



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 2019 FIRST H SHAREHOLDERS' CLASS MEETING
TO BE HELD ON 24 JUNE 2019

Number of H Shares to which this
form of proxy relates *(Note 1)*

I/We, *(Note 2)* _____

of (address) _____

being the holder(s) of _____ H Shares *(Note 3)*

of RMB0.25 each in the share capital of Flat Glass Group Co., Ltd. (the "Company"), hereby appoint the chairman of the meeting
or _____ *(Note 4)*

of (address) _____

as my/our proxy(ies) to attend the 2019 First H Shareholders' Class Meeting of the Company to be held 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 immediately after the conclusion of the 2019 First A Shareholders' Class Meeting to be held on the same day, 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 2019 First H Shareholders' Class Meeting 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 <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
Special resolution 1.	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 resolution			

RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
Special resolution 2.	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.			

Date: _____ day of _____ 2019

Signature: _____ *(Note 6)*

Notes:

1. 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).
2. Please insert the full name(s) and address (es) as registered in the register of members of the Company in **BLOCK LETTERS**.
3. Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
4. 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.
6. This form of proxy must be signed by you or your attorney duly authorized 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 to the Company’s H shares registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the time appointed for the holding of the 2019 First H Shareholders’ Class Meeting (or any adjournment thereof) or for taking the poll.
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 2019 First H Shareholders’ Class Meeting or any adjournment thereof if you so wish.