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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)

**ANNOUNCEMENT IN RELATION
TO 2024 PROPOSED GENERAL MANDATE
TO REPURCHASE H SHARES**

References are made to the circular (the “**Circular**”) dated 4 December 2023 and the announcement dated 22 December 2023 of Flat Glass Group Co., Ltd. (the “**Company**”) in relation to , among others, the general mandate to repurchase H Shares of the Company. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

On 22 December 2023, the Company held the 2023 Third EGM and the 2023 Third Class meetings, on which the Board was granted a general mandate to repurchase H Shares of the Company (the “**2023 Repurchase Mandate**”), at the discretion of the Board to repurchase no more than 10% of the total number of H Shares in issue at the date of passing of the relevant resolution of the Company (i.e. 45,000,000 H Shares).

As at the date of this announcement, the Company has repurchased a total of 6,250,000 H Shares, accounting for 1.39% of the total number of issued H Shares and 0.27% of the total number of issued Shares of the Company on 22 December 2023. The highest repurchase price was HK\$15.24 per share and the lowest repurchase price was HK\$13.66 per share. The total amount of funds used was HK\$89,463,140 (excluding transaction costs). The repurchases mentioned above comply with the 2023 Repurchase Mandate.

The Company believes that the repurchase of H Shares is in the interests of the Company and Shareholders as a whole. The Board therefore proposes to seek approval from the Shareholders at the forthcoming annual general meeting and class meeting(s) (if needed) to authorise the Board and any of its authorised persons to deal with all matters in connection with the repurchase of a portion of H Shares (the “**2024 Repurchase Mandate**”). Details of the 2024 Repurchase Mandate are as follows:

1. Subject to the restrictions under paragraphs 2 and 3 below, the Board shall be approved to exercise all rights of repurchasing the H Shares in issue and listed on the Hong Kong Stock Exchange of nominal value of RMB0.25 each within the Effective Term (as defined below) in accordance with all applicable laws, regulations, rules and/or requirements of the governmental or regulatory authorities of the People’s Republic of China (the “**PRC**”) in charge of securities matters, the Hong Kong Stock Exchange or any other governmental or regulatory authorities.
2. The Board shall be authorised to repurchase H Shares in an amount not exceeding 10% of the total number of H Shares in issue at the date of passing of such resolution at the annual general meeting and class meeting(s) (if needed) within the Effective Term, and the repurchase price on any date of repurchase shall not be equal to or higher than 105% of the average closing price of H Shares for the five preceding trading days on which H Shares were traded on the Hong Kong Stock Exchange.
3. The 2024 Repurchase Mandate shall include, without limitation, authority to:
 - (i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;
 - (ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;
 - (iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the places of listing of the Company, and make the necessary filings with the relevant regulatory authorities (if necessary); and
 - (iv) cancel the repurchased H Shares, and execute and deal with any relevant documents and matters in connection with the aforementioned repurchase.

The effective term of the 2024 Repurchase Mandate (“**Effective Term**”) will expire on the earliest of:

- (i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2024; or
- (ii) the date on which the 2024 Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

4. The Board shall be authorised to:

- (i) execute and sign all such documents, do all such acts and matters and take all such steps relevant to the proposed repurchase of H Shares as described in paragraphs 1 and 2 above, and as are expedient, necessary or desirable to give effect to such repurchase as it thinks fit, in accordance with the relevant laws, regulations and rules; and
- (ii) make such amendments to the Articles of Association of the Company as it thinks fit to reduce the registered capital and reflect the new capital structure of the Company, and to deal with the relevant statutory registration and filing formalities both within and outside the PRC.

Subject to the approval and authorisation of the 2024 Repurchase Mandate being granted to the Board at the annual general meeting and class meeting(s) (if needed) of the Company, the Board proposes to authorise the Chairman and any of his authorised persons to exercise the authority granted to it at the annual general meeting and class meeting(s) (if needed) to deal with the 2024 Repurchase Mandate and all other matters which may be authorised by the Board in connection with the repurchase of H Shares.

If, during the Effective Term, the Board or the authorised person of the Board has signed the necessary documents, completed the necessary formalities, and such documents, formalities may need to be performed, carried out or continued after the end of the Effective Term, the Effective Term will be extended accordingly.

This proposal shall be conditional upon the approval of the relevant special resolution by the Shareholders at the general meeting and class meeting(s) (if needed) and the fulfilment of the necessary legal procedures, if any.

A circular and notice(s) of the annual general meeting and class meeting(s) (if needed) will be despatched to Shareholders in due course.

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

Jiaxing, Zhejiang Province, the PRC
26 March 2024

As at the date of this announcement, the executive Directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu, and the independent non-executive Directors are Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

* *For identification purposes only*