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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 A SHARE OFFERING**  
**(2) PROPOSED AMENDMENTS TO THE ARTICLES AND CORPORATE**  
**GOVERNANCE RULES**  
**AND**  
**(3) PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND**  
**PROPOSED CHANGE OF COMPOSITION OF BOARD COMMITTEES**

**PROPOSED A SHARE OFFERING**

The Board is pleased to announce that, at the Board Meeting, it has been resolved that the Company will apply to CSRC and other relevant regulatory authorities for an initial public offering and listing of the Company's A Shares in order to satisfy the long term capital needs for the sustainable business development, promote the smooth implementation of the development strategies and enhance the capital resources of the Company.

The total number of A Shares to be issued will be not more than 200,000,000 A Shares, representing (i) approximately 11.1% of the total existing issued share capital of the Company before the issue, and 10.0% of total enlarged issued share capital of the Company after the issue; (ii) approximately 14.8% of the existing issued Domestic Shares of the Company before the issue, and approximately 12.9% of the enlarged issued Domestic Shares of the Company after the issue, assuming that there are no other changes to the issued share capital of the Company.

## **OTHER RESOLUTIONS RELATING TO THE PROPOSED A SHARE OFFERING**

The Board also passed other relevant resolutions in relation to the Proposed A Share Offering at the Board Meeting, including, among other things: (1) proposal on granting authorisation to the Board to handle matters in relation to the Proposed A Share Offering; (2) use of proceeds from the Proposed A Share Offering; (3) distribution plan of the accumulated undistributed profits before the Proposed A Share Offering; (4) proposed amendments to the Articles; (5) proposed amendments to certain corporate governance rules; (6) price stabilisation plan for the A Shares within three years after the Proposed A Share Offering; (7) proposal on undertakings in connection with the Proposed A Share Offering and related restrictive measures; (8) proposal on dilution of immediate returns as a result of the Proposed A Share Offering and related remedial measures; (9) undertakings from the Directors and senior management of the Company on the dilution of immediate returns as a result of the Proposed A Share Offering and related remedial measures; (10) undertakings from the controlling shareholders of the Company on the dilution of immediate returns as a result of the Proposed A Share Offering and related remedial measures; and (11) dividend distribution plan for the three years after the Proposed A Share Offering.

## **PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board also announces that Ms. Pan Yushuang has tendered her resignation as an independent non-executive Director to spend more time on her other business endeavours. Her resignation will take effect from the conclusion of the EGM to elect and appoint a new independent non-executive Director to fill her vacancy. Following her resignation, Ms. Pan will also cease to be a member of each of the Audit Committee, Remuneration Committee, Nomination Committee, Strategic Development Committee and Risk Management Committee and the chairman of each of the Audit Committee and the Remuneration Committee, with effect from the same time.

To fill the vacancy of the Board due to the resignation of Ms. Pan, the Board has resolved at the Board Meeting to nominate Dr. Cui Xiaozhong as the candidate of the new independent non-executive Director with a term of appointment from the date of approval of his appointment by the Shareholders at the EGM until the end of the current session of the Board on 30 September 2018.

Dr. Cui has also been nominated as a candidate of a member of each of the Audit Committee, Remuneration Committee, Nomination Committee, Strategic Development Committee and Risk Management Committee and the chairman of each of the Audit Committee and the Remuneration Committee.

## GENERAL

The Company will convene the EGM and the Class Meetings (where applicable) to seek approval from the Shareholders for the above matters.

A circular containing, among other things, the date, time and location of the EGM, and details of the above matters will be despatched to the Shareholders in due course.

**The Proposed A Share Offering is subject to certain conditions, including but not limited to the prevailing market conditions, the Shareholders' approval at the EGM and the Class Meetings, as well as the approvals of the CSRC and/or other relevant regulatory authorities, and accordingly, may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares or other securities of the Company.**

## PROPOSED A SHARE OFFERING

The Board is pleased to announce that, at the Board Meeting, it has been resolved that the Company will apply to CSRC and other relevant regulatory authorities for an initial public offering and listing of the Company's A Shares in order to satisfy the long term capital needs for the sustainable business development, promote the smooth implementation of the development strategies and enhance the capital resources of the Company.

The Proposed A Share Offering and other related resolutions below are conditional and subject to market conditions and Shareholders' approval as ordinary resolutions or special resolutions (as the case may be) at the EGM and/or the Class Meetings (as the case may be) and necessary approvals from the CSRC and other relevant regulatory authorities.

Details of the Proposed A Share Offering are set out below:

- Class of Shares to be issued*      new A Shares, being domestic listed ordinary shares denominated in RMB. Existing Domestic Shareholders will not be selling any of its shareholdings in the Proposed A Share Offering.
- Nominal value per Share*      RMB0.25
- Place of listing*      Shanghai Stock Exchange

4. *Offer size*
- The total number of A Shares to be issued will be not more than 200,000,000 A Shares, representing (i) approximately 11.1% of the total existing issued share capital of the Company before the issue, and 10.0% of total enlarged issued share capital of the Company after the issue; (ii) approximately 14.8% of the existing issued Domestic Shares of the Company before the issue, and approximately 12.9% of the enlarged issued Domestic Shares of the Company after the issue, assuming that there are no other changes to the issued share capital of the Company.
- The final number of A Shares proposed to be issued will be determined by the Board (as authorised by the Shareholders at the EGM and the Class Meetings), prevailing market conditions, communications with the regulatory authorities and discussions with the sponsor(s) and lead underwriter(s).
5. *Pricing methodology*
- Taking into account the interests of the existing Shareholders as a whole and the market conditions of the A Share stock market at the time of the Proposed A Share Offering, the issue price of the A Shares will be determined by the Company and the lead underwriter(s) with reference to the results of the price consultation process or such other methods approved by the CSRC.
6. *Target subscribers*
- The target subscribers of the A Shares are natural persons, legal persons and other institutional investors who satisfy the relevant qualification requirements of the CSRC and have opened A share securities accounts with the Shanghai Stock Exchange (excluding those prohibited by the relevant PRC laws and regulations and other regulatory requirements applicable to the Company).
- If any of the above target subscribers of the Proposed A Share Offering is a related party of the Company, the Company will take all reasonable measures to comply with the relevant rules of the relevant stock exchange.
7. *Method of offering*
- The Proposed A Share Offering will be conducted through a combination of placings to target subscribers at a price to be determined between the Company and the subscribers on an offline basis and fixed price online applications, or through any other methods as permitted by the CSRC.
8. *Validity period of the resolutions*
- The validity period of the resolutions for the Proposed A Share Offering is 12 months from the date when the resolution is approved by the Shareholders at the EGM and the Class Meetings.

The resolution for the Proposed A Share Offering will be voted item by item and to be approved by way of special resolution(s) at the EGM and the Class Meetings. Further, the Proposed A Share Offering will be made pursuant to the specific mandate to be sought at the EGM and the Class Meetings, which shall become effective upon approval by the Shareholders at the EGM and at the Class Meetings. The Company will make further announcements when the detailed terms of the Proposed A Share Offering, such as issue price and issue size, are finalised.

## **OTHER RESOLUTIONS RELATING TO THE PROPOSED A SHARE OFFERING**

The Board also passed other relevant resolutions in relation to the Proposed A Share Offering at the Board Meeting, including, among other things: (1) proposal on granting authorisation to the Board to handle matters in relation to the Proposed A Share Offering; (2) use of proceeds from the Proposed A Share Offering; (3) distribution plan of the accumulated undistributed profits before the Proposed A Share Offering; (4) proposed amendments to the Articles; (5) proposed amendments to certain corporate governance rules; (6) price stabilisation plan for the A Shares within three years after the Proposed A Share Offering; (7) proposal on undertakings in connection with the Proposed A Share Offering and related restrictive measures; (8) proposal on dilution of immediate returns as a result of the Proposed A Share Offering and related remedial measures; (9) undertakings from the Directors and senior management of the Company on the dilution of immediate returns as a result of the Proposed A Share Offering and related remedial measures; (10) undertaking from the controlling shareholders of the Company on the dilution of immediate returns as a result of the Proposed A Share Offering and related remedial measures; and (11) dividend distribution plan for the three years after the Proposed A Share Offering.

The following summarises the contents of the relevant resolutions, details of which will be set out in the circular to be despatched to the Shareholders in due course.

### **1. Proposal on granting authorisation to the Board to handle matters in relation to the Proposed A Share Offering**

The Board will seek the Shareholders' authorisation at the EGM and the Class Meetings to authorise the Board to determine and deal with at its discretion and with full authority, all matters relating to the Proposed A Share Offering, including but not limited to appointing the relevant intermediaries for the Proposed A Share Offering, implementing the Proposed A Share Offering and listing proposal, finalising the offering timetable, the offering size, the offer price, the target subscribers and pricing methodology, application matters relating to the Proposed A Share Offering and the listing, signing, amending and delivering agreements and documents, revising and amending the Articles, rules of procedures and other corporate governance documents, and implementing the investment projects for the use of proceeds. The validity period of the authorisations is 12 months from the date when the resolution is approved by the Shareholders at the EGM and the Class Meetings.

Please refer to the circular to be despatched for further details. The proposal will be submitted to the EGM and the Class Meetings for consideration and approval by the Shareholders by way of special resolution.

## 2. Use of proceeds from the Proposed A Share Offering

The Directors are of the view that the amount of the proceeds to be raised and the investment projects are consistent with the Company's existing manufacturing and operating scale, financial situation, technological level and management capabilities. It is estimated that the funds raised from the Proposed A Share Offering, after deducting listing expenses, will not exceed RMB1,840.0 million. The following table sets forth the plan for the use of proceeds:

<b>Project</b>	<b>Amount of proceeds to be used (RMB)</b>
1. The annual production capacity of 600,000 tons PV glass project of a subsidiary of the Company, Anhui Flat Solar Glass Co., Ltd.* (安徽福莱特光伏玻璃有限公司) <sup>(1)</sup>	1,330,000,000
2. The annual production capacity of 100,000 tons low-emissivity (Low-E) glass project of the Company <sup>(2)</sup>	225,000,000
3. The technological modification of the 150,000 tons manufacturing facilities of the PV glass of a subsidiary of the Company, Zhejiang Jiafu Glass Co., Ltd.* (浙江嘉福玻璃有限公司) <sup>(3)</sup>	155,000,000
4. The 20 megawatts of distributed PV systems project of a subsidiary of the Company, Jiaxing Flat New Energy Technology Co., Ltd.* (嘉兴福莱特新能源科技有限公司)	135,000,000
	<b>Total</b> <u><u>1,845,000,000</u></u>

### Notes:

1. The proceeds will be used for the establishment of eight PV raw glass production lines with two 1,000-ton PV glass furnaces and ten PV glass processing line with a total annual processing capacity of 75.0 million square meters of PV glass, being part of the said project. The entire project is estimated to cost approximately RMB2.1 billion, of which, approximately RMB1.3 billion will be funded by the proceeds from the Proposed A Share Offering.
2. The proceeds will be used for the conversion of an existing 600-ton float glass furnace to an on-line Low-E production line with an annual production capacity of 100,000 tons.
3. The proceeds will be used for the conversion of the two existing 300-ton PV glass furnaces to one 600-ton photovoltaic glass furnace.

Prior to the completion of the Proposed A Share Offering, the Company can fund the above investment projects based on the actual situation and progress by internal resources or bank loans, and can repay such funds and loans by the proceeds raised in Proposed A Share Offering. If there is any shortfall in funding these projects by the proceeds in the Proposed A Share Offering, the Company will fund such shortfall by its internal resources and bank loans.

The Board has resolved to submit the proposal to the EGM and the Class Meetings for consideration and approval by the Shareholders by way of special resolution(s).

### **3. Distribution plan of the accumulated undistributed profits before the Proposed A Share Offering**

Taking into consideration of the existing and new shareholders' interests, the accumulated undistributed profits of the Company before the Proposed A Share Offering should be shared among all the Shareholders (including holders of H Shares, Domestic Shares and A Shares) in proportion to their respective shareholdings after the completion of the Proposed A Share Offering.

The Board has resolved to submit the proposal to the EGM and the Class Meetings for consideration and approval by the Shareholders by way of special resolution. Please refer to the circular to be despatched for further details.

### **4. Proposed amendments to the Articles**

In accordance with the relevant laws and regulations of the PRC, the Board proposes to make certain amendments to the Articles upon the listing of the A Shares. The proposed amendments to the Articles are subject to the approval of the Shareholders at the EGM and the Class Meetings, and will come into effect upon the listing of the A Shares.

The Board has resolved to submit the proposal to the EGM and the Class Meetings for consideration and approval by the Shareholders by way of special resolution(s). Please refer to the circular to be despatched for further details.

### **5. Proposed amendments to certain corporate governance rules**

To further optimise the corporate governance structure of the Company for the purpose of the Proposed A Share Offering, the Board proposes to amend certain corporate governance rules, including, but not limited to:

- (a) rules of procedures of the general meetings;
- (b) rules of procedures of the Board meetings;
- (c) rules of procedures of supervisors meetings;
- (d) implementation rules of the cumulative voting system;
- (e) investment management policy;
- (f) related parties transactions decision policy;



- (g) working instructions for independent directors;
- (h) provision of external guarantees policy;
- (i) use of proceeds management policy; and
- (j) funds to and from related parties management policy.

The proposed amendments to the above corporate governance rules are subject to the approval of the Shareholders at the EGM, and will come into effect upon the listing of the A Shares.

The Board has resolved to submit the proposals to the EGM for consideration and approval by the Shareholders by way of ordinary resolutions. Please refer to the circular to be despatched for further details.

#### **6. Price stabilising plan for the A Shares within three years after the Proposed A Share Offering**

In order to effectively protect the interests of the Shareholders and enhance the investment confidence of the investors, the Company has formulated a price stabilising plan for the A Shares within three years after the Proposed A Share Offering in accordance with the relevant laws and regulations of the PRC.

The Board has resolved to submit the proposal to the EGM and the Class Meetings for consideration and approval by the Shareholders by way of ordinary resolution. Please refer to the circular to be despatched for further details.

#### **7. Proposal on undertakings in connection with the Proposed A Share Offering and related restrictive measures**

In accordance with the relevant laws and regulations of the PRC, the Company proposes to make certain undertakings in relation to the application for the initial public offering and listing, and formulate certain restrictive measures in the event that the Company is unable to fulfill such undertakings.

The Board has resolved to submit the proposal to the EGM and the Class Meetings for consideration and approval by the Shareholders by way of ordinary resolution. Please refer to the circular to be despatched for further details.

#### **8. Proposal on dilution of immediate returns as a result of the Proposed A Share Offering and related remedial measures**

The Company has considered the impacts of the Proposed A Share Offering on dilution of immediate return and formulated certain remedial measures on recovery of return.



The Board has resolved to submit the proposal to the EGM and the Class Meetings for consideration and approval by the Shareholders by way of ordinary resolution. Please refer to the circular to be despatched for further details.

**9. Undertakings from the Directors and senior management of the Company on the dilution of immediate returns as a result of the Proposed A Share Offering and related remedial measures**

In order to ensure the Company's remedial measures on recovery of return can be effectively implemented, the Directors and senior management of the Company will give certain undertakings to the Company.

The Board has resolved to submit the proposal to the EGM and the Class Meetings for consideration and approval by the Shareholders by way of ordinary resolution. Please refer to the circular to be despatched for further details.

**10. Undertakings from the controlling shareholders of the Company on the dilution of immediate returns as a result of the Proposed A Share Offering and related remedial measures**

In order to ensure the Company's remedial measures on recovery of return can be effectively implemented, the Directors and senior management of the Company will give certain undertakings to the Company.

The Board has resolved to submit the proposal to the EGM and the Class Meetings for consideration and approval by the Shareholders by way of ordinary resolution. Please refer to the circular to be despatched for further details.

**11. Dividend distribution plan for the three years after the Proposed A Share Offering**

In order to further strengthen and improve the profit distribution policy, and to offer continuous, stable and reasonable investment returns to the Shareholders, the Company has formulated the dividend return plan after the Proposed A Share Offering based on the relevant rules and regulations as well as the Articles, and taking into full account of its actual operations and the needs of future development. It will also be proposed at the EGM and the Class Meetings that the Board be authorised to adjust such plan based on any changes in laws, regulations, regulatory documents and related policies or the opinions of the regulatory authorities in, and out of, the PRC.

The Board has resolved to submit the proposal to the EGM and the Class Meetings for consideration and approval by the Shareholders by way of ordinary resolution. Please refer to the circular to be despatched for further details.

## **REASONS FOR AND BENEFITS OF THE PROPOSED A SHARE OFFERING**

The Directors consider that the Proposed A Share Offering will satisfy the long term capital needs for the sustainable business development, promote the smooth implementation of the development strategies and enhance the capital resources of the Company.

Having considered, among other things, the foregoing reasons for the Proposed A Share Offering, the Directors consider that the Proposed A Share Offering is in the interest of the Company and the Shareholders as a whole.

## **FUND RAISING ACTIVITIES SINCE THE LISTING OF THE H SHARES**

Apart from the issue of a total of 450,000,000 H Shares under the initial public offering of H Shares in November 2015, during the period from the date of listing of the H Shares on the Stock Exchange on 26 November 2015 to the date of this announcement, no fund raising activities involving equity securities had been conducted by the Company.

## **USE OF PROCEEDS FROM THE INITIAL PUBLIC OFFERING OF H SHARES**

The Company issued a total of 450,000,000 H Shares in the initial public offering of H Shares in November 2015, and the total net proceeds raised were approximately RMB779.1 million after deducting the offering expenses.

The Company reports that, as at the date of this announcement, the funds raised from the initial public offering of H Shares had been used in accordance with the disclosure in the Prospectus, details of which are set out in the section headed “Future Plans and Use of Proceeds” of the Prospectus.

## **PUBLIC FLOAT**

As at the date of this announcement, based on the publicly available information and to the best of the Directors’ knowledge, 25% of the total issued Shares are held by the public, and the Company has satisfied the requirement on public float as prescribed in the Listing Rules. The Company undertakes that it will continue to comply with the public float requirement as prescribed in the Listing Rules during the application process and after completion of the Proposed A Share Offering.

## **EFFECTS OF THE PROPOSED A SHARE OFFERING ON THE SHAREHOLDING STRUCTURE OF THE COMPANY**

For reference and illustration purposes only, assuming that (i) a total of 200,000,000 A Shares are to be issued under the Proposed A Share Offering, and (ii) there are no other changes to the issued share capital of the Company, the shareholding structure of the Company (a) as at the date of this announcement and (b) immediately after completion of the Proposed A Share Offering are set out as follows:

	(a) as at the date of this announcement		(b) immediately after completion of the Proposed A Share Offering	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
<b>Non-public Shareholders</b>				
– Domestic Shares	1,350,000,000	75.00	1,350,000,000	67.50
– H Shares	–	–	–	–
<b>Public Shareholders</b>				
– new A Shares to be issued	–	–	200,000,000	10.00
– H Shares	450,000,000	25.00	450,000,000	22.50
<b>Total</b>	<u>1,800,000,000</u>	<u>100.00</u>	<u>2,000,000,000</u>	<u>100.00</u>

**The Proposed A Share Offering is subject to certain conditions, including but not limited to the prevailing market conditions, the Shareholders' approval at the EGM and the Class Meetings, as well as the approvals of the CSRC and/or other relevant regulatory authorities, and accordingly, may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares or other securities of the Company.**

## **PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

### **Resignation of independent non-executive Director**

The Board announces that Ms. Pan Yushuang has tendered her resignation as an independent non-executive Director to spend more time on her other business endeavours. Her resignation will take effect from the conclusion of the EGM to elect and appoint a new independent non-executive Director to fill her vacancy. Following her resignation, Ms. Pan will also cease to be a member of each of the Audit Committee, Remuneration Committee, Nomination Committee, Strategic Development Committee and Risk Management Committee and the chairman of each of the Audit Committee and the Remuneration Committee, with effect from the same time.

Ms. Pan has confirmed that she has no disagreement with the Board and there is no matter in respect of her resignation that needs to be brought to the attention of the shareholders of the Company.

### **Proposed appointment of independent non-executive Director**

To fill the vacancy of the Board due to the resignation of Ms. Pan, the Board has resolved at the Board Meeting to nominate Dr. Cui Xiaozhong as the candidate of the new independent non-executive Director with a term of appointment from the date of approval of his appointment by the Shareholders at the EGM until the end of the current session of the Board on 30 September 2018.

Dr. Cui has also been nominated as a candidate of a member of each of the Audit Committee, Remuneration Committee, Nomination Committee, Strategic Development Committee and Risk Management Committee and the chairman of each of the Audit Committee and the Remuneration Committee.

#### *Biography of Dr. Cui*

**Dr. Cui Xiaozhong (崔曉鐘)**, aged 46, has over 20 years of experience in accounting and auditing. Dr. Cui graduated from Nanjing Normal University (南京師範大學) in Nanjing, Jiangsu Province, the PRC, in March 1996 with a bachelor's degree majoring in accounting. Dr. Cui furthered his studies in Dongbei University of Finance and Economics (東北財經大學) in Dalian, Liaoning Province, the PRC, where he graduated with a master's degree and a doctorate degree in accounting in March 2007 and June 2010, respectively. Since June 2010, Dr. Cui has been a lecturer at Jiaying University (嘉興學院), where he principally lectures in accounting and auditing related courses for bachelor's degree students in the university. Since July 2016, he has been the chief adviser on internal control (內控首席顧問) of Jiaying Vocational Technical College (嘉興職業技術學院). Dr. Cui is an independent non-executive director, the chairman of the audit committee and deputy chairman of the remuneration and appraisal committee of Zhejiang Chenguang Cable Co., Ltd. (浙江晨光電纜股份有限公司), a company listed on the National Equities Exchange and Quotations (全國中小企業股份轉讓系統) market in the PRC (stock code: 834639).

Saved as disclosed above, Dr. Cui has not been a director of any other companies listed in Hong Kong or overseas for the last three years.

#### *Terms of service*

As at the date of this announcement, Dr. Cui has not entered into any letter of appointment with the Company. Dr. Cui will enter into a letter of appointment with the Company with the term of appointment taking effect from the date of approval of his appointment by the Shareholders at the EGM until the end of the current session of the Board on 30 September 2018.

Pursuant to the terms of the letter of appointment, Dr. Cui will receive a director's fee of RMB80,000 per annum (equivalent to approximately HK\$93,200), which is recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities within the Company, remuneration paid by comparable companies for independent non-executive directors, and current remuneration of other independent non-executive Directors.

#### *Relationship with other Directors, senior management, or substantial or controlling shareholders of the Company*

Dr. Cui does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

### *Interest in the shares of the Company*

As at the date of this announcement, Dr. Cui does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

### *Positions in other members of the Group*

Subject to the Shareholders' approval of the appointment of Dr. Cui at the EGM, apart from being an independent non-executive Director, a member of each of the Audit Committee, Remuneration Committee, Nomination Committee, Strategic Development Committee and Risk Management Committee and the chairman of each of the Audit Committee and the Remuneration Committee, Dr. Cui does not hold any other position in the Company or any other member of the group of companies of which the Company forms part.

### *Other information*

Save as disclosed above, Dr. Cui has no other information to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules or any matters concerning Dr. Cui that need to be brought to the attention of the shareholders of the Company.

## **GENERAL**

The Company will convene the EGM and the Class Meetings to seek approval from the Shareholders for the above matters.

A circular containing, among other things, the date, time and location of the EGM, and details of the above matters will be despatched to the Shareholders in due course.

## **DEFINITIONS**

Unless the context otherwise requires, the following expressions in this announcement shall have the following meanings:

“A Share(s)”	ordinary share(s) proposed to be issued by the Company pursuant to the A Share Offering and subscribed for in RMB
“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Board Meeting”	meeting of the Board held on 25 August 2016 (after trading hours)

“Class Meeting(s)”	the H Shareholders’ Class Meeting and/or the Domestic Shareholders’ Class Meeting (as the case may be)
“Company”	Flat Glass Group Co., Ltd. (福萊特玻璃集團股份有限公司), a joint stock company established in the PRC with limited liability, the H Shares of which are listed on the main board of the Stock Exchange
“CSRC”	China Securities Regulatory Commission of the PRC
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of RMB0.25 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve, among other things, the Proposed A Share Offering and other related resolutions, the proposed amendments to the Articles and corporate governance rules, and the proposed appointment of independent non-executive Director
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the capital of the Company with a nominal value of RMB0.25 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Low-E glass”	low-emissivity glass
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“Proposed A Share Offering”	the Company’s proposed initial public offering of not more than 200,000,000 A Shares, which are proposed to be listed on the Shanghai Stock Exchange
“Prospectus”	the prospectus of the Company dated 16 November 2015
“PV”	photovoltaic
“Remuneration Committee”	the remuneration committee of the Board
“Risk Management Committee”	the risk management committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the Domestic Share(s) and/or the H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Development Committee”	the strategic development committee of the Board

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

Jiaxing, Zhejiang Province, the PRC  
25 August 2016

*As at the date of this announcement, the executive directors of the Company are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu, and the independent non-executive directors of the Company are Ms. Pan Yushuang, Mr. Li Shilong and Mr. Ng Ki Hung.*

\* *For identification purposes only*