THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 compan incorporated in the People's Republic of China with limited liabilit)

(Stock code: 6865)

(1) PROPOSED PROVISION OF GUARANTEES BY THE GROUP FOR ITS POTENTIAL CREDIT FACILITIES

(2) THE IMPLEMENTATION OF

DAILY RELATED PARTY TRANSACTIONS FOR 2022 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2023

- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
- (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

AND

(5) NOTICE OF AGM

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DEFINITIONS

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

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DEFINITIONS



Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Accordingl, figures shown as total in certain tables and the currenc conversion or percentage equivalents man of be an arithmetic sum of such figures.

Reference to the singular number includes references to the plural and vice versa and references to one gender include ever gender.

English names of Chinese entities marked with , are translations of their Chinese names and are included in this circular for identification purpose onl, and should not be regarded as their official English translation. In the event of an inconsistenc, the Chinese names prevails.



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

(a joint stock compan incorporated in the People's Republic of China with limited liabilit)

(Stock code: 6865)

Executive Directors:

_ | ' ' ' ' ' ' (Chairman)

Independent non-executive Directors:

II. PROPOSED PROVISION OF GUARANTEES BY THE GROUP FOR ITS POTENTIAL CREDIT FACILITIES

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III. THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS FOR 2022 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2023

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Details of the estimated amounts and types of daily related party transactions for 2023 are set out in the table below:

Unit: RMB0'000

Reason for material difference Current Actual amount between estimated Types of related estimated incurred in the amount and actual party transactions Related parties previous year amount incurred amount - .31 / . . . 義和投資有限公司。 . L. M. J. 鳳陽鴻鼎港務有限公司。 N N / N _ 嘉興凱鴻福萊特供 應鏈管理有限公司。 嘉興市燃氣集團股份 有限公司 Notes:

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IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

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VI. THE AGM

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VII. RECOMMENDATION

Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

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Original Articles Article 1 Ph. . N u v v **n**r ⇒. and the second second

Proposed Amendments Article 1 7 St ... 4 , ., , l , ., . · 福萊特玻璃集團股份有限 , **1** - ,

Original Articles	Proposed Amendments
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Article 6	Article 6 The Articles of Association shall be
Marie Carlo de Marie de la Marie de la Carlo de la Car	put into force upon the consideration and
1 - 1 - 2 1 - 1 - 1 1 1	approval at the general meeting of the
and the second s	Company. Upon the effective day of the
-	Articles of Association, the existing Articles of
	Association of the Company will lapse
Y	automatically.
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Original Articles	Proposed Amendments
Article 7	Article 7
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	senior management
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	president y y y _
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(A.11: A.4:1.0)	1 4 1 0 B
(Adding Article 9)	Article 9 Pursuant to the requirements of the
	Constitution of the Communist Party of China,
	the Company shall establish an organization of
	the Communist Party of China, and carry out
	the activities of the Party. The Company shall
	provide necessary support to facilitate the
	activities of the Party.

Original Articles	Proposed Amendments
Article 21	Article 22
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The second of th	When the Company issues convertible corporate bonds, the procedures and arrangement for the issuance and conversion of convertible corporate bonds, as well as the changes in the Company's share capital resulting therefrom, shall be dealt with in accordance with the provisions of laws, administrative regulations, departmental rules and other documents and the provisions of the Company's listing document for convertible corporate bonds.
	Market Regulation authority

Original Articles	Proposed Amendments
Article 23	Article 24
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1 3 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	and other circumstances as
1	and other circumstances as stipulated by the CSRC.
	supulated by the CSKC.
	For the purpose of the preceding paragraph,
At a last the second	shares or other securities with the nature of
	equity held by Directors, Supervisors, senior
N	management and natural person shareholders
	include those held by their spouse, parents, and
	children and held under accounts opened by
	others.
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	clause of this article
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	Directors shall bear joint liability_
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	If the Deepl of the Common falls to
	If the Board of the Company fails to comply
	with the first clause of this article, the
	Directors shall bear joint liability.

Original Articles	Proposed Amendments
Article 26	Article 27 The Company shall not repurchase
and a Marco of the second of the Marco	its own shares, except in one of the following
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	The Company shall purchase its issued shares
	in accordance with laws, administrative
No. 20 a. 11 a. No.	regulations, departmental rules, the listing rules of the stock exchanges on which the
	shares of the Company are listed and the
	Articles of Association. (MP24)
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Article 27	Article 28 purchase its
Article 27	shares in any of
	shares in any or
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Original Articles	Proposed Amendments
Article 29	
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Original Articles	Proposed Amendments
Article 51	Article 52
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Original Articles	Proposed Amendments
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(Adding Article 54)	Article 54 In the event that the particulars of a resolution passed at a shareholders' general
	meeting or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition a people's court to establish such particulars as invalid.
	In the event that the procedures for convening a shareholders' general meeting or a board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution.

Original Articles	Proposed Amendments
(Adding Article 55)	Article 55 In the event that a director or a
	senior management officer violates laws,
	administrative regulations or the Articles of
	Association when performing his duties for the
	Company, thus causing losses to the Company,
	the shareholders who either alone or jointly
	having been holding more than one percent of
	voting shares of the Company for one hundred
	and eighty consecutive days or more shall have
	the right to request in writing that the board of
	supervisors bring legal action before a court.
	In the event that the board of supervisors
	violates laws, administrative regulations or the
	Articles of Association when executing its
	duties for the Company, thus causing losses to
	the Company, shareholders may request in
	writing that the board of directors bring legal
	action before a people's court.
	In the event that the board of supervisors or
	the board of directors refuses to take legal
	action upon receipt of the request in writing
	from the shareholders as prescribed in the
	preceding paragraph, or does not take legal
	action within thirty days upon receipt of such a
	request, or any emergency or failure to take
	immediate legal action will cause irreparable
	damage to the interests of the Company, the
	shareholders prescribed in the preceding
	paragraphs shall have the right to bring legal
	action directly before a court in their own
	names in the interests of the Company.
	In the event that some other persons infringe
	the legitimate rights and interests of the
	Company, thus causing losses to the Company,
	the shareholders prescribed in the first
	paragraph of this Article may bring legal
	action before a court in accordance with the
	provisions of the preceding two paragraphs.
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Original Articles	Proposed Amendments
(Adding Article 56)	Article 56 In the event that a director or a
	senior management officer of the Company
	violates laws, administrative regulations or
	these Articles of Association, thus causing
	damage to the interests of shareholders, the
	shareholders may bring legal action before a
	people's court.
Article 59 ' Y	Article 63
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any guarantee provided to shareholders, e facto controllers and their connected arties;
Other guarantee as stipulated by Listing Rules of Stock Exchange and Articles of Associations of the Company.
bove external guarantees subject to the val of the general meeting of the any shall be considered and approved by coard of directors before they are ted to the general meeting for approval. he directors of the Company shall
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Original Articles	Proposed Amendments
Article 61 Article 61	Article 65
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Article 62 y y y	Article 66 n n
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Original Articles	Proposed Amendments
A CAN THE COLOR OF	(V) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, the Listing Rules and the Articles of Association.
	After issuing the notice of a general meeting, the venue of the physical general meeting shall not be changed without any justifiable causes. If there is a need to change, the convener shall make an announcement and explain the reasons at least two working days prior to the physical meeting date.
Article 63	Article 67
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Original Articles	Proposed Amendments
Article 64	Article 68
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	(XI) Specifies the voting time and voting procedure for voting on the network or otherwise.
(Adding Article 71)	Article 71 After a notice of shareholders' general meeting is given, the shareholders' general meeting shall not be postponed or canceled, and the proposals set out in the notice of shareholders' general meeting shall not be canceled without due reason. Once the meeting is postponed or cancelled, the convener shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.

Original Articles	Proposed Amendments
Article 75 Y Y Y Y	Article 80 Y Y Y Y
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Article 78	, , <u>.</u> . , <u> , </u>	3 17 ,	Article 83	. , 1	1 3 1 ,
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			Shareholders,	who purchase th	e voting shares
			of the Compa	ny in violation o	of provisions of
			the first clause	e and the second o	clause of Article
			63 of the Secu	rities Law, shall	not exercise the
			voting rights	of the shares t	hat exceed the
			prescribed ra	atio within 36	months after
			purchasing the	em, and such sha	res shall not be
			included in th	he total number	of shares with
			voting rights a	it a general meeti	ng.

Original Articles	Proposed Amendments
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N . N . N . N . N . N .	1% or more shares with voting rights or
	investor protection agencies established
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	the provisions of CSRC
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	No consideration or
	other form of de facto consideration shall be
N	offered to collect the voting rights from the
and the second second second	shareholders. Save for statutory conditions, the
30 30	Company shall not impose any restriction on
, Y . Y Y Y Y	minimum shareholdings in collecting the voting
3(-1	rights.
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Article 79	Article 84
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PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
Article 84	Article 89
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Original Articles	Proposed Amendments
Article 86	Article 91
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La company of the Market Company of the Market Company of the Comp	Control of the Marian Control of the Control
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The second of th	Incomplete, wrongly filled, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by
ate a company of the	such voters shall be counted as "abstentions". The same voting rights shall be exercised with
	only one of the voting methods, namely on-site,
	online or other voting methods. The first voting
No. No. of No. of Str. of Str.	result is considered as valid in case of multiple
. No NY	voting of the same voting rights.
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Original Articles	Proposed Amendments
Article 88	Article 93
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No. 20 Miles Annual	a ta ca North State (1997).
(Adding Article 98)	Article 98 Minutes of the general meeting of
	shareholders shall be prepared by the
	Secretary to the board of directors and the

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
	(V) the enquiries or recommendations raised by the shareholders and the corresponding explanations or clarification; (VI) the names of the lawyer, the vote counters and the vote scrutinizers;
	(VII)any other matters that shall be recorded in the minutes as required by the Articles of Association of the Company.
Article 93	Article 99 The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, the supervisors, the secretary to the board of directors, the convener or his/her representative and the chairperson shall sign on the minutes. The minutes shall be kept, together with other valid information such as the book of signatures of the shareholders present at the meeting and the power of attorney for the proxies, and the valid information regarding the voting via the Internet or other means, for no less than 10
(Adding Article 100)	Article 100 The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC sub-office and the stock exchange where the Company is located. If the listing rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.

Original Articles	Proposed Amendments
(Adding Article 102)	Article 102 The on-the-spot General Meeting
	shall not end earlier than the end of the
	meeting held online or by any other means, and
	the chairperson of the meeting shall announce
	the voting results on each proposal at the
	on-the- spot meeting and whether the proposal
	is adopted based on the voting results.
	All parties involved in the voting on the spot,
	online or by any other means at the General
	Meeting, including the Company, vote
	counters, scrutineers, major shareholders and
	network service providers, shall be obliged to
	keep confidential the voting before the voting
	results are formally announced.
(Adding Article 103)	Article 103 Resolutions passed at the meeting
	shall be immediately announced in accordance
	with the listing rules of the stock exchange
	where the Company's shares are publicly traded. The announcement should list the
	number of shareholders or their agents
	appearing at the meeting, the total number of
	voting shares of such shareholders or agents,
	the ratio of such voting shares to total voting
	shares at the Company, the means by which
	votes were cast, the voting result for each
	proposal, and the particulars of each resolution
	passed. Statistics on the attendance and the
	voting of domestic shareholders and foreign
	shareholders shall be kept on an individual
	basis, and announced accordingly.
Article 99 January 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Article 108 Y Y Y
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Original Articles	Proposed Amendments	
Article 101	Article 110	
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Article 102	Article 111
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1	Article 110
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Article 103	Article 112
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Original Articles	Proposed Amendments
Article 109	Article 118
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	reduction of the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans
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r ,	acquisitions, purchase of shares of the
And the second of the second o	Company and change of the Company form
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	XX A single donation involving over RMB20 million but not more than RMB50 million, and involving a cumulative amount of not more than RMB60 million in a fiscal year shall be subject to consideration and approva by the board of directors. A single donation involving over RMB50 million or involving a cumulative amount of more than RMB60 million in a fiscal year shall be subject to consideration and approval at the general meeting of the Company;
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Original Articles	Proposed Amendments
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Original Articles	Proposed Amendments
Article 114 Y Y Y	Article 123
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22 2 3 2 3 3 2 3 3 1 2 3	To publicly solicit proxies from shareholders
. 30.1 - 207 - 7.30	before general meetings;
,	To independently retain external auditing
, I	and consulting institutions to audit or to
	be advised on specific matters concerning
	the Company.
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	independent directors. Y paragraph (VI)
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	For requirements prescribed in the laws,
Lance of the Array	regulations, regulatory documents and relevant
1	provisions of the stock exchange where the
	Company is listed and regulatory authority,
	those requirements shall prevail.
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Original Articles	Proposed Amendments
Article 115 yyy	Article 124 yy
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31 - 31 - 31 - 2 - 2 - 2 - 31 - 31 - 2 - 2 - 2 - 31 - 31	(VI) Other matters prescribed by the law, regulations, CSRC and Articles of Association of the Company.
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Original Articles	Proposed Amendments
Article 123	Article 132
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The state of the s	Minutes of the board meeting shall be kept as
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	(I) date, venue and convener of the meeting;
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The second secon	(II) names of directors and representatives
	authorized by the directors (representative)
And the second s	present at the meeting;
· • · · · · · · · · · · · · · · · · · ·	
	(III) agenda of the meeting;
	(IV) summary of key points made by the
	directors at the meeting;
	directors at the meeting,
	(V) the voting methods and the voting results
	on each matter (the voting result shall
	clearly state the number of votes for
	against and abstain).
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Article 127	Article 136
 M. P. Grand and A. M. Martin, Phys. Lett. 12, 127 (1997). 	president
The second of th	The Company shall have five
	The Company shall have five
	deputy presidents, who shall be appointed of
	dismissed by the board of directors after being
	nominated by the president.

Original Articles	Proposed Amendments
Article 135	Article 144
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	(I) To examine the periodic reports of the
*	company prepared by the board of
	directors and produce written
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Original Articles	Proposed Amendments
	The state of the s
(Adding Article 145)	Article 145 The supervisors shall ensure that
	the information disclosed shall be true, accurate and complete, and sign a written confirmation for regular reports.
Article 137	Article 147 No. 101
Article 148	Company for ten years. Article 158 president 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1

Original Articles	Proposed Amendments
Article 154	Article 164
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Original Articles	Proposed Amendments
Article 171	Article 181
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A No. 2 Annual Control of the Contro	No. 10 March 1981
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mer of the second of the secon	The Independent Directors may solicit the
	opinions from minority shareholders and make
and the state of t	a dividend distribution proposal to be
	submitted directly to the board of directors for
	deliberation.
	Prior to the consideration of detailed cash
	dividend proposals by the general meeting of
And the second s	the Company, the Company may communicate
3 3	and exchange opinions with shareholders and
	especially minority shareholders by different
y Transfer	ways, thereby fully listening to opinions and
No. 1	appeals of minority shareholders and
N , .N N N,	responsively answering questions that minority
and the second second section in	shareholders concern.
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Original Articles Proposed Amendments

The proportion of cash dividends in the profit distribution shall be cash dividends divided by the sum of cash dividends and share dividends.

Original Articles	Proposed Amendments
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	before submitting to the shareholders'
	general meeting for approval. And it shall
	be adopted by shareholders representing
	2/3 or more of the voting rights of the
	shareholders in presence. The
	independent director shall give specific opinions on this.
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Original Articles	Proposed Amendments
Article 187	Article 197
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	the Articles of Association or any of the situations for dissolution prescribed in the Company's Articles of Association occurs
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	Company is ordered to close down or to be dissolved
Article 188	Article 198
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Original Articles	Proposed Amendments
Article 189	Article 199
A CONTRACTOR OF THE STATE OF TH	Link Your Article 197
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The second secon	liquidation group shall be composed of people
r "n	determined by the directors or the general
	meeting. Where no liquidation group is formed
	within the time limit, the creditors may plead
	the people's court to designate relevant persons
ata and a construction of	to form a liquidation group.
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_ l M,	
(Adding Article 212)	Article 212 Where the amendments to the
	Articles of Association involve matters
	requiring disclosure by laws and regulations,
	the amendments shall be announced in
	accordance with regulations.
(Adding Article 216)	Article 216 Notices of the shareholders'
	general meetings of the Company shall be
	made by announcement. Notice of the Board
	meetings and board of supervisors of the
	Company shall be made by hand, facsimile,
	telephone, email, or other forms.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Proposed Amendments
(Adding Article 217)	Article 217 The Company shall designate
	media in the scope of media designated in laws,
	regulations or the securities regulatory
	authority of the State Council to issue
	announcements and other to-be-disclosed
	information of the Company to shareholders of
	domestic shares. The announcements required
	to be given by the Articles of Association to the
	holders of H shares shall be published by the
	methods prescribed by the Hong Kong Listing
	Rules.
	The Board may change the designated media
	for the disclosure of information about the
	Company and shall ensure that such
	designated media complies with the
	requirements as required by the laws and
	regulations of China and Hong Kong, securities
	regulatory authorities under the State Council,
	overseas regulatory authorities and the stock
	exchange of the place where the shares of the
	Company are listed.
(Adding Article 223)	Article 223 In the Articles of Association,
	references to "president" shall have the same
	meaning as "manager" as stipulated in the
	Company Law and other laws and regulations.
	References to "vice president" shall have the
	same meaning as "deputy manager" as stipulated in the Company Law and other laws
	and regulations.
	and regulations.

The English version of this appendix is an unofficial translation of its Chinese version. In case of an discrepancies, the Chinese version shall prevail.

Rules of Procedures for General Meetings of Flat Glass Group Co., Ltd.

Chapter 1 General Provisions

Article 1

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

Chapter 2 Convening of General Meetings

Article 6

Article 7

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Article 8

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PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

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PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

Chapter 3 Proposals and Notice of General Meetings

Article 13

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Article 14

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Article 15

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Article 16

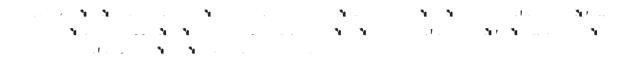
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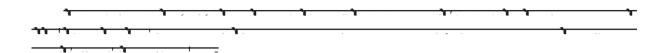
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PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS



Chapter 4 Convening of General Meetings

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Article 22

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PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

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PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

Article 36

Article 37

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Article 39

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PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

Article 40

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PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

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Article 47

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Chapter 5 Supervisory Measures

Article 53 1 1 1 1 1 1 1 1 11111 Article 54 Article 55 and the second of the second o and the second of the second o **Chapter 5 Special Procedures for Voting by Class Shareholders** Article 53 Article 54 Article 55 The Market Committee of the Committee of

Article 56

Article 57

Article 58

Chapter 6 Supplementary Provisions

Article 5659

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PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

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Article 6063

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Article 6164

NOTICE OF AGM



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

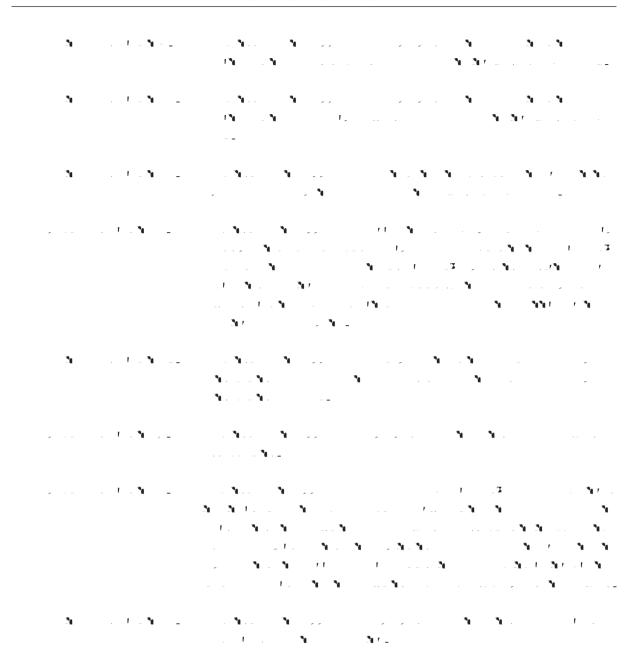
(a joint stock compan incorporated in the People's Republic of China with limited liabilit)

(Stock code: 6865)

NOTICE OF ANNUAL GENERAL MEETING

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NOTICE OF AGM



Flat Glass Group Co., Ltd.
Ruan Hongliang

Chairman

As at the date hereof, the executive Directors were Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Ye hong and Mr. Shen Qifu, and the independent non-executive Directors were Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

NOTICE OF AGM

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