



**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)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 13 JUNE 2017**

Number of Shares and the relevant class of Shares to which this form of proxy relates (Domestic Shares/ H Shares) <sup>(Note 1)</sup>	
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I/We, <sup>(Note 2)</sup> \_\_\_\_\_  
 of (address) \_\_\_\_\_  
 being the holder(s) of \_\_\_\_\_ Domestic Shares/ \_\_\_\_\_ H Shares <sup>(Note 3)</sup> of RMB0.25 each in the share capital of Flat Glass Group Co., Ltd. (the “**Company**”), hereby appoint the chairman of the meeting or \_\_\_\_\_ <sup>(Note 4)</sup>  
 of (address) \_\_\_\_\_

as my/our proxy(ies) to attend the annual general meeting (the “**AGM**”) of the Company to be held at 9:30 a.m. on Tuesday, 13 June 2017 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, or any adjournment thereof, and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of AGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

	<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b> <sup>(Note 5)</sup>	<b>AGAINST</b> <sup>(Note 5)</sup>	<b>ABSTAIN</b> <sup>(Note 5)</sup>
(1)	To consider and approve the report of the board of directors of the Company (the “ <b>Board</b> ”) 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.			

ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
(7)	To consider, approve, ratify and confirm the remuneration of the directors of the Company (the “ <b>Directors</b> ”) 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.			
(8)	To consider, approve, ratify and confirm the remuneration of the supervisors of the Company (the “ <b>Supervisors</b> ”) 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.			
(9)	To consider and approve provision of guarantee for Anhui Flat Solar Glass Co., Ltd., a wholly-owned subsidiary of the Company. <i>(Note 9)</i>			
(10)	To consider and approve the increase of investment of up to USD200,000,000 to Flat (Vietnam) <i>(Note 9)</i>			

Date: \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature: \_\_\_\_\_ *(Note 6)*

*Notes:*

- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates and the relevant class of shares. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address (es) as registered in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words “the chairman of the meeting or” and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
- IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE RELEVANT RESOLUTION(S). IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE RELEVANT RESOLUTION(S).** If you wish to vote only part of the number of shares registered in your name(s) to which this proxy form relates, please state the exact number of shares in lieu of a tick in the relevant box. Failure to complete any or all boxes will entitle your proxy to abstain or cast his or her votes on the relevant resolution(s) at his or her discretion. Your proxy will also be entitled to vote at his or her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorised. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarial copy of that power of attorney or other authority must be delivered, for holders of H shares of the Company, 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 or for holders of domestic shares of the Company, to the head office of the Company in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People’s Republic of China not less than 24 hours before the time appointed for the holding of the AGM (or any adjournment thereof) or for taking the poll.
- You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.
- For details of the proposed resolution, please refer to the notice of annual general meeting and the circular of the Company dated 28 April 2017.