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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)

(1) PROPOSED INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2019 (2) NOTICE OF THE 2019 FIRST EGM

Notices convening the 2019 First EGM to be held at the Conference Room, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China, at 3:00 p.m. on Tuesday, 26 November 2019 are set out on pages 8 to 9 of this circular.

Forms of proxy for use at the 2019 First EGM are also enclosed with this circular. If you intend to attend the relevant meeting(s) 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares), 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 holders of A Shares) as soon as possible but in any event no later than 24 hours before the time appointed for holding of the relevant meeting(s) or any adjournment thereof. Completion and return of the proxy form(s) shall not preclude you from attending and voting in person at the relevant meeting(s) or any adjourned meeting(s) should you so wish. Shareholders who intend to attend the meeting(s) in person or by proxy should complete and return the relevant reply slip(s) in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting(s) or any adjournment thereof.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
NOTICE OF THE 2019 FIRST EGM	8

DEFINITIONS

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

“2019 First EGM”	the extraordinary general meeting of the Company to be held at the Conference Room, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC at 3:00 p.m. on Tuesday, 26 November 2019
“2019 Interim Dividend”	the proposed interim dividend of RMB2.7 cents per ordinary Share (before tax) (for reference only, equivalent to approximately HK2.98 cents per ordinary Share (before tax)) for the six months ended 30 June 2019
“A Share(s)”	A share(s) of the Company with a nominal value of RMB0.25 each which are listed on the Shanghai Stock Exchange and traded in RMB (stock code: 601865)
“A Shareholder(s)”	the holder(s) of the A Share(s)
“Articles of Association” or “Articles”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Circular”	the circular of the Company dated 11 October 2019
“Company Law”	the Company Law of the PRC
“CSRC”	China Securities Regulatory Commission of the PRC
“Directors”	the directors of the Company

DEFINITIONS

“Flat Glass Group” or “Company”	Flat Glass Group Co., Ltd.* (福萊特玻璃集團股份有限公司, previously known as Zhejiang Flat Glass & Mirror Co., Ltd.* (浙江福萊特玻璃鏡業股份有限公司) and Flat Solar Glass Group Co., Ltd.* (福萊特光伏玻璃集團股份有限公司)), a joint stock limited liability company converted from its predecessor, Zhejiang Flat Glass & Mirror Ltd.* (浙江福萊特玻璃鏡業有限公司, previously known as Jiaxing City Naibang Trading Co., Ltd.* (嘉興市耐邦經貿有限公司)), a limited liability company established under the laws of the PRC, on 29 December 2005 and the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6865), the A Shares of which are listed on the Main Board of Shanghai Stock Exchange (stock code: 601865)
“H Share(s)”	overseas listed foreign invested share(s) in the capital of the Company with nominal value of RMB0.25 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange (stock code: 6865)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“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)
“Shareholder(s)”	the holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	Percent

DEFINITIONS

In this circular, unless the context otherwise requires, the terms “core connected person(s)”, “connected person(s)”, “connected transaction(s)”, “controlling shareholder(s)” and “substantial shareholder(s)”, if used, shall have the meanings given to such terms in the Listing Rules, as modified by the Stock Exchange from time to time.

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.*

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 in the People's Republic of China with limited liability)
(stock code: 6865)

Executive Directors:
Mr. Ruan Hongliang (*Chairman*)
Ms. Jiang Jinhua
Mr. Wei Yezhong
Mr. Shen Qifu

*Registered office, headquarters and
principal place of business in the PRC:*
1999 Yunhe Road
Xiuzhou District Jiaxing
Zhejiang Province PRC

Independent non-executive Directors:
Dr. Cui Xiaozhong
Ms. Hua Fulan
Mr. Ng Ki Hung

Principal place of business in Hong Kong:
Room C, 2/F, Capital Trade Centre,
62 Tsun Yip Street
Kwun Tong, Kowloon,
Hong Kong

11 October 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED INTERIM DIVIDEND
FOR THE SIX MONTHS ENDED 30 JUNE 2019
(2) NOTICE OF THE 2019 FIRST EGM**

I INTRODUCTION

The purpose of the Circular is to provide you with information regarding (i) the proposed interim dividend for the six months ended 30 June 2019; and (ii) give you notice of 2019 First EGM.

II PROPOSED INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2019

As stated in the announcement of the Company dated 26 August 2019 relating to the interim results of the Group for the six months ended 30 June 2019 and the circular of the Company dated 11 October 2019 on further details of the proposed interim dividend for the six months ended 30 June 2019 and the interim report of the Company for the six months ended 30 June 2019, the Board recommended the payment of an interim dividend of RMB2.7 cents per ordinary Share (before tax) (for reference only, equivalent to

LETTER FROM THE BOARD

approximately HK2.98 cents per ordinary share (before tax)) for the six months ended 30 June 2019 to the Shareholders. Shareholders whose names appear on the register of members of the Company on 4 December 2019 (Wednesday) will be entitled to the 2019 Interim Dividend. For the purpose of ascertaining Shareholders' entitlement to the 2019 Interim Dividend, the register of members of the Company will be closed from 30 November 2019 (Saturday) to 4 December 2019 (Wednesday) (both days inclusive) for the purpose of determining Shareholders' entitlement to the 2019 Interim Dividend. In order to qualify for receiving the 2019 Interim Dividend, all transfer documents must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for holders of A Shares), for registration before 4:30 p.m. on 29 November 2019 (Friday).

2019 Interim Dividend on A Shares will be paid in RMB and 2019 Interim Dividend on H Shares will be paid in Hong Kong dollars. The exchange rate for the 2019 Interim Dividend to be paid in Hong Kong dollars will be the mean of the exchange rates of Hong Kong dollars to RMB as announced by the People's Bank of China during the five business days prior to the date of the 2019 First EGM if such proposed resolution is approved at the 2019 First EGM. Please also refer to the section "Corporate Governance and other information – Taxation" in the interim report of the Companies for the six months ended 30 June 2019 for further details on payment of dividends.

The 2019 Interim Dividend is subject to approval by the Shareholders at the 2019 First EGM and a resolution will be proposed to the Shareholders for voting at the 2019 First EGM. If the resolution for the 2019 Interim Dividend is passed at the 2019 First EGM, the 2019 Interim Dividend will be payable before 24 January 2020.

III THE 2019 FIRST EGM

Notices convening the 2019 First EGM to be held at Conference Room, Flat Glass Group Co., Ltd. Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 3:00 p.m. on Tuesday, 26 November 2019, are set out on pages 8 to 9.

Notices of the 2019 First EGM

The 2019 First EGM will be held at the Conference Room, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC at 3:00 p.m. on Tuesday, 26 November 2019.

Reply slip and proxy form

If you are eligible and intend to attend the 2019 First EGM, please complete and return the reply slip(s), in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting(s), being on or before Tuesday, 5 November 2019, or any adjournment thereof.

LETTER FROM THE BOARD

Shareholders who intend to attend the 2019 First EGM by proxy are required to complete and return the proxy form(s), in accordance with the instructions printed thereon as soon as possible and in any event no later than 24 hours before the time appointed for the holding of such meeting(s) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at such meeting(s) or any adjournment thereof should you so wish.

Voting by poll at the 2019 First EGM

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the 2019 First EGM as set out in the notices of the 2019 First EGM in this circular must be taken by poll. The chairman of the 2019 First EGM will therefore demand a poll for every such resolution put to the vote at the 2019 First EGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share of the Company registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

No Shareholder is required to abstain from voting for the resolutions proposed at the 2019 First EGM.

Entitlement for Attendance and Voting at the 2019 First EGM

For the purpose of determining the entitlement for attendance and voting at the 2019 First EGM, the H Shares register of members of the Company will be closed from Sunday, 27 October 2019 to Tuesday, 26 November 2019, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company on Tuesday, 26 November 2019 shall be entitled to attend and vote at the 2019 First EGM. In order to attend and vote at the 2019 First EGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Friday, 25 October 2019.

H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2019 First EGM. H Shareholders who intend to appoint a proxy to attend the 2019 First EGM are requested to complete the proxy form in accordance with the instructions set out therein and return it to the H Share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event, not less than 24 hours before the time appointed for holding the 2019 First EGM, or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2019 First EGM, or any adjourned meeting (as the case may be) should you so wish.

LETTER FROM THE BOARD

IV RECOMMENDATION

The Board considers that all resolutions set out in the notices of the 2019 First EGM for Shareholders' consideration and approval are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the notice of the 2019 First EGM which are to be proposed at the 2019 First EGM.

V RESPONSIBILITY STATEMENT

This document, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

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

NOTICE OF THE 2019 FIRST EGM



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 OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 first extraordinary general meeting (the “**2019 First EGM**”) of Flat Glass Group Co., Ltd. (the “**Company**”) will be held at Conference Room, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 3:00 p.m. on Tuesday, 26 November 2019. Unless otherwise defined, capitalised terms used in this notice shall have the meanings as those defined in the circular of the Company dated 11 October 2019 (the “**Circular**”).

ORDINARY RESOLUTION

To declare an interim dividend of RMB2.7 cents per ordinary Share (before tax) for the six months ended 30 June 2019.

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

Jiaxing, Zhejiang Province, the PRC
11 October 2019

As at the date hereof, the executive directors of the Company are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu; independent non-executive directors of the Company are Mr. Cui Xiaozhong, Ms. Hua Fulan and Mr. Ng Ki Hung.

NOTICE OF THE 2019 FIRST EGM

Notes:

1. In order to ascertain Shareholders' entitlement to attend and vote at the 2019 First EGM, the register of members of the Company will be closed from 27 October 2019 (Sunday) to 26 November 2019 (Tuesday) (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming the 2019 First EGM, all transfer documents must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for holders of A Shares), for registration before 4:30 p.m. on 25 October 2019 (Friday). Shareholders whose names appear on the register of members of the Company on 26 November 2019 (Tuesday) are entitled to attend and vote at the 2019 First EGM.
2. The Board has recommended an interim dividend for the six months ended 30 June 2019 of RMB2.7 cents per ordinary share (before tax). For the purpose of ascertaining shareholders' entitlement to the 2019 Interim Dividend, the register of members of the Company will be closed from 30 November 2019 (Saturday) to 4 December 2019 (Wednesday) (both days inclusive) for the purpose of determining shareholders' entitlement to the 2019 Interim Dividend. In order to qualify for receiving the 2019 Interim Dividend, all transfer documents must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for holders of A Shares), for registration before 4:30 p.m. on 29 November 2019 (Friday). Subject to approval by the Shareholders at the 2019 First EGM, the 2019 Interim Dividend will be paid before 24 January 2020.
3. Shareholders who are entitled to attend and vote at the 2019 First EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.
4. 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 authorized to sign the same.
5. In order to be valid, the proxy form for the 2019 First EGM must be deposited by hand or by post to the H share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the holders of H Shares) or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for holders of A Shares) not less than 24 hours before the time for holding the 2019 First EGM (or any adjournment thereof) for taking the poll. 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 Shareholders from attending and voting in person at the 2019 First EGM or any adjourned meetings should they so wish.
6. Shareholders or their proxies shall provide their identification documents when attending the 2019 First EGM. If corporate Shareholders appoint authorized representative to attend the 2019 First EGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the 2019 First EGM.
7. Shareholders who intend to attend the 2019 First EGM should complete the reply slip and return it by hand or by post to the H share registrar of the Company (for holders of H shares of the Company) or to the registered office in the PRC of the Company (for holders of A shares of the Company) on or before 5 November 2019 (Tuesday).
8. Shareholders attending the 2019 First EGM shall be responsible for their own travel and accommodation expenses.
9. The address of the registered office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.