
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 the Company, 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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Notice convening the 2026 First EGM to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China, at 2:45 p.m. on Friday, 13 February 2026 are set out on pages 8 to 9 of this circular.

The proxy form for use at the 2026 First EGM is also enclosed with this circular. If you intend to attend the meeting by proxy, you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon to the Company's H shares registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), 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 A Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise.

“2026 First EGM”	the extraordinary general meeting of the Company to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, PRC, at 2:45 p.m. on Friday, 13 February 2026, or any adjournment thereof
“A Share(s)”	Renminbi-denominated ordinary share(s) of the Company which were issued in the PRC and subscribed in RMB and are listed on the Shanghai Stock Exchange
“Board”	the board of directors of the Company
“Company”	福萊特玻璃集團股份有限公司 (Flat Glass Group Co., Ltd.*), a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed on the main board of the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	the A Share(s) and the H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s) of the Company
“%”	percent

DEFINITIONS

Certain amounts and percentage figures set out in this 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.

English names of Chinese entities marked with “” are translations of their Chinese names and are included in this circular for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese names prevails.*

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

Ms. Ruan Zeyun

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

Employee Director:

Ms. Niu Liping

Principal place of business in Hong Kong:

Unit 6, 11/F, Prosperity Place

6 Shing Yip Street

Kwun Tong, Kowloon

Hong Kong

Independent non-executive Directors:

Ms. Xu Pan

Ms. Du Jian

Ms. Ng Yau Kuen Carmen

27 January 2026

To the Shareholders,

**(1) THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS
FOR 2025 AND THE ESTIMATE ON DAILY RELATED PARTY
TRANSACTIONS FOR 2026**

AND

(2) NOTICE OF THE 2026 FIRST EGM

I. INTRODUCTION

The purpose of this circular is to provide you with information in connection with, among other things, considering and approving the implementation of daily related party transactions for 2025 and the estimate on daily related party transactions for 2026, and to give you notice of the 2026 First EGM.

LETTER FROM THE BOARD

LETTER FROM THE BOARD

Details of the estimated amounts and types of daily related party transactions for 2026 are set out in the table below:

Unit: RMB0'000

Types of related party transactions	Related parties	Amount expected to be incurred in 2026	Actual amount incurred in 2025	Reason for material difference between estimated amount and actual amount incurred
Leasing staff dormitories, factory buildings	Jiaxing Yihe Investment Co., Ltd. (嘉興義和投資有限公司)	849.96	849.96	–
Leasing terminal berths	Fengyang Hongding Port Co., Ltd. (鳳陽鴻鼎港務有限公司)	275.23	247.70	–
Providing services such as the rental of houses, premises, containers, etc. to related parties	Jiaxing Kaihong Flat Supply Chain Management Co., Ltd. (嘉興凱鴻福萊特供應鏈管理有限公司)	800.00	432.68	–
Acceptance of logistics services		72,000.00	71,725.45	–
Acceptance of gas supply services	JiaXing Gas Group Co., Ltd. (嘉興市燃氣集團股份有限公司)	20,000.00	15,604.63	–
Providing services such as the rental of factory buildings and sales of raw glass	Zhejiang Fujie New Material Co., Ltd. (浙江福捷新材料有限公司)	2,600	–	Newly added related party
Total		<u>96,525.19</u>	<u>88,860.42</u>	

Note: The data in the above table are excluding tax and unaudited, and the final amounts are subject to the figures to be audited by the auditors during the annual review.

LETTER FROM THE BOARD

The price for the Company's leasing of staff dormitories, factory buildings, terminal berths, providing services such as the rental of houses, premises, containers, factory buildings and sales of raw glass etc. to related parties and acceptance of gas supply services provided by relevant related parties is determined with reference to the prevailing market prices. The pricing method for the Company to accept logistics services provided by related parties is the same as that for the Company to accept logistics services provided by other logistics service providers. The pricing principle for related party transactions between the Company and the above related parties are based on the principle of fairness and just, and the relevant agreement is made with reference to the market price of the same type of transactions in the current period. The prices of such related party transactions are in line with the prevailing market price levels for the same period or are in the normal price range compared to similar transactions.

The Board believes that the above related party transactions between the Company and related parties are necessary for the ordinary operation of the Company and will strengthen business development and reduce operational costs of the Company. Such related party transactions follow fair, justice and reasonable market based pricing principles and play a positive role in the actual production and operation of the Company. They neither harm the Company and its Shareholders, especially the rights and interests of minority Shareholders, nor do they affect the independence of the Company or create dependence on related party as a result of such transactions.

The above related party transactions do not constitute any connected transactions under Chapter 14A of the Listing Rules.

III. THE 2026 FIRST EGM

Notice convening the 2026 First EGM to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd. 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:45 p.m. on Friday, 13 February 2026, is set out on pages 8 to 9.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, the resolution to be proposed at the 2026 First EGM will be voted by poll.

For the purpose of determining the entitlement for attendance and voting at the 2026 First EGM, the H Share register of members of the Company will be closed from Tuesday, 10 February 2026 to Friday, 13 February 2026, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company on Monday, 9 February 2026 shall be entitled to attend and vote at the 2026 First EGM. In order to attend and vote at the 2026 First EGM, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Monday, 9 February 2026.

LETTER FROM THE BOARD

H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2026 First EGM. H Shareholders who intend to appoint a proxy to attend the 2026 First EGM are requested to complete the proxy form in accordance with the instructions set out therein and return it to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event, not less than 24 hours before the time appointed for holding the 2026 First EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2026 First EGM should you so wish.

IV. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolution to be proposed at the 2026 First EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolution to be proposed 2026 First EGM.

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

NOTICE OF 2026 FIRST EGM

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 THE 2026 FIRST EGM

NOTICE IS HEREBY GIVEN that the 2026 First EGM of Flat Glass Group Co., Ltd. (the “**Company**”) will be held at 2:45 p.m. on Friday, 13 February 2026 at the Large Conference Room, the 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China for the purpose of considering, and if thought fit, passing the following resolution by way of ordinary resolution. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 27 January 2026:

- Ordinary resolution 1. To consider and approve the implementation of daily related party transactions for 2025 and the estimate on daily related party transactions for 2026.

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

Jiaxing, Zhejiang Province, the PRC
27 January 2026

As at the date hereof, the executive Directors were Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu, the employee Director was Ms. Niu Liping and the independent non-executive Directors were Ms. Xu Pan, Ms. Du Jian and Ms. Ng Yau Kuen Carmen.

NOTICE OF 2026 FIRST EGM

Notes:

1. In order to ascertain the Shareholders' entitlement to attend and vote at the 2026 First EGM, the register of members of the Company will be closed from Tuesday, 10 February 2026 to Friday, 13 February 2026 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming 2026 First EGM, all transfer documents must be lodged with the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), for registration before 4:30 p.m. on Monday, 9 February 2026. H Shareholders whose names appear on the register of members of the Company on Monday, 9 February 2026 are entitled to attend and vote at the 2026 First EGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the 2026 First EGM will be determined and announced separately in the PRC by the Company.
2. Shareholders who are entitled to attend and vote at the 2026 First EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder.
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 authorised to sign the same.
4. In order to be valid, the proxy form 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the 2026 First EGM. 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 the Shareholders from attending and voting in person at the 2026 First EGM or any adjourned meetings should they so wish.
5. Shareholders or their proxies shall provide their identification documents when attending the 2026 First EGM.
6. Shareholders attending the 2026 First EGM shall be responsible for their own travel and accommodation expenses.
7. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.