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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)

**PROPOSED APPOINTMENT OF DIRECTORS OF THE SEVENTH SESSION OF
THE BOARD OF DIRECTORS
AND
PROPOSED APPOINTMENT OF SUPERVISORS OF THE SEVENTH SESSION
OF THE BOARD OF SUPERVISORS**

On 25 October 2024, the board (the “**Board of Directors**”) of directors (the “**Directors**”) of Flat Glass Group Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) convened a meeting, at which the proposals, including, among others, the Proposal in relation to the Election of the New Session of the Board of Directors and the Nomination of Candidates for the Executive Directors of the Seventh Session of the Board of Directors and the Proposal in relation to the Election of the New Session of the Board of Directors and the Nomination of Candidates for the Independent Non-executive Directors of the Seventh Session of the Board of Directors were considered and approved. In addition, on 25 October 2024, the board of supervisors (the “**Board of Supervisors**”) of the Company convened a meeting, at which the proposals including, among others, the Proposal in relation to the Election of the New Session of the Board of Supervisors and the Nomination of Candidates for the Non-staff Representative Supervisors of the Seventh Session of the Board of Supervisors were considered and approved.

Pursuant to relevant laws and regulations and provisions of the Articles of Association of the Company, the list of the abovementioned candidates for Directors and shareholder representative supervisors shall be subject to the consideration and approval at a general meeting of the Company.

The Board of Directors has agreed to convene the 2024 first extraordinary general meeting (the “**2024 First EGM**”) to consider the above proposals. A circular containing, among other things, further details of the proposed appointments of Directors and shareholder representative supervisors, together with a notice of the 2024 First EGM, will be despatched to the shareholders of the Company (the “**Shareholders**”) in due course.

ELECTION OF THE NEW SESSION OF THE BOARD OF DIRECTORS

As considered and approved by the Board of Directors, Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu were nominated as candidates for executive Directors of the seventh session of the Board of Directors; and Ms. Xu Pan, Ms. Du Jian and Ms. Ng Yau Kuen Carmen were nominated as candidates for independent non-executive Directors of the seventh session of the Board of Directors.

The biographical details of the candidates for the Directors of the seventh session of the Board of Directors are set out in Appendix I to this announcement. As of the date of this announcement and to the knowledge of the Board of Directors of the Company, save as disclosed in this announcement, (i) the candidates for the Directors have not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) the candidates for the Directors do not have any relationships with any Directors, supervisors, senior management or substantial or controlling Shareholders; and (iii) the candidates for the Directors do not hold any interest in the shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). There is no other information in relation to the appointment of the Directors candidates which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), nor is there any other matter that needs to be brought to the attention of the Shareholders.

If appointed, the Company will enter into a service contract with each of the above Director candidates. The Board of Directors proposed to appoint the Director candidates as Directors of the Company. Unless adjustment is required by the relevant applicable laws and regulations, the terms of office of the Director candidates shall commence from the date of Shareholders’ approval at the 2024 First EGM and end on the expiry date of the terms of office of the seventh session of the Board of Directors. The Directors of the Company shall receive remuneration in accordance with the Company’s relevant remuneration and performance appraisal management system based on their specific management positions in the Company, and the total remuneration of the Directors of the Company for 2024 is proposed to be not more than RMB7 million. In particular, the domestic independent non-executive Directors shall receive allowance according to the allowance standard of RMB100,000 while the overseas independent non-executive Directors shall receive allowance of HKD180,000; and executive Directors shall receive remuneration in accordance with the Company’s relevant remuneration and performance appraisal management system based on their specific positions in the Company.

The above candidates for independent non-executive Directors are selected by the Company after considering the diversity of Board members in several aspects, including but not limited to age, cultural and educational background, professional skills and knowledge as well as their experience and contribution to be provided to the Board of Directors. Each of them has confirmed (i) her independence as regards each of the factors referred to in Rule 3.13 of the Hong Kong Listing Rules; (ii) that she had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the Hong Kong Listing Rules) of the Company; and (iii) that there are no other factors that may affect the her independence at the time of her appointment.

Ms. Hua Fulan, being independent non-executive Director of the sixth session of the Board of Directors, will retire from the date of approval of the election of the seventh session of the Board of Directors at the 2024 First EGM. Ms. Hua Fulan has confirmed that she has no disagreement with the Board of Directors and there is no other matter relating to her retirement that needs to be brought to the attention of the Shareholders. The Board of Directors would like to express its sincere gratitude to Ms. Hua Fulan for her long-term contributions to the Company.

ELECTION OF THE NEW SESSION OF THE BOARD OF SUPERVISORS

As considered and approved by the Board of Supervisors, Mr. Zheng Wenrong, Mr. Shen Fuquan and Mr. Zhu Quanming were nominated as candidates for shareholder representative supervisors.

The staff representative supervisors of the seventh session of the Board of Supervisors will be elected at the staff representative meeting of the Company in a democratic way and shall not be subject to approval by the Shareholders. The Company will make an announcement upon approval of the relevant resolutions at the staff representative meeting of the Company.

The biographical details of the candidates for the shareholder representative supervisors of the seventh session of the Board of Supervisors are set out in Appendix II to this announcement. As of the date of this announcement and to the knowledge of the Board of Supervisors of the Company, save as disclosed in this announcement, (i) the candidates for the supervisors have not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) the candidates for the supervisors do not have any relationships with any Directors, supervisors, senior management or substantial or controlling Shareholders; and (iii) the candidates for the supervisors do not hold any interest in the shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). There is no other information in relation to the appointment of the candidates for the shareholder representative supervisors which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders.

If appointed, the Company will enter into a service contract with each of the above candidates for shareholder representative supervisors. The Board of Supervisors proposed to appoint candidates for shareholder representative supervisors as supervisors of the Company. Unless adjustment is required by the relevant applicable laws and regulations, the terms of office of the candidates for shareholder representative supervisors shall commence from the date of Shareholders' approval at the 2024 First EGM and end on the expiry date of the terms of office of the seventh session of the Board of Supervisors. The Company proposed to set the total remuneration of the supervisors of the Company for 2024 to be not more than RMB2 million. Supervisors shall receive remuneration in accordance with the Company's relevant remuneration and performance appraisal management system based on their specific positions in the Company.

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

Jiaxing, Zhejiang Province
25 October 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.

APPENDIX I: BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

CANDIDATES FOR EXECUTIVE DIRECTORS

Mr. Ruan Hongliang (阮洪良先生) (**Mr. Ruan**), aged 62, is a founder of the Group and a de facto controller of the Company. Mr. Ruan is currently an executive Director and the chairman of the Board, mainly responsible for the development of overall corporate strategies, business management and operation of the Group. Mr. Ruan is a member of the remuneration committee and the nomination committee, and also the chairman of strategic development committee and risk management committee of the Company. Mr. Ruan graduated from Dongbei University of Finance and Economics* (東北財經大學) in January 2022 majoring in business administration.

Mr. Ruan has over 38 years' experience in glass industry. Mr. Ruan is currently a director of a majority of subsidiaries of the Company. Apart from the Group, Mr. Ruan has served as a director of Jiaying Xiuzhou District Lianhui Venture Capital Co., Ltd.* (嘉興市秀洲區聯會創業投資有限公司) since June 2009, a director of Fengyang Petro China Kunlun Gas Co., Ltd.* (鳳陽中石油崑崙燃氣有限公司) since April 2020, and a director of Jiaying Gas Group Co., Ltd.* (嘉興市燃氣集團股份有限公司) (a company listed on Hong Kong Stock Exchange, stock code: 9908) from June 2021 to June 2023.

Mr. Ruan is the spouse of Ms. Jiang Jinhua, an executive Director, father of Ms. Ruan Zeyun, an executive Director, the president and the company secretary of the Company and father-in-law of Mr. Zhao Xiaofei, an executive deputy president of the Company. As at 30 September 2024, Mr. Ruan beneficially owns 439,358,400 A shares and 485,000 H shares of the Company.

Pursuant to a concert party agreement dated 19 September 2016 entered into among Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, each of Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei is considered to be interested in 1,118,772,000 A shares and 2,799,000 H shares of the Company under the SFO.

Ms. Jiang Jinhua (姜瑾華女士) (**Ms. Jiang**), formerly known as Ms. Jiang Jin'e (姜瑾娥), aged 62, joined the Group in June 2000. Ms. Jiang is a de facto controller of the Company. Ms. Jiang has over 30 years' experience in glass industry. Ms. Jiang is currently an executive Director and the vice chairman of the Board, mainly responsible for assisting Mr. Ruan to fulfill his duties as the chairman of the Board. Ms. Jiang is a member of the risk management committee of the Company. Ms. Jiang graduated from Arizona State University in the United States in May 2013 with a master degree in business management.

Ms. Jiang is the spouse of Mr. Ruan, an executive Director, mother of Ms. Ruan Zeyun, an executive Director, the president and the company secretary of the Company and mother-in-law of Mr. Zhao Xiaofei, an executive deputy president of the Company. As at 30 September 2024, Ms. Jiang beneficially owns 324,081,600 A shares and 111,000 H shares of the Company.

Pursuant to a concert party agreement dated 19 September 2016 entered into among Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, each of Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei is considered to be interested in 1,118,772,000 A shares and 2,799,000 H shares of the Company under the SFO.

Ms. Ruan Zeyun (阮澤雲女士) (**Ms. Ruan**), formerly known as Ms. Ruan Xiao (阮曉女士), aged 37, joined the Group in October 2009, is a de facto controller of the Company. Ms. Ruan is currently an executive Director, president and company secretary of the Company, mainly responsible for the daily affairs of the Board and management and operation of overall corporate business of the Group. Ms. Ruan graduated from Sheffield University in England in September 2009 with a master degree in management. Apart from the Group, Ms. Ruan has served as a director of Jiaying Yihe Investment Co., Ltd.* (嘉興義和投資有限公司) since June 2016, a director of Jiaying Kaihong Flat Supply Chain Management Co., Ltd.* (嘉興凱鴻福萊特供應鏈管理有限公司) since January 2020 and a director of its wholly-owned subsidiary Kaihong Flat Logistics (Vietnam) Co., Ltd.* (凱鴻福萊特物流(越南)有限公司) since November 2021 and a non-executive director of Jiaying Gas Group Co., Ltd.* (嘉興市燃氣集團股份有限公司) since June 2023.

Ms. Ruan is the spouse of Mr. Zhao Xiaofei, an executive deputy president of the Company, and the daughter of Mr. Ruan, an executive Director, and Ms. Jiang, an executive Director. As at 30 September 2024, Ms. Ruan beneficially owns 350,532,000 A shares and 2,203,000 H shares of the Company.

Pursuant to a concert party agreement dated 19 September 2016 entered into among Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, each of Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei is considered to be interested in 1,118,772,000 A shares and 2,799,000 H shares of the Company under the SFO.

Mr. Wei Yezhong (魏葉忠先生) (**Mr. Wei**), aged 52, is a co-founder of the Group and has over 28 years' experience in glass industry. Mr. Wei is currently an executive Director and a deputy president of the Company, mainly responsible for development plan and logistics transportation of the Company. Mr. Wei is a member of the strategic development committee of the Company.

Mr. Shen Qifu (沈其甫先生) (**Mr. Shen**), aged 57, joined the Group in September 1999 and is currently an executive Director, mainly responsible for assisting in the management of the business and operation of the industrial park of the headquarters. Mr. Shen has over 21 years' experience in glass industry. Mr. Shen graduated from Shanghai University of Engineering Science* (上海工程技術大學) in Shanghai, the PRC, in January 1987, majoring in machinery manufacturing and equipment.

CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Xu Pan (徐攀女士) (Ms. Xu), aged 36, has served as an independent non-executive Director since May 2021, the chairman of the audit committee, remuneration committee and nomination committee, and also a member of the strategic development committee. Ms. Xu obtained a doctor's degree in accounting from Nanjing University in September 2019. She is now an associate professor of the accounting department of the school of management of Zhejiang University of Technology* (浙江工業大學). Ms. Xu obtained the qualification of Certified Internal Auditor (CIA) in 2011. Ms. Xu obtained the qualification of non-practicing member of the Chinese Institute of Certified Public Accountants (CICPA) in 2015.

Apart from the Group, Ms. Xu has been an independent director of Zhejiang Jingxin Pharmaceutical Co., Ltd.* (浙江京新藥業股份有限公司) since October 2022 and an independent director of Xinfengming Group Co., Ltd.* (新鳳鳴集團股份有限公司) since September 2023.

Ms. Du Jian(杜健女士) (Ms. Du), aged 46, is a PhD in Management Science and Engineering of Zhejiang University. Since 2006, Ms. Du has been working in the School of Management of Zhejiang University. She has successively served as a postdoctor, lecturer and associate professor in the Department of Management Science and Engineering of Zhejiang University. Currently, she is a professor in the Department of Innovation, Entrepreneurship and Strategy of Zhejiang University.

Apart from the Group, Ms. Du has been an independent director of Hangzhou Onechance Tech Corp* (杭州壹網壹創科技股份有限公司) since May 2020.

Ms. Ng Yau Kuen Carmen (吳幼娟女士) (Ms. Ng), aged 49, has served as an independent non-executive Director since May 2021, and a member of the audit committee. Ms. Ng holds a bachelor's degree of business administration from the Chinese University of Hong Kong* (香港中文大學), a master's degree of business administration from the Hong Kong University of Science and Technology* (香港科技大學) and a master's degree of laws in corporate and financial law from the University of Hong Kong* (香港大學).

Apart from the Group, Ms. Ng has been an independent non-executive director of Get Nice Financial Group Limited since March 2016. Ms. Ng has been the person-in-charge of Cypress Certified Public Accountants since 2013, and a director of Cypress Advisory & Consulting Limited since 2013.

APPENDIX II: BIOGRAPHICAL DETAILS OF SUPERVISOR CANDIDATES

CANDIDATES FOR SHAREHOLDER REPRESENTATIVE SUPERVISORS

Mr. Zheng Wenrong (鄭文榮先生) (Mr. Zheng), aged 60, a co-founder of the Group, is currently the chairman of the board of supervisors of the Company. Mr. Zheng has over 24 years' experience in glass industry. Mr. Zheng held various positions of the Group since 1998 when he joined the Group. Mr. Zheng has been the general manager of the infrastructure department of the Company since January 2023.

Mr. Shen Fuquan (沈福泉先生) (Mr. Shen), aged 64, a co-founder of the Group, is currently a supervisor of the Company. Mr. Shen has over 23 years' experience in glass industry. Mr. Shen held various positions of the Group since 1998 when he joined the Group. Mr. Shen has been the consultant of the logistics department of the Company since August 2024.

Mr. Zhu Quanming (祝全明先生) (Mr. Zhu), aged 70, a co-founder of the Group, is currently a supervisor of the Company. Mr. Zhu has over 24 years' experience in glass industry. Mr. Zhu held various positions of the Group since 1998 when he joined the Group. Mr. Zhu has been the consultant of Jiaxing Flat Intelligent Equipment Co., Ltd* (嘉興福萊特智能裝備有限公司), a subsidiary of the Company, since February 2023.