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 H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the H Shareholders' Class Meeting of Flat Glass Group Co., Ltd. (the "**Company**") will be held at the Conference Room, 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China (the "**PRC**") on Monday, 21 November 2016 immediately after the conclusion of the Domestic Shareholders' Class Meeting held at the same date or any adjournment thereof for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolutions. 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

(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; and

(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; and

(11) dividend distribution plan for the three years after the Proposed A Share Offering.

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

Jiaxing, Zhejiang, the PRC
5 October 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 H Shareholders' entitlement to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company will be closed from 21 October 2016 (Friday) to 21 November 2016 (Monday) (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming H Shareholders' Class Meeting, all transfer documents must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration before 4:30 p.m. on 20 October 2016 (Thursday). H Shareholders whose names appear on the register of members of the Company on 21 November 2016 (Monday) are entitled to attend and vote at the H Shareholders' Class Meeting.

2. H Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting 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 an H Shareholder or his attorney duly authorized in writing. If the H 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 H Shareholders' Class Meeting must be deposited by hand or by post to the H share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time for holding the H Shareholders' Class Meeting (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 H Shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings should they so wish.

5. H Shareholders or their proxies shall provide their identification documents when attending the H Shareholders' Class Meeting. If corporate H Shareholders appoint authorized representative to attend the H Shareholders' Class Meeting, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate H Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the H Shareholders or their attorney when attending the H Shareholders' Class Meeting.

6. H Shareholders who intend to attend the H Shareholders' Class Meeting should complete the reply slip and return it by hand or by post to the H share registrar of the Company on or before 1 November 2016 (Tuesday).

7. H Shareholders attending the H Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses.