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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)

Notice convening the 2024 AGM to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China, at 2:00 p.m. on Monday, 16 June 2025 are set out on pages 10 to 12 of this circular.

The proxy form for use at the 2024 AGM is also enclosed with this circular. 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 H shares registrar in Hong Kong, 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 People's Republic of China (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 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.

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

"2024 AGM"	the annual general meeting of the Company to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, PRC, at 2:00 p.m. on Monday, 16 JT-8alou 119f5adjournmend at reof226

"Scheme" or "A Share Option Incentive Scheme"	the 2021 Share Option Incentive Scheme of Flat Glass Group Co., Ltd. (Revised Version)
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"Share(s)"	the A Share(s) and the H Share(s)
"Share Options"	the right to be granted to a participant by the Company to acquire certain number of shares of the Company under the pre-determined conditions in a particular period of time in the future
"Shareholder(s)"	the holder(s) of the Share(s) of the Company
"Supervisor(s)"	the supervisor(s) of the Company
"Supervisory Committee"	the supervisory committee of the Company
"%"	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.

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

English names of Chinese entities marked with "" are translations of their Chinese names and are included in this circular for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese names prevails.*



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

In order to meet the financial needs of the ordinary business activities and investment plans of the Company, it is proposed that the Company and its subsidiaries apply to financial institutions for composite credit facilities of not exceeding RMB28 billion (subject to the limit actually approved by such financial institution) in 2025. During the validity period of the authorization, the credit facilities may be applied on a revolving basis. The Company and its subsidiaries will provide corresponding guarantees for the composite credit facilities within the above-mentioned limit in accordance with the credit requirements of each financial institution.

In accordance with 6.1.10 of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the provision of guarantees to be provided shall be proposed at the 2024 AGM for the Shareholders to consider and, if thought fit, to be approved by way of a special resolution.

In order to improve the efficiency and timely handle the financing business, a resolution will be proposed at the 2024 AGM for the Shareholders to consider and, if thought fit, to authorize the chairman and its authorized persons to sign all legal documents including contracts, agreements, and vouchers related to all credit facilities within the above-mentioned credit limit, the law and economic responsibility arising therefrom shall be borne by the Company. The validity period of the resolution if so approved by the Shareholders at the 2024 AGM, shall be from the date of resolution passed at the 2024 AGM to the date of the next annual general meeting of the Company.

III. THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS FOR 2024 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2025

The daily related party transactions between the Company and relevant related parties involve leasing staff dormitories, factory buildings, terminal berths, providing services such as the rental of houses, premises, containers, etc. to related parties and acceptance of logistics services and gas supply services provided by relevant related parties mainly for the ordinary production and operation needs of the Company.

Details of the implementation of the daily related party transactions of the Company in 2024 are set out in the table below:

Unit: RMB0'000

Types of related party transactions	Related parties	Amount expected to be incurred in 2024	Actual amount incurred in 2024	Reason for material difference between estimated amount and actual amount incurred
Leasing staff dormitories, factory buildings	Yihe Investment Co., Ltd. (義和投資有限公司)	849.96	849.96	–
Leasing terminal berths	Fengyang Hongding Port Co., Ltd. (鳳陽鴻鼎港務有限公司)	165.14	165.14	–
Providing services such as the rental of houses, premises, containers, etc. to related parties	Jiaxing Kaihong Flat Supply Chain Management Co., Ltd. (嘉興凱鴻福萊特供應鏈管理有限公司)	800.00	284.64	The premises lease and related services did not actually occur in 2024.
Acceptance of logistics services		47,000.00	46,626.19	–
Acceptance of gas supply services	JiaXing Gas Group Co., Ltd. (嘉興市燃氣集團股份有限公司)	38,000.00	22,301.73	This is due to the reduced production capacity caused by the cold repair of some kilns for maintenance, as well as the addition of new supply channels.
Total		86,815.10	70,227.66	

Note: The actual amounts incurred in 2024 are unaudited, and the final amounts are subject to the figures to be audited by the auditors during the annual audit.

Details of the estimated amounts and types of daily related party transactions for 2025 are set out in the table below:

Unit: RMB0'000

Types of related party transactions	Related parties	Amount expected to be incurred in 2025	Actual amount incurred in 2024	Reason for material difference between estimated amount and actual amount incurred
Leasing staff dormitories, factory buildings	Yihe Investment Co., Ltd. (義和投資有限公司)	849.96	849.96	–
Leasing terminal berths	Fengyang Hongding Port Co., Ltd. (鳳陽鴻鼎港務有限公司)	275.23	165.14	–
Providing services such as the rental of houses, premises, containers, etc. to related parties	Jiaxing Kaihong Flat Supply Chain Management Co., Ltd. (嘉興凱鴻福萊特供應鏈管理有限公司)	800.00	284.64	This is mainly due to the increase in the volume of container leasing business.
Acceptance of logistics services		50,000.00	46,626.19	–
Acceptance of gas supply services	JiaXing Gas Group Co., Ltd. (嘉興市燃氣集團股份有限公司)	20,000.00	22,301.73	–
Total		71,925.19	70,227.66	

Note: The data in the above table are excluding tax and unaudited, and the final amounts are subject to the figures to be audited by the auditors during the annual review.

The price for the Company's leasing of staff dormitories, factory buildings, terminal berths, providing services such as the rental of houses, premises, containers, etc. to related parties and acceptance of gas supply services provided by relevant related parties is determined with reference to the prevailing market prices. The pricing method for the Company to accept logistics services provided by related parties is the same as that for the Company to accept logistics services provided by other logistics service providers. The pricing principle for related party transactions between the Company and the above related parties are based on the principle of fairness and just, and the relevant agreement is made with reference to the market price of the same type of transactions in the current period. The prices of such related party transactions are in line with the prevailing market price levels for the same period or are in the normal price range compared to similar transactions.

The Board believes that the above related party transactions between the Company and related parties are necessary for the ordinary operation of the Company and will strengthen business development and reduce operational costs of the Company. Such related party transactions follow fair, justice and reasonable market-based pricing principles and play a positive role in the actual production and operation of the Company. They neither harm the Company and ireleh play gb5s, etcspeciallyhe relightand p fainrmies of thnedies tr play gb5s, e5 ( )]TJ0.0127

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Save for the above amendments, there are no substantive amendments to other articles in the Articles of Association. The non-substantial amendments may include any 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.

The proposed amendments to the Articles of Association shall be subject to the passing of a special resolution by the Shareholders at the 2024 AGM to be convened by the Company, and will become effective upon the approvals by the Shareholders at such meeting.

V. TERMINATION OF THE 2021 A SHARE OPTION INCENTIVE SCHEME AND CANCELLATION OF SHARE OPTIONS

The internal and external environment in which the Company is operating has undergone great changes since the formulation of the Scheme. For this regard, if the Company continues to implement the Scheme, it is difficult to achieve the expected incentive goals and effects, which is not conducive to fully motivating the core team of the Company. To effectively incentive employees and protect the interests of the Company, employees, and Shareholders as a whole, after careful study, the Board proposed to terminate the implementation of the Scheme and the supporting documents including the 2021 A Share Option Incentive Scheme and the Appraisal Management Measures for Implementation of the 2021 A Share Option Incentive Scheme.

Pursuant to the provisions of the Scheme, if the Scheme is terminated, after going through the consideration procedures, the Company should timely apply to the registration and settlement company for the cancellation of outstanding Share Options. 3,147,284 Share Options under the Scheme are subject to cancellation. After approval of proposal on termination of the Scheme at the 2024 AGM, the Board will go through the cancellation procedures of relevant Share Options.

The termination of the Scheme by the Company is in compliance with relevant laws, regulations and normative documents including the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and the Measures for the Administration of Equity Incentives of Listed Companies as well as the rules governing the Scheme. Such termination will not prejudice the interests of the Company and Shareholders as a whole, nor have any material impact on the daily operations of the Company, nor affect the dedication and due diligence of the management and core team of the Company. The management and core team of the Company will continue to conscientiously perform their duties and create value for Shareholders.

VI. THE 2024 AGM

Notice convening the 2024 AGM to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd. 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:00 p.m. on Monday,16 June 2025, is set out on pages 10 to 12.

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 2024 AGM will be voted by poll.

For the purpose of determining the entitlement for attendance and voting at the 2024 AGM, the H Share register of members of the Company will be closed from Wednesday, 11 June 2025 to Monday,16 June 2025, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names 83583r on the H Share register of members of the Company on Tuesday,10 June 2025 shall be entitled to attend and vote at the 2024 AGM. In order to attend and vote at the 2024 AGM, 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 Tuesday,10 June 2025.

H Shareholders can attend and vote in person or 835oint a proxy to attend and vote at the 2024 AGM. H Shareholders who intend to a35oint a proxy to attend the 2024 AGM are requested to complete the proxy form in 8ccord8nce with the instructions set out therein 8nd 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 a35ointed for holding the 2024 AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2024 AGM should you so wish.

VII. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2024 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the 2024 AGM.

Yours faithfully
By order of the Board
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairm8n

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福萊特玻璃集團股份有限公司

Ordinary resolution 7.	To consider and approve the proposal on determination of the remuneration of the Directors for the year ending 31 December 2025.
Ordinary resolution 8.	To consider and approve the proposal on determination of the remuneration of the Supervisors for the year ending 31 December 2025.
Ordinary resolution 9.	To consider and approve the environmental, social and governance report of the Company for the year ended 31 December 2024.
Special resolution 10.	To consider and approve the guarantees to be provided by the Group for its potential credit facility of up to RMB28 billion and to authorize the chairman of the Board and its authorized persons to sign all legal documents relating to the credit facilities, and the validity period of this resolution to be valid until the date of the next annual general meeting of the Company.
Ordinary resolution 11.	To consider and approve the implementation of daily related party transactions for 2024 and the estimate on daily related party transactions for 2025.
Special resolution 12.	To consider and approve the proposed changes of registered capital and amendments to the Articles of Associations.
Special resolution 13.	To consider and approve termination of the 2021 A share option incentive scheme and cancellation of share options.

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

Jiaxing, Zhejiang Province, the PRC
22 May 2025

As at the date hereof, the executive Directors were Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu, and the independent non-executive Directors were Ms. Xu Pan, Ms. Du Jian and Ms. Ng Yau Kuen Carmen.

Notes:

1. In order to ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday,11 June 2025 to Monday,16 June 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming AGM, 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), for registration before 4:30 p.m. on Tuesday,10 June 2025. H Shareholders whose names appear on the register of members of the Company on Tuesday,10 June 2025 are entitled to attend and vote at the AGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the AGM will be determined and announced separately in the PRC by the Company.

2. Shareholders who are entitled to attend and vote at the AGM 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 AGM. 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 AGM or any adjourned meetings should they so wish.

5. Shareholders or their proxies shall provide their identification documents when attending the AGM.

6. Shareholders attending the AGM 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.