

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

**CHANGE OF THE PRESIDENT
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR**

I. CHANGE OF THE PRESIDENT

The board of directors (the “**Board**”) of Flat Glass Group Co., Ltd. (the “**Company**”) hereby announces that the Board has received a resignation letter from Mr. Ruan Hongliang (“**Mr. Ruan**”), the president of the Company (the “**President**”), who resigned as the President due to work adjustment with effect from 6 June 2023. However, Mr. Ruan will continue to serve as an executive director of the Company and the chairman of the Board and hold relevant positions of the committees under the Board.

Mr. Ruan has confirmed that he has no disagreement with the Board, and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

The Board would like to extend its sincere gratitude to Mr. Ruan for his diligence and contributions to the development of the Company during his term of office as the President.

The Board further announces that following the resignation of Mr. Ruan as the President, the Board decided to appoint Ms. Ruan Zeyun (“**Ms. Ruan**”) as the President and will determine her remuneration based on the work and responsibilities of her position. Ms. Ruan will enter into a service agreement with the Company with the term of office commencing from the date upon the consideration and approval by the Board (i.e. the date of this announcement) until the expiry of the sixth session of the Board. The remuneration of Ms. Ruan will mainly comprise of basic salary, performance bonus, benefits and various social insurance, and contribution to housing provident funds, and it shall be determined in accordance with applicable regulations of the Company and results of annual appraisal. Upon the determination of the remuneration, the Company will disclose the remuneration of Ms. Ruan in the annual report to be issued by the Company in due course.

Biographical details of Ms. Ruan are set out in the Appendix of this announcement.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board hereby announces that the resolution in relation to the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) has been passed at a meeting of the Board held on 6 June 2023 (the “**Proposed Amendments**”), details of which are as follows:

Original Articles	Proposed Amendments
<p>Article 115 The Company shall establish a board of directors, which comprises seven directors, including three independent directors, and shall have one chairman and one vice chairman. (MP86)</p> <p>.....</p>	<p>Article 115 The Company shall establish a board of directors, which comprises eight directors, including three independent directors, and shall have one chairman and one vice chairman. (MP86)</p> <p>.....</p>
<p>Article 136 The Company shall have one president, who shall be nominated by the directors and appointed and dismissed by the board of directors. The Company shall have five deputy presidents, who shall be appointed or dismissed by the board of directors after being nominated by the president. (MP99)</p>	<p>Article 136 The Company shall have one president, who shall be nominated by the directors and appointed and dismissed by the board of directors. The Company shall have four deputy presidents, including an executive deputy president. The deputy presidents shall be appointed or dismissed by the board of directors after being nominated by the president. (MP99)</p>

The Proposed Amendments are subject to the approval by the Shareholders at an extraordinary general meeting to be held by the Company (the “**EGM**”) by way of a special resolution.

The Board will also propose a resolution at the EGM to authorise the Board to make relevant adjustments and revisions to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities (including but not limited to adjustments and revisions to characters, chapters and articles) in the People’s Republic of China.

III. PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR

The Board has proposed to appoint Ms. Ruan as an executive director of the Company (the “**Proposed Appointment**”), subject to the approval by the Shareholders and the approval of the Proposed Amendment at the EGM. If appointed, the Company will enter into a service contract with Ms. Ruan. Unless adjustment is required by the relevant applicable laws and regulations, the terms of office of Ms. Ruan shall end on the expiry date of the terms of office of the sixth session of the Board. Ms. Ruan shall receive remuneration in accordance with the Company’s relevant remuneration and performance appraisal management system based on her specific management positions in the Company.

Biographical details of Ms. Ruan are set out in the Appendix of this announcement.

IV. CIRCULAR

The date of the EGM is yet to be set. A circular containing, among other things, details of the Proposed Amendments and the Proposed Appointment, together with a notice of the EGM, will be dispatched to the Shareholders in due course.

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

Jiaxing, Zhejiang Province, the People’s Republic of China
6 June 2023

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

** If there is any inconsistency between the English name and the Chinese name, the Chinese name shall prevail.*

APPENDIX

Biographical details of Ms. Ruan, which are required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”), are set out as follows:

Ms. Ruan Zeyun (阮澤雲女士), formerly known as Ms. Ruan Xiao (阮曉女士), was born in 1987. Ms. Ruan graduated from Sheffield University in England with a master degree in management. She is one of the de facto controller of the Company.

Ms. Ruan joined the Company in October 2009, has successively served as an assistant to general manager and executive deputy general manager of Shanghai Flat Glass Co., Ltd.* (上海福萊特玻璃有限公司), the director of Anhui Flat Solar Glass Co., Ltd.* (安徽福萊特光能有限公司), and the secretary of the Board. Currently, she is the deputy president, general manager of public services department and the company secretary of the Company.

Ms. Ruan is the spouse of Mr. Zhao Xiaofei, and the daughter of Mr. Ruan and Ms. Jiang Jinhua. As of the date of this announcement, Mr. Ruan owns 439,358,400 A Shares and 485,000 H Shares. Ms. Jiang Jinhua owns 324,081,600 A Shares and 111,000 H Shares. Ms. Ruan owns 350,532,000 A Shares and 973,000 H Shares. Mr. Zhao Xiaofei owns 4,800,000 A Shares. As of the date of this announcement, Mr. Ruan, Ms. Jiang Jinhua and Ms. Ruan owns 9,853,160, 5,000,000 and 5,000,000 A share convertible bonds, respectively, which are convertible into 22,542,119, 11,439,030 and 11,439,030 A shares, respectively. Pursuant to a concert party agreement dated 19 September 2016 entered into among Mr. Ruan, Ms. Jiang Jinhua, Ms. Ruan and Mr. Zhao Xiaofei, each of Mr. Ruan, Ms. Jiang Jinhua, Ms. Ruan and Mr. Zhao Xiaofei is considered to be interested in 1,164,192,179 A Shares and 1,569,000 H Shares under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Ms. Ruan did not hold any other directorships in any Hong Kong or overseas listed public companies in the last three years, there is no other information which needs to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules and there is no other matter relating to the appointment of Ms. Ruan that needs to be brought to the attention of the Shareholders.