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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 PROVISION OF GUARANTEE FOR
THE ANHUI FLAT GLASS ICBC LOAN**
(2) PROPOSED INCREASE OF INVESTMENT IN FLAT (VIETNAM)
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

Notice convening the AGM to be held at the Conference Room, 5th Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China, at 9:30 a.m. on 13 June 2017 is set out on pages 8 to 10 of this circular.

Proxy form for use at the AGM is also enclosed with this circular. If you intend to attend the meeting by proxy, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon 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 (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 Domestic Shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish. Shareholders who intend to attend the meeting in person or by proxy should complete and return the relevant reply slip 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 or any adjournment thereof.

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DEFINITIONS

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

“Anhui Flat Glass”	Anhui Flat Solar Glass Co., Ltd.* (安徽福萊特光伏玻璃有限公司), a limited liability company established under the laws of the PRC and a wholly-owned subsidiary of the Company
“Anhui Flat Glass ICBC Loan”	a loan agreement to be entered into between the Lender as lender and Anhui Flat Glass as borrower for an expected loan amount of RMB440 million
“Anhui Flat Glass PV Project”	the project to establish photovoltaic glass production facilities in Anhui, PRC by Anhui Flat Glass, with an aggregate annual production capacity of 900,000 tons of photovoltaic glass, which will be used as covers for photovoltaic modules
“Flat (Vietnam)”	Flat (Vietnam) Co., Ltd., a limited liability company established under the laws of Vietnam and an indirect wholly-owned subsidiary of the Company
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“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 (stock code: 6865)
“Company Law”	the Company Law of the PRC
“Directors”	the directors of the Company
“Domestic Shares”	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 RMB by PRC nationals and/or PRC corporate entities
“AGM”	the Annual General Meeting of the Company to be held at the Conference Room, 5th Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou district, Jiaxing, Zhejiang Province, the PRC, at 9:30 a.m. on 13 June 2017, or any adjournment thereof

DEFINITIONS

“H Share(s)”	ordinary share(s) in the share 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lender”	Industrial and Commercial Bank of China Limited Jiaxing Branch (中國工商銀行股份有限公司嘉興分行)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Prospectus”	the prospectus of the Company dated 16 November 2015
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PV”	photovoltaic
“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 Domestic 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
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	percent

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
Mr. Li Shilong
Mr. Ng Ki Hung

Principal place of business in Hong Kong:
18/F Tesbury Centre
28 Queen's Road East
Wanchai Hong Kong

28 April 2017

To the Shareholders,

Dear Sir/Madam,

**(1) PROPOSED PROVISION OF GUARANTEE FOR
THE ANHUI FLAT GLASS ICBC LOAN
(2) PROPOSED INCREASE OF INVESTMENT IN FLAT (VIETNAM)
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purposes of this circular are to (i) provide you with information regarding the resolutions relating to the proposed provision of guarantees by the Company to Anhui Flat Glass for the Anhui Flat Glass ICBC Loan; (ii) provide you with information regarding the resolutions relating to the proposed increase of investment in Flat (Vietnam); and (iii) give you notice of the AGM.

**II. PROPOSED PROVISION OF GUARANTEE FOR THE ANHUI FLAT GLASS
ICBC LOAN**

As disclosed in the announcements of the Company dated 25 August 2016 and 21 November 2016, and the circular of the Company dated 5 October 2016 relating to the Company's proposed A share offering, part of the future proceeds from the proposed A share offering is intended to be used for 2/3 of the Anhui Flat Glass PV Project for an annual capacity of approximately 600,000 tons of PV glass.

LETTER FROM THE BOARD

As the proposed A share offering is yet to be completed and the Anhui Flat Glass PV Project is progressing well, Anhui Flat Glass intends to enter into a loan agreement with the Lender to fund part of the Anhui Flat Glass PV Project which originally will be funded by the proceeds from the proposed A share offering. Reference is also made to the announcement and circular of the Company dated 14 March 2017 in relation to the extraordinary general meeting of the Company to be held on 2 May 2017 for the Shareholders to consider and approve, among other things, the proposed guarantee to be provided by the Company for a loan expected to be provided by Bank of China Limited Jiaxing Branch* (中國銀行股份有限公司嘉興分行) for an expected loan amount of RMB500 million to fund part of the Anhui Flat Glass PV Project. As at the date of this circular, the said extraordinary general meeting of the Company is yet to be held. The Anhui Flat Glass ICBC Loan will be in addition to the loan expected to be provided by Bank of China Limited Jiaxing Branch* to fund part of the Anhui Flat Glass PV Project.

The Company is expected to provide a guarantee for the Anhui Flat Glass ICBC Loan and the amount of guarantee is expected to be RMB440 million, exceeding 10% of last audited net assets for the Company as at 31 December 2016. Pursuant to Article 56(4) of the Articles of Association, such provision of guarantee for Anhui Flat Glass under the Anhui Flat Glass ICBC Loan shall be subject to approval by the Shareholders at general meeting of the Company.

III. PROPOSED INCREASE OF INVESTMENT IN FLAT (VIETNAM)

As disclosed in “Business – Our Production Facilities and Processes – Our Overseas Expansion Plan for PV Glass Production” of the Prospectus, the Company plans to design and construct PV glass production facilities with an expected daily maximum production of 800 tons and an expected designed annual processing capacity of PV glass of approximately 27.0 million sq.m. in Vietnam. The expected total investment amounted to an aggregate of US\$100.0 million. With the adjustment of business development strategy after taking into account of the future market and industry development, customers’ demand and result of the Company’s feasibility study, the Company plans to change the design and construction PV glass production facilities and increase the expected daily maximum production of from 800 tons to 2,000 tons and increase the expected designed annual processing capacity of PV glass from approximately 27.0 million sq.m. to approximately 67.5 million sq.m.. The total expected investment will increase from US\$100.0 million to US\$200.0 million.

As the amount of the increase of investment to Flat (Vietnam) exceeds 50% of the audited net assets for the Company as at 31 December 2015 based on the filings made to the relevant government authorities in the PRC, and amount exceeds RMB50 million, pursuant to Article 10(2) of the Investment Management Policy of the Company adopted by resolution of the Shareholders on 10 December 2009, as amended by resolution of the Shareholders on 21 November 2016, such increase of investment in Flat (Vietnam) shall be subject to approval by the Shareholders at the annual general meeting of the Company.

LETTER FROM THE BOARD

The latest estimated cost is set out below:

Expense category	Estimated investment amount <i>(US\$'000)</i>
Furnace, machinery and equipment	114,300
Building construction	54,500
Cost of land	15,500
Other fees and expenses	13,700
Working capital	<u>2,000</u>
Total	<u><u>200,000</u></u>

Based on the current design and construction plan, the Vietnam expansion will be divided into two equal phases, which will each consist of the construction of new PV glass production and processing facilities with an expected daily maximum production capacity of 1,000 tons PV raw glass and the designed annual processing capacity of approximately 33.8 million sq.m PV glass. Phase 1 will primarily be the original planned Vietnam expansion as disclosed in the Prospectus, with an increase of expected daily maximum production capacity of 200 tons of PV raw glass and an increase of designed annual processing capacity of approximately 6.8 million sq.m of PV glass. As announced in the Company's announcements dated 24 August 2016 and 27 March 2017, Phase 1 of the Vietnam expansion will commence commercial production in 2018. Phase 2 is expected to commence constructions at the end of 2018 or at the beginning of 2019 after the completion of Phase 1. The timing required to construct the production and processing facilities of Phase 2 is similar to that of Phase 1.

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The updated timetable of the construction of Phase 1 of the production and processing facilities in Vietnam:

	2016 Quarter				2017 Quarter				2018 Quarter			
	1st	2nd	3rd	4th	1st	2nd	3rd	4th	1st	2nd	3rd	4th
Completed of due diligence on investment and construction site	—											
Entered into investment agreement with local government		—										
Entered into lease agreement with local government			—									
Construction design				—								
Construction						—	—	—				
Placement of equipment order						—						
Equipment installation								—				
Trial production										—		
Commencement of commercial production											—	

IV. THE AGM

A notice convening the AGM to be held at the Conference Room, 5th Floor, Flat Glass Group Co., Ltd. 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 9:30 a.m. on 13 June, 2017, is set out on pages 8 to 10.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Accordingly, all resolutions to be proposed at the AGM will be voted by poll.

For the purpose of determining the entitlement for attendance and voting at the AGM, the H Shares register of members of the Company will be closed from Sunday, 14 May 2017 to Tuesday, 13 June 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to attend and vote at the AGM, holders of H Shares 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 22th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Friday, 12 May 2017.

Shareholders can attend and vote in person or appoint a proxy to attend and vote at the AGM. Shareholders who intend to appoint a proxy to attend the AGM are requested to complete the proxy form in accordance with the instructions set out therein and return it to the secretary office of the Board of directors at the H Share registrar of the Company, Tricor Investor Services Limited at 22th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for holders of H shares of the Company as soon as possible but in any event, not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting (as

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the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish.

V. RECOMMENDATION

The Anhui Flat Glass ICBC Loan and the provision guarantee by the Company in connection the Anhui Flat Glass ICBC Loan and the increase of investment of up to US\$200,000,000 in Flat (Vietnam) for the expansion in Vietnam is to facilitate the business growth of Anhui Flat Glass.

The Directors consider that the Anhui Flat Glass ICBC Loan and the provision guarantee in connection with Anhui Flat Glass ICBC Loan and the increase of investment of up to US\$200,000,000 in Flat (Vietnam) for the expansion in vietnam are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend all Shareholders to vote in favor of the relevant resolution to be proposed at the AGM.

VI. 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
Chairment

NOTICE OF ANNUAL GENERAL MEETING

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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Flat Glass Group Co., Ltd. (the “Company”) will be held at 9:30 a.m. on Tuesday, 13 June 2017 at the Conference Room, 5th Floor, Flat Glass Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People’s Republic of China (the “PRC”) for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2016.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2016.
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors’ report for the year ended 31 December 2016.
4. To consider and approve the profit distribution plan and payment of the final dividend of RMB3.9 cents per ordinary share of the Company (before tax) for the year ended 31 December 2016.
5. To consider and approve the re-appointment of Messrs. Deloitte Touche Tohmatsu as the domestic auditors of the Company to hold office until conclusion of the next annual general meeting, and to approve and authorize the Board to determine its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and approve the re-appointment of Messrs. Deloitte Touche Tohmatsu as the international auditors of the Company to hold office until conclusion of the next annual general meeting, and to approve and authorize the Board to determine its remuneration.
7. To consider, approve, ratify and confirm the remuneration of the directors of the Company (the “Directors”) for the year ended 31 December 2016, and to consider, approve and authorize the Board to determine the remuneration of the Directors for the year ending 31 December 2017, which shall not exceed RMB3 million in total.
8. To consider, approve, ratify and confirm the remuneration of the supervisors of the Company (the “Supervisors”) for the year ended 31 December 2016, and to consider, approve and authorize the Board to determine the remuneration of the Supervisors for the year ending 31 December 2017, which shall not exceed RMB2 million in total.
9. **“THAT:**
 - (i) the provision of guarantee by the Company as set out in the section headed “Letter from the Board – II. Proposed Provision of Guarantee for the Anhui Flat Glass ICBC Loan” in the circular dated on 28 April 2017 (the “ICBC Guarantee”), be and is hereby approved; and
 - (ii) any one or more of the directors of the Company is/are hereby approved and authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the ICBC Guarantee, and the transactions contemplated thereunder.”
10. **“THAT** the increase of investment in Flat (Vietnam) Co., Ltd. to up to US\$200,000,000 for the expansion in Vietnam as set out in the section headed “Letter from the Board – III. Proposed Increase of Investment in Flat (Vietnam)” in the circular dated 28 April 2017 be and is hereby approved.”

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

Jiaxing, Zhejiang Province, the PRC
28 April 2017

As at the date hereof, the executive directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong and Mr. Shen Qifu. Independent non-executive directors are Mr. Cui Xiaozhong, Mr. Li Shilong and Mr. Ng Ki Hung.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. In order to ascertain shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Sunday, 14 May 2017 to Tuesday, 13 June 2017 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming AGM, all transfer documents must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 22nd Floor, 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 Domestic Shares), for registration before 4:30 p.m. on Friday, 12 May 2017.

Shareholders whose names appear on the register of members of the Company on Sunday, 14 May 2017 are entitled to attend and vote at the AGM.

The Board has recommended a final dividend for the year ended 31 December 2016 of RMB3.9 cents per ordinary share (before tax) (for illustration purpose only, equivalent to approximately HK4.4 cents per ordinary share (before tax)) (the "2016 Final Dividend") and, if the resolution regarding the payment of the 2016 Final Dividend is approved by the shareholders at the AGM, the 2017 Final Dividend is expected to be distributed on 13 July 2017 to shareholders whose names appear on the register of members of the Company on Friday, 23 June 2017.

For the purpose of ascertaining shareholders' entitlement to the 2016 Final Dividend, the register of members of the Company will be closed from Monday, 19 June 2017 to Friday, 23 June 2017 (both days inclusive) for the purpose of determining shareholders' entitlement to the 2016 Final Dividend. In order to qualify for receiving the 2016 Final Dividend, all transfer documents must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 22nd Floor, 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 Domestic Shares), for registration before 4:30 p.m. on Friday, 16 June 2017. The record date for entitlement to the 2016 Final Dividend is Friday, 23 June 2017.

2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of domestic shares of the Company, to the head office in the PRC of the Company not less than 24 hours before the time for holding the AGM (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 AGM or any adjourned meetings should they so wish.
5. Shareholders or their proxies shall provide their identification documents when attending the AGM.
6. Shareholders who intend to attend the AGM 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 head office in the PRC of the Company (for holders of domestic shares of the Company) on or before Tuesday, 23 May 2017.
7. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.