
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Second Supplemental 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 the Company, you should at once hand this Second Supplemental Circular 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)

SECOND SUPPLEMENTAL CIRCULAR TO THE
ANNUAL GENERAL MEETING TO BE HELD ON 13 JUNE 2017

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DEFINITIONS

In this Second Supplemental Circular, the following expressions shall have the following meanings unless the context requires otherwise. Other capitalised expressions used in this Second Supplemental Circular but not defined below shall have the same meaning as those used in the Circular and the Supplemental Circular.

“A Share(s)”	ordinary share(s) proposed to be issued by the Company pursuant to the Proposed A Share Offering and subscribed for in RMB
“Articles of Association”	the articles of association of the Company
“AGM”	the Annual General Meeting of the Company to be held at the Conference Room, 5th Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou district, Jiaxing, Zhejiang Province, the PRC, at 9:30 a.m. on 13 June 2017, or any adjournment thereof
“Board”	the board of Directors of the Company
“Circular”	the circular of the Company dated 28 April 2017
“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 on 29 December 2005, the H Shares of which are listed on the main board of the Stock Exchange (stock code: 6865)
“Directors”	the directors of the Company
“Domestic Shares”	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 RMB by PRC nationals and/or PRC corporate entities
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Original Proxy Form”	the original form of proxy for use at the AGM enclosed with the Circular
“PRC”	the People’s Republic of China,

DEFINITIONS

“Proposed A Share Offering”	the Company’s proposed initial public offering of not more than 200,000,000 A Shares, which are proposed to be listed on the Shanghai Stock Exchange
“Revised Proxy Form”	the revised proxy form for use at the AGM enclosed with the Supplemental Circular
“RMB”	Renminbi, the lawful currency of the PRC
“Second Supplemental Circular”	this second supplemental circular of the Company dated 26 May 2017
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Circular”	the supplemental circular of the Company dated 12 May 2017
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	percent

In this Second Supplemental Circular, unless the context otherwise requires, the terms “connected person(s)”, “connected transaction(s)”, “controlling shareholder(s)” and “substantial shareholder(s)”, if used, shall have the meanings given to such terms in the Listing Rules, as modified by the Stock Exchange from time to time.

Certain amounts and percentage figures set out in this Second Supplemental Circular have been subject to rounding adjustments. Accordingly, figures shown as total in certain tables and the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

Reference to the singular number includes references to the plural and vice versa and references to one gender include every gender.

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

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

Independent non-executive Directors:
Dr. Cui Xiaozhong
Mr. Li Shilong
Mr. Ng Ki Hung

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

26 May 2017

To the Shareholders,

LETTER FROM THE BOARD

Upon further checking, certain information in the said related parties transactions report as set out in Appendix I to the Supplemental Circular have to be updated. The updated report on the related parties transactions of the Company during the period from 1 January 2014 to 31 December 2016 is included in Appendix I to this circular for the Shareholders' consideration.

Save as mentioned above, all other information and resolutions to be proposed at the AGM as set out in the notice of AGM of the Company and the Circular dated 28 April 2017, and the supplemental notice of AGM and the Supplemental Circular dated 12 May 2017 remain unchanged.

III. THE AGM

The AGM will be held at the Conference Room, 5th Floor, Flat Glass Group Co., Ltd. 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 9:30 a.m. on 13 June 2017. Please refer to the notice of AGM of the Company and the Circular dated 28 April 2017, and the supplemental notice of AGM and the Supplemental Circular dated 12 May 2017 for details in respect of the resolutions to be considered and passed at the AGM, eligibility for attending the AGM, registration procedures, closure of register of members and other relevant matters.

Shareholders who intend to attend the AGM by Revised Proxy Form are required to complete and return the Revised Proxy Form enclosed with the Supplemental Circular, 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 Revised Proxy Form will not preclude you from attending and voting in person at such meeting or any adjournment thereof should you so wish.

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LETTER FROM THE BOARD

No Shareholder is required to abstain from voting for the resolution in relation to the report on related parties transactions during the period from 1 January 2014 to 31 December 2016 to be proposed at the AGM.

V. RECOMMENDATION

The Directors consider that the updated report on related parties transactions during the period from 1 January 2014 to 31 December 2016 as set out in Appendix I to this Second Supplemental Circular is in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend all Shareholders to vote in favor of the relevant resolution to be proposed at the AGM.

VI. RESPONSIBILITY STATEMENT

This Second Supplemental Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this Second Supplemental Circular misleading.

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

**APPENDIX I REPORT ON RELATED PARTIES TRANSACTIONS
DURING THE PERIOD FROM 1 JANUARY 2014
TO 31 DECEMBER 2016**

The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

The related parties transactions entered into between 1 January 2014 and 31 December 2016 are reported as follows, for consideration by all Shareholders and their representatives:

A. Related Party Transactions

(1) Purchase of Raw Materials

Related Party	Particulars of Related Party Transaction	For the Year 2016 (RMB)	For the Year 2015 (RMB)	For the Year 2014 (RMB)
Jiaxing Yucheng Commerce and Trading Co., Ltd.* (嘉興市譽誠商貿 有限公司)	Purchase of raw material	–	–	76,005,661.33

(2) Receive Repair and Replacement Services

Related Party </

APPENDIX I REPORT ON RELATED PARTIES TRANSACTIONS
DURING THE PERIOD FROM 1 JANUARY 2014
TO 31 DECEMBER 2016

(4) Borrowings from Related Party

Related Party	Amount Borrowed (RMB)	Commencement Date	Expiry Date	Year End Amount (RMB)	Particulars
For Year 2016					
Nil					
For Year 2015					
Ruan Hongliang	32,900,000.00	2015-01-13	2015-01-29	0.00	Interest free with no fixed term of repayment
Ruan Hongliang	31,000,000.00	2015-01-30	2015-10-29	0.00	Entrusted loans bearing interest at 5.88% per annum
For Year 2014					
Ruan Hongliang	31,000,000.00	2014-01-26	2014-11-13		

**APPENDIX I REPORT ON RELATED PARTIES TRANSACTIONS
DURING THE PERIOD FROM 1 JANUARY 2014
TO 31 DECEMBER 2016**

Note: Pursuant to the Supplementary Agreement, Shen Qifu is required to pay borrowing interest of RMB19,824.66 according to the then bank loan benchmark interest rate. On 17 April 2017, Shen Qifu has paid the above borrowing interest.

(6) Amounts Receivable or Payable by Related Parties

Item	Related Party	As at 31 December 2016 (RMB)	As at 31 December 2015 (RMB)	As at 31 December 2014 (RMB)
Accounts Payables	Jiaxing Yucheng Commerce and Trading Co., Ltd.* (嘉興市譽誠商貿有限公司)	—	—	856,918.62
Accounts Payables	Jiaxing Nanhu Automobile Sales Co., Ltd.* (嘉興市南湖汽車銷售有限公司)	—	1,767.50	82,036.30
Total		—	1,767.50	938,954.92
Other Non-current Assets	Jiaxing Xiuzhou District Lianhui Venture Capital Co., Ltd.* (Note) (嘉興市秀洲區聯會創業投資有限公司)			

APPENDIX I REPORT ON RELATED PARTIES TRANSACTIONS
DURING THE PERIOD FROM 1 JANUARY 2014
TO 31 DECEMBER 2016

Guarantor(s)	Guaranteed Party	Amount Guaranteed (RMB)	Commencement Date	Expiry Date	Fulfilment of the Guarantee as at 31 December 2016
2015					
Ruan Hongliang, Jiang Jinhua	The Group	15,000,000.00	2014-03-25	2015-01-14	Yes
Ruan Hongliang, Jiang Jinhua	The Group	20,000,000.00	2014-06-11	2015-03-23	Yes
Ruan Hongliang, Jiang Jinhua	The Group	15,000,000.00	2014-07-07	2015-03-16	Yes
Ruan Hongliang, Jiang Jinhua	The Group	15,000,000.00	2014-07-09	2015-03-06	Yes
Ruan Hongliang, Jiang Jinhua	The Group	14,736,744.86	2014-08-22	2015-01-26	Yes
Ruan Hongliang, Jiang Jinhua					

APPENDIX I REPORT ON RELATED PARTIES TRANSACTIONS
DURING THE PERIOD FROM 1 JANUARY 2014
TO 31 DECEMBER 2016

Guarantor(s)	Guaranteed Party	Amount Guaranteed (RMB)	Commencement Date	Expiry Date	Fulfilment of the Guarantee as at 31 December 2016
Ruan Hongliang, Jiang Jinhua	The Group	10,000,000.00	2010-11-23	2015-06-03	Yes
Ruan Hongliang, Jiang Jinhua	The Group	10,000,000.00	2010-12-20	2015-06-03	Yes
Ruan Hongliang	The Group	25,000,000.00	2013-01-25	2015-06-03	Yes
Ruan Hongliang	The Group	40,000,000.00	2013-01-25	2015-06-03	Yes
Ruan Hongliang, Jiang Jinhua	The Group	10,000,000.00	2015-03-04	2015-06-03	Yes
Ruan Hongliang, Jiang Jinhua	The Group	10,000,000.00	2015-03-04		

APPENDIX I REPORT ON RELATED PARTIES TRANSACTIONS
DURING THE PERIOD FROM 1 JANUARY 2014
TO 31 DECEMBER 2016

Guarantor(s)	Guaranteed Party	Amount Guaranteed <i>(RMB)</i>	Commencement Date	Expiry Date	Fulfilment of the Guarantee as at 31 December 2016
Ruan Hongliang, Jiang Jinhua	The Group	8,000,000.00	2015-04-29	2015-06-03	Yes
Ruan Hongliang, Jiang Jinhua	The Group	10,600,000.00	2015-04-30	2015-06-03	Yes
Ruan Hongliang, Jiang Jinhua	The Group	15,000,000.00	2015-05-06	2015-06-03	Yes

Guarantor(s)	Guaranteed Party	Amount Guaranteed <i>(RMB)</i>	Commencement Date	Expiry Date	Fulfilment of the Guarantee as at 31 December 2016
2014					
Ruan Hongliang, Jiang Jinhua</					

**APPENDIX I REPORT ON RELATED PARTIES TRANSACTIONS
DURING THE PERIOD FROM 1 JANUARY 2014
TO 31 DECEMBER 2016**

Guarantor(s)	Guaranteed Party	Amount Guaranteed (RMB)	Commencement Date	Expiry Date	Fulfilment of the Guarantee as at 31 December 2016
Ruan Hongliang, Jiang Jinhua	The Group	20,000,000.00	2014-02-24	2014-05-19	Yes
Ruan Hongliang, Jiang Jinhua	The Group	10,000,000.00	2014-02-25	2014-07-10	Yes
Ruan Hongliang, Jiang Jinhua	The Group	10,000,000.00	2014-03-11	2014-05-12	Yes
Ruan Hongliang, Jiang Jinhua	The Group	15,000,000.00	2014-05-19	2014-11-14	Yes
Ruan Hongliang, Jiang Jinhua	The Group	15,000,000.00	2014-06-25	2014-08-14	Yes
Ruan Hongli					

APPENDIX I REPORT ON RELATED PARTIES TRANSACTIONS
DURING THE PERIOD FROM 1 JANUARY 2014
TO 31 DECEMBER 2016

Guarantor(s)	Guaranteed Party	Amount Guaranteed (RMB)	Commencement Date	Expiry Date	Fulfilment of the Guarantee as at 31 December 2016
Ruan Hongliang, Jiang Jinhua	The Group	5,399,016.84	2014-07-24	2014-12-24	Yes
Ruan Hongliang, Jiang Jinhua	The Group	15,343,497.23	2014-07-24	2014-12-29	Yes
Ruan Hongliang, Jiang Jinhua	The Group	14,736,744.86	2014-08-22	2015-01-26	Yes
Ruan Hongliang, Jiang Jinhua	The Group	20,000,000.00	2014-09-19	2015-03-16	Yes
Ruan Hongliang, Jiang Jinhua	The Group	10,000,000.00	2014-10-29	2015-04-28	Yes
Ruan Hongliang, Jiang Jinhua	The Group				

APPENDIX I	REPORT ON RELATED PARTIES TRANSACTIONS DURING THE PERIOD FROM 1 JANUARY 2014 TO 31 DECEMBER 2016
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Guarantor(s)	Guaranteed Party	Amount Guaranteed (RMB)	Commencement Date	Expiry Date	Fulfilment of the Guarantee as at 31 December 2016
Ruan Hongliang, Jiang Jinhua	The Group	40,000,000.00	2013-03-22	2015-12-31	Yes
Ruan Hongliang, Jiang Jinhua	The Group	10,000,000.00	2013-04-22	2015-12-31	Yes
Ruan Hongliang, Jiang Jinhua	The Group	20,000,000.00	2013-04-22	2015-06-30	Yes

B. Pricing Policy and Basis of the Related Parties Transactions

The related party transactions between the Company and the related party have been conducted based on fair and voluntary principle, except that some related parties and related natural persons, did not pay the interest for temporary and short-term borrowing funds from the Company, and Ruan Hongli