( ) ( )

%\_ n

\* *Fiduciary* *relation*

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 under the People's Republic of China law with limited liability)

(Stock code: 6865)

Executive Director:

Mr. Chen Hui (Chairman)

Mr. Chen Hui

Mr. Chen Hui

Mr. Chen Hui

Mr. Chen Hui

Independent Executive Director:

Mr. Chen Hui

Mr. Chen Hui

Mr. Chen Hui

Registered office, head and

principal place of business in the PRC:

1999

...

...

Principal place of business in Hong Kong:

Room 6, 11/F, ...

6 ...

...

...

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 Shareholders, ... ( ) ... B ... A ... A ... n; n ( ) ... 2023 ... n 2023 ... H ... n.







---

## LETTER FROM THE BOARD

---

2023

2023

19 2023, 22 2023,

18 2023

2023

17/, 16

4:30, 18 2023.

2023

2023

17/, 16

24 2023

2023

2023

### V. RECOMMENDATION

B (n, nr n n n n- ) n

2023

A nr, B n

2023

nr.

B B  
Flat Glass Gro p Co., Ltd.  
R an Hongliang  
Chai a



FUNDING OF H SHARES REPURCHASES

On 12 February 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's repurchase of H Shares was funded by the Company's cash and cash equivalents. The repurchase of H Shares was completed on 31 December 2022. The Company's cash and cash equivalents decreased by approximately 100 million HK\$ as a result of the repurchase of H Shares. The repurchase of H Shares was completed in accordance with the Company's general and ordinary business operations.

The repurchase of H Shares was completed in accordance with the Company's general and ordinary business operations. The repurchase of H Shares was completed in accordance with the Company's general and ordinary business operations.

H SHARES PRICES

	Highest Price HK\$	Lowest Price HK\$
<b>2022</b>		
1 January	23.61	17.82
31 December	20.76	17.12
<b>2023</b>		
1 January	25.27	17.59
31 December	25.57	20.02
1 January	23.07	18.55
31 December	23.07	20.22
1 January	25.08	20.61
31 December	27.24	21.05
1 January	26.99	21.84
31 December	23.95	18.33
1 January	19.63	15.96
31 December	17.71	12.74
1 January (including the effect of 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><b>Article 17</b> 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><b>Article 17</b> n  <b>2,351,323,762</b> n            n <b>2,351,323,762</b>            n, n n <b>1,901,323,762</b>            (A n n), n n  <b>80.86%</b> n            n 450,000,000 n (H            ), n n <b>19.14%</b>            n .</p>
<p><b>Article 21</b> n            B536,723,313.50. n            n            n A n n n n</p>	<p><b>Article 21</b> n            B587,830,940.50. n            n            n A n n n n</p>



# NOTICE OF THE 2023 THIRD EGM

(一) 本公司定于2023年11月24日（星期五）下午二时正，在广东省深圳市福田区福安路1001号平玻璃集团大厦（即平玻璃集团总部）召开2023年第三次临时股东大会，审议以下议案：  
(一) 审议《关于向特定对象发行人民币普通股股票方案的议案》；

(二) 审议《关于向特定对象发行人民币普通股股票募集资金使用可行性报告的议案》；

(三) 审议《关于向特定对象发行人民币普通股股票预案的议案》，**Relevant Period** 2023年10月1日至2023年10月31日；

(四) 审议《关于向特定对象发行人民币普通股股票预案的议案》，**Relevant Period** 2023年10月1日至2023年10月31日；

(五) 审议《关于向特定对象发行人民币普通股股票预案的议案》，**Relevant Period** 2023年10月1日至2023年10月31日；

2. 审议《关于向特定对象发行人民币普通股股票预案的议案》，**Relevant Period** 2023年10月1日至2023年10月31日。

3. 审议《关于向特定对象发行人民币普通股股票预案的议案》，**Relevant Period** 2023年10月1日至2023年10月31日。

Flat Glass Group Co., Ltd.  
Ran Hongliang  
Chai a

4. 2023年10月1日至2023年10月31日。

A a e d h e e f, e e c. e D e a e M . R . a H g l i a g , M . J i a g J i h . a , M . R . a Z e . , M . W e i Y e h g a d M . S h e Q i f . , a d e i d e e d e - e c. e D e a e M . X . P a , M . H . a F . l a a d M . N g Y a . K e C a e .







