
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Flat Glass Group Co., Ltd., 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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

A notice dated 29 April 2016 convening the AGM to be held at the Conference Room, 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China on Tuesday, 28 June 2016 are set out on pages 6 to 12 of this circular. Form of proxy for use at the AGM is also enclosed with this circular. If you intend to attend the AGM by proxy, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's H shares 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 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 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

29 April 2016

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise.

“AGM”	the annual general meeting of the Company to be held at the Conference Room, 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People’s Republic of China at 9:00 a.m. on Tuesday, 28 June 2016
“AGM Notice”	a notice dated 29 April 2016 convening the AGM as set out on pages 6 to 12 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Chairman”	the chairman of the Board
“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
“Company Law”	the Company Law 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
“Group”	the Company and its subsidiary
“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
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company

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

Independent non-executive Directors:

Ms. Pan Yushuang
Mr. Li Shilong
Mr. Ng Ki Hung

*Registered office, headquarters and
principal place of business in the PRC:*
1999 Yunhe Road
Xiuzhou District
Jiaxing
Zhejiang Province
PRC

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

29 April 2016

To the Shareholders,

Dear Sir/Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of the AGM and provide you with information regarding the proposed amendments of the Articles of Association to enable you to make informed decision on whether to vote for or against those resolutions:

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to make certain amendments to the Articles of Association to fulfill the requirements of the relevant PRC laws and regulations as a result of the listing of its H Shares on the Stock Exchange on 26 November 2016.

LETTER FROM THE BOARD

Upon the listing of the H Shares of the Company on the Stock Exchange, the Company has altered from a domestic enterprise to a foreign-invested enterprise. Pursuant to the Company Law and the Provisional Regulations on the Establishment of Foreign-Funded Joint Stock Companies Limited (《關於設立外商投資股份有限公司若干問題的暫行規定》) of the PRC, certain articles in the Articles of Association have to be amended in order to satisfy the requirements of the relevant PRC laws and regulations. Details of the proposed amendments to the Articles of Association are set out in paragraph 9 of the AGM Notice contained in this circular.

The proposed amendments to the Articles of Association are subject to the Shareholders' approval by way of a special resolution at the AGM and all necessary approvals, authorisations, or registration (if applicable) to be obtained from or filed with the relevant governmental or regulatory authorities. Shareholders are advised that the Articles of Association are available only in Chinese and the English translation of the proposed amendments to the Articles of Association provided in the AGM Notice in English is for reference only. In case of any inconsistency, the Chinese version shall prevail.

NOTICE OF THE AGM

The AGM will be held at the Conference Room, 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC at 9:00 a.m. on Tuesday, 28 June 2016. Notice of the AGM is set out on pages 6 to 12 of this circular.

CLOSURE OF BOOKS FOR THE AGM

In order to ascertain shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 29 May 2016 (Sunday) to 28 June 2016 (Tuesday) (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 27 May 2016 (Friday). Shareholders whose names appear on the register of members of the Company on 29 May 2016 (Sunday) are entitled to attend and vote at the AGM.

REPLY SLIP AND PROXY FORM

If you are eligible and intend to attend the AGM, please complete and return the 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.

LETTER FROM THE BOARD

Shareholders who intend to attend the AGM by proxy are required to complete and return the proxy form, in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at such meeting or any adjournment thereof should you so wish.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the AGM as set out in the AGM Notice must be taken by poll. The chairman of the AGM will therefore demand a poll for every such resolution put to the vote at the AGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share of the Company registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

RECOMMENDATION

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, the amendments of the Articles of Associations. The Board considers that amendments of Articles of Association are in the best interests of the Company and its Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of the corresponding resolution set out in the AGM Notice to be proposed at the AGM.

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

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 9:00 a.m. on Tuesday, 28 June 2016 at the Conference Room, 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 2015.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2015.
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 2015.
4. To consider and approve the profit distribution plan and payment of the final dividend for the year ended 31 December 2015.
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 2015, and to consider, approve and authorize the Board to determine the remuneration of the Directors for the year ending 31 December 2016, 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 2015, and to consider, approve and authorize the Board to determine the remuneration of the Supervisors for the year ending 31 December 2016, which shall not exceed RMB2 million in total.

SPECIAL RESOLUTION

9. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT** the articles of association of the Company be amended as follows with effect from the close of this annual general meeting of which these resolutions are passed:

Article 1

By deleting the third paragraph of Article 1, which reads:

“The Company is a joint stock limited company established under the overall change of original Zhejiang Flat Glass & Mirror Ltd.. The Company was established by the promoters obtained the Business License of the Company following registration with the Zhejiang Province Administration for Industry & Commerce on 29 December, 2005, with the Business License number of 3300002000011.”

in its entirety and replacing with the following:

“The Company is a joint stock limited company established on 29 December 2005 by the promoters under the overall change of original Zhejiang Flat Glass & Mirror Ltd.. The Company was registered with the Zhejiang Provincial Administration for Industry & Commerce.”

NOTICE OF ANNUAL GENERAL MEETING

Article 10

By deleting the second paragraph of Article 10, which reads:

“The business scope of the Company includes: manufacture of special glass, mirror and glass products; sales of construction material and precious metal; loading/unloading wharf cargo; and import and export business. (The Company is only allowed to produce and operate in the permitted scope and valid period for the licensed projects).”

in its entirety and replacing with the following:

“The business scope of the Company includes: manufacture of special glass, mirror and glass products; wholesale of construction materials and precious metals; loading/unloading wharf cargo service; import and export business of glass, mirrors, equipment, raw materials of glass and related supplementary materials and glass furnace materials. (The Company operates with appropriate qualifications.)”

Article 15

By deleting Article 15, which reads:

“Approved by the securities regulatory authority under the State Council, the Company issued 70,000,000 shares (RMB 1 per share), all of which have been subscribed and held by the promoters at the time of the Company’s incorporation.”

in its entirety and replacing with the following:

“Approved by the company-approval department authorized by the State Council, the Company issued 70,000,000 shares (with nominal value of RMB 1 per share), all of which have been subscribed and held by the promoters at the time of the Company’s incorporation.

The promoters of the Company are comprised of ten natural persons such as Mr. Ruan Hongliang. When the Company was promoted as a stock corporation, the registered capital of the Company was RMB70 million and the total share capital was 70,000,000 shares, the shareholdings of the promoters were as follows:

No.	Name of shareholder	Amount of capital contributed (RMB'000)	Percentage of contribution (%)	Contribution method	Date of contribution
1	Ruan Hongliang	24,500	35.0	Cash	December 2005
2	Jiang Jinhua	17,500	25.0	Cash	December 2005
3	Ruan Zeyun	17,500	25.0	Cash	December 2005
4	Zheng Wenrong	3,150	4.5	Cash	December 2005
5	Shen Fuquan	2,100	3.0	Cash	December 2005
6	Zhu Quanming	2,100	3.0	Cash	December 2005
7	Wei Yezhong	1,050	1.5	Cash	December 2005
8	Shen Qifu	700	1.0	Cash	December 2005
9	Tao Hongzhu	700	1.0	Cash	December 2005
10	Wei Shutao	700	1.0	Cash	December 2005
	Total	<u>70,000</u>	<u>100</u>		”

NOTICE OF ANNUAL GENERAL MEETING

Article 16

By deleting the last paragraph of Article 16, which reads:

“After completion of the above mentioned issuance, the structure of shares is: 1,350 million shares ordinary shares. Of which: 439.3584 million shares were issued to the promoter Ruan Hongliang; 350.532 million shares were issued to the promoter Ruan Zeyun; 324.0816 million shares were issued to the promoter Jiang Jinhua; 57.78 million shares were issued to the promoter Zheng Wenrong; 38.52 million shares were issued to the promoter Shen Fuquan; 38.52 million shares were issued to the promoter Zhu Quanming; 19.26 million shares were issued to the promoter Wei Yezhong; 12.84 million shares were issued to the promoter Tao Hongzhu; 12.84 million shares were issued to the promoter Shen Qifu; 56.268 million shares were issued to other holders of domestic shares; and 450 million shares of overseas-listed foreign shares.”

in its entirety and replacing with the following:

“After completion of the above mentioned issuance (including full exercise of over-allotment option), the structure of shares is: 1,350,000,000 ordinary shares. Of which: 439,358,400 shares were issued to the promoter Ruan Hongliang; 350,532,000 shares were issued to the promoter Ruan Zeyun; 324,081,600 shares were issued to the promoter Jiang Jinhua; 57,780,000 shares were issued to the promoter Zheng Wenrong; 38,520,000 shares were issued to the promoter Shen Fuquan; 38,520,000 shares were issued to the promoter Zhu Quanming; 19,260,000 shares were issued to the promoter Wei Yezhong; 12,840,000 shares were issued to the promoter Tao Hongzhu; 12,840,000 shares were issued to the promoter Shen Qifu; 56,268,000 shares were issued to other holders of domestic shares; and 450,000,000 shares were issued to overseas-listed foreign shares Shareholders. The total share capital of the Company is 1,800,000,000 shares.”

Article 72

By deleting the first sentence of Article 72, which reads:

“The general meeting shall be convened by the Board, and the chairman of the Board shall act as the president of the meeting. If the chairman is unable or fails to perform his duties, more than half of the directors may elect a director to convene and act as the president of the meeting.”

in its entirety and replacing with:

“General Meetings shall be convened by the Board and the chairman of the Board shall act as chairman of the meeting. If the chairman of the Board is unable or fails to perform his duties, the deputy chairman of the Board shall act as the chairman of the meeting; if the deputy chairman is unable or fails to perform his duties, more than half of the directors may elect a director to convene and act as the chairman of the meeting.”

NOTICE OF ANNUAL GENERAL MEETING

Article 96

By deleting the first paragraph of Article 96, which reads:

“The Company sets a Board, which comprises 7 directors, including three non-executive directors and one chairman.”

in its entirety and replacing with:

“The Company shall establish a board of directors, which comprises 7 directors, including three independent non-executive directors, and shall have one chairman and one deputy chairman.”

Article 106

By deleting the last sentence of Article 106, which reads:

“If the chairman is unable to perform his duties, such duties shall be performed in proxy by one director designated by the chairman.”

in its entirety and replacing with the following:

“The deputy chairman shall assist the chairman’s work, if the chairman is unable or fails to perform his duties, the deputy chairman shall perform his duties, if the deputy chairman is unable or fails to perform his duties, such duties shall be performed by a director who is nominated and elected by more than half of the directors.”

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

Jiaxing, Zhejiang, the PRC
29 April 2016

As at the date of this notice, the executive directors of the Company are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Mr. Wei Yezhong, Mr. Shen Qifu and the independent non-executive directors of the Company are Ms. Pan Yushuang, 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 29 May 2016 (Sunday) to 28 June 2016 (Tuesday) (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

NOTICE OF ANNUAL GENERAL MEETING

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 27 May 2016 (Friday).

Shareholders whose names appear on the register of members of the Company on 29 May 2016 (Sunday) are entitled to attend and vote at the AGM.

The Board has recommended a final dividend for the year ended 31 December 2015 of RMB7.2 cents per ordinary share (before tax) (equivalent to approximately HK8.6 cents per ordinary share (before tax))(the "**2015 Final Dividend**") and, if the resolution regarding the payment of the 2015 Final Dividend is approved by the shareholders at the AGM, the 2015 Final Dividend is expected to be distributed on or around 22 August 2016 (Monday) to shareholders whose names appear on the register of members of the Company on 12 July 2016 (Tuesday).

For the purpose of ascertaining shareholders' entitlement to the 2015 Final Dividend, the register of members of the Company will be closed from 8 July 2016 (Friday) to 12 July 2016 (Tuesday) (both days inclusive) for the purpose of determining shareholders' entitlement to the 2015 Final Dividend. In order to qualify for receiving the 2015 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 7 July 2016 (Thursday). The record date for entitlement to the 2015 Final Dividend is 12 July 2016 (Tuesday).

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 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 authorized to sign the same.
4. In order to be valid, the proxy form for the AGM 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 22nd Floor, 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.

NOTICE OF ANNUAL GENERAL MEETING

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 7 June 2016 (Tuesday).
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.