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**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 2023 THIRD EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2023 third extraordinary general meeting (the “**2023 Third EGM**”) of Flat Glass Group Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Friday, 22 December 2023 at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC for the purpose of considering, and if thought fit, passing the following resolutions by way of special resolutions. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 4 December 2023:

Special resolution 1. To consider and, if thought fit, to approve the following general mandate for the Board and any of its authorized persons to repurchase the H Shares during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase the H Shares:

- (a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the 2023 Third EGM and of the relevant resolutions at class meetings of Shareholders and the repurchase of H Shares will be at a repurchase price of less than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on the Hong Kong Stock Exchange.
- (b) the Board be authorised to (including but not limited to the following):
  - (i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;
  - (ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;

- (iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the places of listing of the Company, and make the necessary filings with the relevant regulatory authorities (if necessary); and
  - (iv) cancel the repurchased H Shares, and execute and deal with any relevant documents and matters in connection with the aforementioned repurchase.
- (c) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of the special resolution at the 2023 Third EGM and the 2023 Third Class Meetings until the earliest of:
- (i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2023; or
  - (ii) the date on which the Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.

Special resolution 2. To consider and approve the proposed changes of registered capital and amendments to the Articles of Associations.

Special resolution 3. To consider and approve that the Board be authorized to make changes in industrial and commercial registration and make relevant adjustments and revision 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 adjustment and revisions to characters, chapters and articles.

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

Jiaxing, Zhejiang Province, the PRC  
4 December 2023

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

*Notes:*

1. In order to ascertain the Shareholders' entitlement to attend and vote at the 2023 Third EGM, the register of members of the Company will be closed from Tuesday, 19 December 2023 to Friday, 22 December 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming 2023 Third EGM, 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 Monday, 18 December 2023. H Shareholders whose names appear on the register of members of the Company on Monday, 18 December 2023 are entitled to attend and vote at the 2023 Third EGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the 2023 Third EGM will be determined and announced separately in the PRC by the Company.
2. Shareholders who are entitled to attend and vote at the 2023 Third EGM 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 2023 Third EGM (i.e. before Thursday, 21 December 2023) (or any adjournment thereof). 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 2023 Third EGM or any adjourned meetings should they so wish.
5. Shareholders or their proxies shall provide their identification documents when attending the 2023 Third EGM.
6. Shareholders attending the 2023 Third EGM 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.