



**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)

**PROXY FORM FOR THE ANNUAL GENERAL MEETING**  
**TO BE HELD ON 24 JUNE 2019**

Number of Shares and the relevant class of Shares to which this form of proxy relates (A Shares/H Shares) <sup>(Note 1)</sup>	
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I/We, <sup>(Note 2)</sup> \_\_\_\_\_  
 of (address) \_\_\_\_\_  
 being the holder(s) of \_\_\_\_\_ A Shares/ \_\_\_\_\_ H Shares<sup>(Note 3)</sup>  
 of RMB0.25 each in the share capital of Flat Glass Group Co., Ltd. (the "Company"), hereby appoint the chairman of the meeting or \_\_\_\_\_<sup>(Note 4)</sup>  
 of (address) \_\_\_\_\_  
 as my/our proxy(ies) to attend the annual general meeting (the "AGM") of the Company to be held at 14:00 p.m. on Monday, 24 June 2019 at the Conference Room on the fifth floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China, or any adjournment thereof, and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of AGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit. Unless defined otherwise, capitalised terms used in this proxy form shall have the same meanings as those defined in the circular of the Company dated 9 May 2019.

RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
<b>Ordinary resolution 1.</b>	To consider and approve the report of the Board for the year ended 31 December 2018.			
<b>Ordinary resolution 2.</b>	To consider and approve the report of the board of Supervisors for the year ended 31 December 2018.			
<b>Ordinary resolution 3.</b>	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2018.			
<b>Ordinary resolution 4.</b>	To consider and approve the annual report of the Company for the year ended 31 December 2018.			
<b>Ordinary resolution 5.</b>	To consider and approve the report on the Company's final accounts for the year ended 31 December 2018.			
<b>Ordinary resolution 6.</b>	To consider and approve the report on the Company's financial budget for the year ending 31 December 2019.			
<b>Ordinary resolution 7.</b>	To consider and approve the profit distribution plan and payment of the final dividend of RMB4.5 cents per ordinary share of the Company (before tax) for the year ended 31 December 2018.			
<b>Ordinary resolution 8.</b>	To consider and approve the Company to adopt CASBE in the preparation of its financial statements.			
<b>Ordinary resolution 9.</b>	To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP. in the PRC as the Company's auditors until the conclusion of the next annual general meeting of the Company, and to approve and authorise the Board to determine its remuneration.			

RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
<b>Ordinary resolution 10.</b>	To consider and approve the cessation of appointment of Messrs. Deloitte Touche Tohmatsu in Hong Kong as the Company's international auditor.			
<b>Ordinary resolution 11.</b>	To consider and approve the proposal on determination of the remuneration of the directors of the Company for the year ending 31 December 2019.			
<b>Ordinary resolution 12.</b>	To consider and approve the proposal on determination of the remuneration of the supervisors of the Company for the year ending 31 December 2019.			
<b>Ordinary resolution 13.</b>	To consider and approve the Environmental, Social and Governance Report of the Company for the year ended 31 December 2018.			
<b>Special resolution 14.</b>	To consider and approve:			
	(i) the Proposed Articles Amendments; and			
	(ii) 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.			
<b>Special resolution 15.</b>	To consider and approve the Report on the Company's Compliance of the Conditions for the Proposed Issuance of A Share Convertible Bonds.			
<b>Special resolution 16.</b>	To consider and approve the grant of specific mandate to the Board to issue the A Share Convertible Bonds pursuant to the A Share Convertible Bonds Issuance Plan:			
	(i) Type of bonds to be issued			
	(ii) Issue size			
	(iii) Par value and issue price			
	(iv) Bonds term			
	(v) Bonds interest			
	(vi) Method and timing of interest payment			
	(vii) Conversion period			
	(viii) Determination and adjustment of conversion price			
	(ix) Downward adjustment to the conversion price			
	(x) Determination of the number of conversion shares and methods for determining the number of shares for conversion when there is insufficient balance on conversion into one share			
	(xi) Terms of redemption			
	(xii) Terms of sell back			
	(xiii) Dividend rights for the conversion year			
	(xiv) Method of issuance and target investors			
	(xv) Subscription arrangement for existing A Shareholders			
	(xvi) Relevant matters on Bondholders' meetings			
	(xvii) Use of proceeds			
	(xviii) Management and deposit of proceeds			
	(xix) Guarantee			
	(xx) Validity period of the Plan			
<b>Special resolution 17.</b>	To consider and approve the Preliminary Plan of the Proposed Issuance of A Share Convertible Bonds.			

RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
<b>Special resolution 18.</b>	To consider and approve the Feasibility Report on the Proposed Issuance of A Share Convertible Bonds.			
<b>Ordinary resolution 19.</b>	To consider and approve the Report on Use of Previous Proceeds.			
<b>Ordinary resolution 20.</b>	To consider and approve the Rules for A Share Convertible Bondholders' Meetings.			
<b>Ordinary resolution 21.</b>	To consider and approve the Impact of the Dilution of Immediate Return as a Result of the Initial Public Offering of A Share Convertible Bonds on Major Financial Indicators of the Company and the Remedial Measures adopted by the Company and related Undertakings.			
<b>Ordinary resolution 22.</b>	To consider and approve the Undertakings by the Directors, Senior Management of the Company, Controlling Shareholders and Actual Controllers of the Company on the Actual Performance of the Remedial Measures for the Dilution of Current Returns of the Company.			
<b>Special resolution 23.</b>	To consider and approve the authorisation of the Board and its authorised persons to manage the matters relating to the Proposed Issuance of A Share Convertible Bonds.			
<b>Special resolution 24.</b>	To consider and approve the Shareholders' Dividend Distribution Plan for the Years Ending 31 December 2019, 2020 and 2021.			
<b>Ordinary resolution 25.</b>	To consider and approve the proposal on the Possible Subscription for A Share Convertible Bonds by Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, controlling shareholders of the Company, Mr. Wei Yezhong and Mr. Shen Qifu, executive directors of the Company, and Mr. Zheng Wenrong, Mr. Shen Fuquan and Mr. Zhu Quanming, supervisors of the Company.			
<b>Special resolution 26.</b>	To consider and approve the guarantees to be provided by the Group for its potential credit facilities of up to RMB1.5 billion and to authorize the chairman of the Company 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.			

Date: \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature: \_\_\_\_\_ <sup>(Note 6)</sup>

**Explanatory Notes:**

- Resolution 3:** Audited consolidated financial statements are prepared respectively under the IFRS by Messrs. Deloitte Touche Tohmatsu in Hong Kong and under CASBE by Messrs. Deloitte Touche Tohmatsu in the PRC.
- Resolution 4:** Annual reports are prepared for H shareholders in compliance with Listing Rules and for A shareholders in compliance with SSE Listing Rules.
- Resolutions 7 to 10, and 14 to 26:** Please refer to the Circular for more information.

**Notes:**

- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates and the relevant class of shares. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address (es) as registered in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words "the chairman of the meeting or" and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.

5. **IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE RELEVANT RESOLUTION(S). IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE RELEVANT RESOLUTION(S). IF YOU WISH TO ABSTAIN FROM VOTING ON ANY OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED “ABSTAIN” BESIDE THE RELEVANT RESOLUTION(S).** If you wish to vote only part of the number of shares registered in your name(s) to which this proxy form relates, please state the exact number of shares in lieu of a tick in the relevant box. Failure to complete any or all boxes will entitle your proxy to abstain or cast his or her votes on the relevant resolution(s) at his or her discretion. Your proxy will also be entitled to vote at his or her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting. The shares abstained will be entitled in the calculation of the required majority.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorised. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
7. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarial copy of that power of attorney or other authority must be delivered, for holders of H shares of the Company, to the Company’s H shares registrar in Hong Kong, Tricor Investor Services Limited at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong or for holders of A shares of the Company, to the head office of the Company in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People’s Republic of China not less than 24 hours before the time appointed for the holding of the AGM (i.e., 14:00 p.m. on Monday, 24 June 2019) (or any adjournment thereof).
8. You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.
9. Please refer to the notice convening the AGM for the explanatory notes of the above resolutions.