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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.
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.

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.