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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 ON CHANGES IN REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to (i) the announcement on results of the Non-public Issuance of A Shares and changes in share capital dated 19 January 2021 (the “**Announcement**”) and (ii) the overseas regulatory announcement on results of redemption of convertible bonds and changes in share capital dated 1 February 2021. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

Flat Glass Group Co., Ltd. (the “**Company**”) issued 14.5 million A Share convertible corporate bonds at a par value of RMB100 each on 27 May 2020, with the total amount of capital raised at RMB1,450 million. On 29 January 2021, the Company exercised the early redemption right of convertible bonds, and redeemed in full the convertible bonds registered on 29 January 2021. As of 29 January 2021, there were accumulative 107,048,107 A Shares converted from A Share convertible corporate bonds of the Company.

Upon receipt of approval in the Reply to the Non-public Issuance of A Shares of Flat Glass Group Co., Ltd. (Zheng Jian Xu Ke No.20202648) issued by the CSRC, the Company completed the Non-public Issuance of A Shares, pursuant to which a total of 84,545,147 A Shares were issued, with a par value RMB0.25 each at an issue price of RMB29.57 per Share. The procedures for registration and custody at China Securities Depository and Clearing Corporation Limited Shanghai Branch for the new A Shares issued under the Non-public Issuance of A Shares were completed on 18 January 2021.

In light of the change of share capital of the Company as a result of both the Non-public Issuance of A Shares and the early redemption of convertible bonds by the Company as explained above, the Board of the Company resolved to change the registered capital of the Company from RMB488,650,000.00 to RMB536,548,313.50, and the total number of issued Shares from 1,954,600,000 to 2,146,193,254. The Board also amended the relevant provisions in the Articles of Association of the Company (the “**Articles of Association**”) to reflect such change in the Company’s registered share capital and total number of issued Shares.

The specific amendments to the Articles of Association are as follows:

<b>Before amendment</b>	<b>After amendment</b>
<p>Article 16 ...Upon completion of issuance of the above domestic shares, the share capital structure of the Company comprised of 1,950,000,000 ordinary shares, including 1,500,000,000 domestic shares (A shares), accounting for 76.92% of the total number of issued shares of the Company and 450,000,000 overseas-listed foreign shares (H shares), accounting for 23.08% of the total number of issued shares of the Company.</p> <p>In August 2020, the Company completed the first registration for awarding 4.6 million restricted A shares with a par value of RMB0.25 each to 15 eligible incentive participants under the 2020 restricted A share incentive scheme.</p> <p>Upon completion of the said registration for awarding, the capital structure of the Company comprises of 1,954.6 million ordinary shares, including 1,504.6 million domestic shares (A shares), accounting for 76.98% of the total number of issued shares of the Company and 450 million overseas-listed foreign shares (H shares), accounting for 23.02% of the total number of issued shares of the Company.</p>	<p>Article 16 The total number of issued shares of the Company is 2,146,193,254 shares. The capital structure of the Company comprises of 2,146,193,254 ordinary shares, including 1, 696, 193, 254 domestic shares (A shares), accounting for 79. 03% of the total number of issued shares of the Company and 450,000,000 overseas-listed foreign shares (H shares), accounting for 20.97% of the total number of issued shares of the Company.</p>
<p>Article 20 The Company's registered capital will be increased to RMB488.65 million. The change in registered capital of the Company shall be registered at the competent Administration for Industry and Commerce.</p>	<p>Article 20 The Company's registered capital is RMB536,548,313.50. The change in registered capital of the Company shall be registered at the competent Administration for Industry and Commerce.</p>

Save for the above-mentioned amendments, the other provisions of the Articles of Association will remain unchanged.

Pursuant to the resolutions passed at the 2018 annual general meeting, 2019 first A Shares class meeting and 2019 first H Shares class meeting, 2020 first extraordinary general meeting, 2020 first A Shares class meeting and 2020 First H Shares class meeting, the Board was authorized to amend the provisions in the Articles of Association on the registered capital and number of issued Shares of the Company, and the Board and its delegates were authorized to handle the changes of the relevant industrial and commercial registration in relation to the share capital change as a result of the public issuance of A Share convertible bonds and the Non-public Issuance of A Shares of the Company.

Therefore, there is no need to submit to the shareholders' general meeting of the Company for consideration of the changes in registered capital and amendments to the Articles of Association due to share conversion from A Share convertible corporate bonds and the Non-public Issuance of A Shares. The Board of the Company have been authorized at the relevant shareholders' general meeting to handle matters on industrial and commercial registration changes.

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

Jiaxing, Zhejiang Province, the People's Republic of China  
26 February 2021

*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 Mr. Cui Xiaozhong, Ms. Hua Fulan and Mr. Ng Ki Hung.*