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 CLASS MEETING OF THE HOLDERS OF H SHARES TO BE HELD ON 21 NOVEMBER 2016 (OR AT ANY ADJOURNMENT THEREOF)

Number of H Shares to which this form of proxy relates *(Note 1)*	

I/We,*(Note 2)* ______________________________
of (address) ______________________________
being the holder(s) of ______________ H Shares *(Note 3)* of RMB0.25 each in the share capital of Flat Glass Group Co., Ltd. (the "**Company**"), hereby appoint the Chairman of the meeting or ______________ *(Note 4)*
of (address) ______________________________
as my/our proxy(ies) to attend the class meeting of the holders of H shares (the "**H Shareholders' Class 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 on Monday, 21 November 2016, immediately after the conclusion of the class meeting of the holders of domestic shares of the Company to be held on the same date 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 the H Shareholders' Class Meeting as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit. Unless otherwise defined, capitalised terms used herein shall have the meanings as those defined in the circular of the Company dated 5 October 2016.

SPECIAL RESOLUTIONS			FOR*(Note 5)*	AGAINST*(Note 5)*	ABSTAIN*(Note 5)*
To consider and approve the following:					
1.	Proposed A Share Offering				
	(a)	Class of shares to be issued			
	(b)	Nominal value per share			
	(c)	Place of listing			
	(d)	Offer size			
	(e)	Pricing methodology			
	(f)	Target subscribers			
	(g)	Method of offering			
	(h)	Validity period of the resolutions			
2.	proposal on granting authorisation to the Board to handle matters in relation to the Proposed A Share Offering				
3.	use of proceeds from the Proposed A Share Offering				
4.	distribution plan of the accumulated undistributed profits before the Proposed A Share Offering				
5.	amendments to the Articles				
6.	price stabilising for the A Shares within three years after the Proposed A Share Offering				
7.	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 actual controllers of the Company on the dilution of immediate returns as a result of the Proposed A Share Offering and related remedial measures				
11.	dividend distribution plan for the three years after the Proposed A Share Offering				

Date: ______________ day of ______________ 2016 Signature: ______________________ *(Note 6)*

Notes:

1. 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).

2. Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK LETTERS**.

3. Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.

4. 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.

5. **Important: If you wish to vote for any resolution, please put a tick or insert the number of shares held by you in the box marked "FOR". If you wish to vote against any resolution, please put a tick or insert the number of shares held by you in the box marked "AGAINST". If you want to abstain from voting on any resolution, please put a tick or insert the number of shares held by you in the box marked "ABSTAIN". If no direction is given, your proxy may vote as he/she thinks fit. The shares abstained will be counted in the calculation of the required majority.**

6. 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 authorized. 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.

7. 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 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 not less than 24 hours before the time appointed for the holding of the H Shareholders' Class Meeting (or any adjournment thereof) or for taking the poll.

8. You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the H Shareholders' Class Meeting or any adjournment thereof if you so wish.