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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福萊特玻璃集團股份有限公司

FUYAO GLASS INDUSTRY GROUP CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6865)

(1) PROPOSED DECLARATION OF 2025 FINAL DIVIDEND
(2) PROPOSED FORMULATION OF REMUNERATION MANAGEMENT SYSTEM FOR DIRECTORS AND SENIOR MANAGEMENT
(3) PROPOSED PROVISION OF GUARANTEE BY THE GROUP FOR ITS POTENTIAL CREDIT FACILITIES
(4) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARES
AND
(5) NOTICE OF 2025 AGM

Notices convening the 2025 AGM 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 2:00 p.m. on Tuesday, 12 May 2026 are set out on pages 16 to 18 of this circular.

The proxy form for use at the 2025 AGM 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.

17 April 2026

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

"2025 AGM"	the annual 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 2:00 p.m. on Tuesday, 12 May 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 Stock Exchange and Shanghai Stock Exchange, respectively
"Company Law"	the Company Law of the PRC
"CSRC"	China Securities Regulatory Commission
"Directors"	the directors of the Company
"Effective Term"	the effective term of the General Mandate
"H Share(s)"	ordinary share(s) in the share capital of the Company with nominal value of RMB0.25 each, which are subscribed for and traded in Hong Kong dollars, and listed on the Stock Exchange (stock code: 6865)
"H Shareholders"	holder(s) of H Shares
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"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
"Latest Practicable Date"	14 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"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
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"Share(s)"	the A Share(s) and the H Share(s)
"Shareholder(s)"	the holder(s) of the Share(s) of the Company
"%"	percent

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.*

II. PROPOSED DECLARATION OF 2025 FINAL DIVIDEND

As disclosed in the announcement of the Company dated 26 March 2026 relating to the final results of the Group for the year ended 31 December 2025, the Board recommended the payment of a final dividend of RMB0.15 per Share (before tax) for the year ended 31 December 2025 to Shareholders (the "**2025 Final Dividend**"). The 2025 Final Dividend is subject to the Shareholders' approval at the 2025 AGM.

In accordance with 6.1.10 of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the provision of guarantees to be provided shall be proposed at the 2025 AGM for the Shareholders to consider and, if thought fit, to be approved by way of a special resolution.

In order to improve the efficiency and timely handle the financing business, a resolution will be proposed at the 2025 AGM for the Shareholders to consider and, if thought fit, to authorize the chairman and its authorized persons to sign all legal documents including contracts, agreements, and vouchers related to all credit facilities within the above-mentioned credit limit, the law and economic responsibility arising therefrom shall be borne by the Company. The validity period of the resolution if so approved by the Shareholders at the 2025 AGM, shall be from the date of resolution passed at the 2025 AGM to the date of the next annual general meeting of the Company.

. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARE

Reference is made to the announcement of the Company dated 8 April 2026. With firm confidence in the Company's future development prospects and high recognition of the Company's value, and with a view to further safeguarding shareholders' interests and enhancing investor confidence, the Company, after taking into consideration its business development outlook, operating conditions, financial position, future

(iii) deal with such relevant approval formalities as may be required by the relevant regulatory

For the purpose of determining the entitlement for attendance and voting at the 2025 AGM, the H Share register of members of the Company will be closed from Thursday, 7 May 2026 to Tuesday, 12 May 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 Wednesday, 6 May 2026 (i.e. the record date) shall be entitled to attend and vote at the 2025 AGM. In order to attend and vote at the 2025 AGM, 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 Wednesday, 6 May 2026.

H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2025 AGM. H Shareholders who intend to appoint a proxy to attend the 2025 AGM 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 2025 AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 AGM should you so wish.

II. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2025 AGM 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 resolutions to be proposed at the 2025 AGM.

Yours faithfully
By order of the Board
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Chairman

REMUNERATION MANAGEMENT SYSTEM FOR DIRECTOR AND SENIOR MANAGEMENT OF FLAT GLASS GROUP CO., LTD.

CHAPTER 1 GENERAL PROVISIONS

ARTICLE 1 In order to further improve the management of the remuneration of directors and senior management of Flat Glass Group Co., Ltd. (the "**Company**"), establish a scientific and effective incentive and restraint mechanism, effectively excite the working enthusiasm of the directors and senior management of the Company, and enhance the management and operation benefits of the Company, this System is hereby formulated in accordance with the provisions of laws, regulations, and normative documents including the Company Law of the People's Republic of China and the Articles of Association of Flat Glass Group Co., Ltd. (the "**Articles of Association**"), and in line with the actual situation of the Company.

ARTICLE 2 This System shall be applicable to the following personnel:

(1) incumbent directors of the Company, including independent and non-independent directors;

(2) incumbent senior management of the Company, including the president, vice president, chief financial officer, and board secretary of the Company.

ARTICLE 3 The remuneration management system for directors and senior management of the Company shall follow the following principles:

(1) Adhere to the principle of integrating remuneration with the long-term development and interests of the company;

(2) Adhere to the principle of combining distribution according to labour with responsibility, authority and interests;

(3) Adhere to the principle of combining the overall remuneration level with the actual operating conditions of the Company;

(4) Adhere to the principle of matching remuneration with the annual performance assessment;

(5) Adhere to the principle of attaching equal importance to incentives and restraints.

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A 4 The general meeting of the Company shall be responsible for reviewing the directors' remuneration assessment system and remuneration plan. The board of directors of the Company shall be responsible for reviewing the remuneration assessment system and remuneration plan for senior management and explaining such system and plan to the general meeting.

A 5 The remuneration committee under the board of directors, which is a specialized working body under the board of directors, shall be responsible for formulating assessment criteria for directors and senior management and conducting assessments, formulating and reviewing remuneration policies and plans such as the remuneration decision-making mechanism, decision-making process, payment and stop-payment recourse arrangements for directors and senior management, and making recommendations to the directors on remuneration of directors and senior management.

If the board of directors does not adopt or does not fully adopt the recommendations of the remuneration committee, the specific reasons for such non-adoption shall be recorded in the resolutions of the board of directors and be disclosed.

The performance assessment of directors and senior management shall be organized by the remuneration committee, and the Company may entrust a third party to conduct the performance assessment.

A 6 The remuneration committee shall formulate the remuneration plan for directors and senior management each year based on this system, clarifying the basis for determining remuneration and its specific structure.

The remuneration plan for directors shall be determined by the general meeting and disclosed. The director shall avoid himself when the board of directors or the remuneration committee assesses or discusses his remuneration.

The remuneration plan for senior management shall be approved by the board of directors, explained to the general meeting and disclosed.

A 7 The performance assessment of directors and senior management of the Company shall be organized by the remuneration committee, and the assessment of the performance of duties of independent directors shall be conducted by ways of self-assessment, mutual assessment, etc.

A 8 The board of directors shall report the directors' performance of their duties, the results of their performance assessment, and their remuneration to the general meeting, and the Company shall make disclosures.

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A 9 The remuneration management system for directors and senior management of the Company shall serve the business strategy of the Company and be adjusted according to the ever-changing business situation of the Company, so as to cope with the needs of the further development of the Company.

The remuneration for non-independent directors and senior management who hold specific positions in the Company consists of basic remuneration, performance-based remuneration, and others, which shall be adjusted according to various factors, including the actual business conditions and performance assessment of the Company in the current year.

(1) Basic remuneration: shall be determined and paid with reference to the actual business conditions of the Company, and industry and region development levels;

(2) Performance-based remuneration: shall be determined and paid based on assessment results, after a comprehensive assessment with reference to job responsibilities, individual business capabilities, and contributions made to the realization of the Company's goals by non-independent directors and senior management who hold specific positions. Performance-based remuneration

A , 12 The remuneration of the directors and senior management shall be adjusted in response to the changing business conditions of the Company and individual performance, so as to cope with the needs of the Company's further development. The basis for adjusting the remuneration is as follows:

(1) Remuneration increase rate in the same industry: Collect remuneration data from the same industry through market remuneration reports or publicly available remuneration data on a regular basis, and conduct summary and analysis as a reference for the Company's remuneration adjustments;

(2) Inflation level: Refer to the inflation level to ensure that the real purchasing power of remuneration does not decrease, serving as a reference for the Company's remuneration adjustments;

(3) The Company's profitability;

(4) Organizational structure adjustments;

(5) Individual adjustments due to changes in positions.

The remuneration of the directors and senior management shall align with market development trends, match the operating results of the Company, and individual performance, and coordinate with the sustainable development of the Company.

If the Company shifts from profit to loss or experiences an increase in losses compared to the previous accounting year, and the average performance-based remuneration of directors and senior management does not decrease accordingly, the reasons shall be disclosed.

For the directors and senior management who belong to the highly skilled and scarce leading scientists and other scarce top technical talents at home and abroad, the Company may implement a special remuneration decision-making mechanism that is not linked to the business performance of the Company.

In the event of losses incurred, special explanations shall be provided at each stage of the review process for the remuneration of directors and senior management, clarifying whether changes in their remuneration align with performance-linked requirements.

A , 13 Upon approval by the board of directors of the Company, special incentives or penalties may be established by the Company on a temporary basis for specific matters as a supplement to the remuneration for the directors and senior management.

A , 14 The remuneration for directors and senior management members stipulated in this System does not include stock incentive plans, employee stock ownership plans, and other special incentives, bonuses, or rewards distributed based on the actual situation of the Company.

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A **15** The r.527 -2.8 T for the Company0 g2s non-independe 19rticlshall be paid in accordance with the Company

In accordance with the Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the 2025 AGM for the grant of General Mandate to the Board to repurchase H Shares.

REASON FOR REPURCHASING H SHARE

With firm confidence in the Company's future development prospects and high recognition of the Company's value, and with a view to further safeguarding shareholders' interests and enhancing investor confidence, the Company, after taking into consideration its business development outlook, operating conditions, financial position, future profitability and the recent performance of its H Shares on the secondary market, proposes to repurchase its H Shares. The H Shares repurchased will be held as treasury shares.

REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB585,720,081.75, comprising 441,715,000 H Shares with a nominal value of RMB0.25 each and 1,901,165,327 A Shares with a nominal value of RMB0.25 each.

EXERCISE OF THE GENERAL MANDATE

Subject to the passing of the relevant special resolution to approve the grant of the General Mandate to the Board to repurchase H Shares at the 2025 AGM, respectively, the Board will be granted the General Mandate to be effective until the earlier of: (i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2026; or (ii) the date on which the General Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting. The exercise of the General Mandate is subject to relevant approval(s) by and/or filings with SAFE and/or any other regulatory authorities as required by the laws, rules and regulations of the PRC to be obtained and/or conducted.

In accordance with the Listing Rules, the Company shall not repurchase H Shares if the purchase price is higher by 5% or more than the average closing market price on the Hong Kong Stock Exchange for 5 trading days preceding to the repurchase.

The exercise in full of the General Mandate (on the basis of 441,715,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the 2025 AGM) would result in a maximum of 44,171,500 H Shares that may be repurchased by the Company during the Effective Term, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution(s).

FUNDING OF H SHARE REPURCHASE

In repurchasing its H Shares, the Company intends to apply the Company's self-owned funds legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

APPENDIX II EXPLANATORY STATEMENT

GENERAL

SHARE REPURCHASE MADE BY THE COMPANY

Given that one participant under the first grant of the 2020 Incentive Scheme was found to have committed illegal or disciplinary violations, the Company has terminated the employment relationship and the individual no longer qualifies for the incentive. The Board of Director resolved to repurchase and cancel the 40,000 restricted shares that had been granted but had not yet been unlocked. The Company has completed cancellation of such restricted shares on 24 October 2025.

DISCLOSURE OF INTEREST

If as a result of Share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, (i) Mr. Ruan Hongliang beneficially held 439,358,400 A Shares and 485,000 H Shares; (ii) Ms. Jiang Jinhua beneficially held 310,081,600 A Shares and 111,000 H Shares; (iii) Ms. Ruan Zeyun beneficially held 350,535,000 A Shares and 2,203,000 H Shares; and (iv) Mr. Zhao Xiaofei beneficially held 4,800,000 A Shares, which in aggregate represented approximately 47.27% of the total share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law as a result of any repurchases to be made under the General Mandate. Moreover, the Directors will not make Share repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have a present intention to sell H Shares to the Company in the event that the General Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the General Mandate is approved by the Shareholders.

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福萊特玻璃集團股份有限公司

FUYAO GLASS INDUSTRY GROUP CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6865)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Flat Glass Group Co., Ltd. (the "**Company**") will be held at 2:00 p.m. on Tuesday, 12 May 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 resolutions by way of ordinary or special resolutions as indicated. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 17 April 2026:

Ordinary resolution 1.	To consider and approve the report of the Board for the year ended 31 December 2025.
Ordinary resolution 2.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025.
Ordinary resolution 3.	To consider and approve the annual report and annual results of the Company for the year ended 31 December 2025.
Ordinary resolution 4.	To consider and approve the profit distribution plan for the year ended 31 December 2025.
Ordinary resolution 5.	To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP in the PRC as the Company's auditors until the conclusion of the next annual general meeting of the Company, and to approve and authorise the Board to determine its remuneration.
Ordinary resolution 6.	To consider and approve the formulation of remuneration management system for Directors and senior management of the Company.
Ordinary resolution 7.	To consider and approve the proposal on determination of the remuneration of the Directors for the year ending 31 December 2026.

Ordinary resolution 8. To consider and approve the environmental, social and governance report of the Company for the year ended 31 December 2025.

Special resolution 9. To consider and approve the guarantees to be provided by the Group for its potential credit facility of up to RMB28 billion and to authorize the chairman of the Board and its authorized persons to sign all legal documents relating to the credit facilities, and the validity period of this resolution to be valid until the date of the next annual general meeting of the Company.

Special resolution 10. To consider and, if thought fit, to approve the following general mandate for the Board and any of its authorized persons to repurchase the H Shares during the Effective Term (as defined in paragraph (c) below), a general mandate to repurchase the H Shares:

(a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the 2025 AGM and the repurchase of H Shares will be at a repurchase price of less than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on the Hong Kong Stock Exchange.

(b) the Board be authorised to (including but not limited to the following):

(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) execute and deal with any relevant documents and matters in connection with the aforementioned repurchase.

(c) For the purpose of this special resolution, "Effective Term" means the period from the passing of the special resolution at the 2025 AGM until 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 2026; or

(ii) the date on which the Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.

By order of the Board of
F G G C., L .
R H
Chairman

Jiaxing, Zhejiang Province, the PRC