



福莱特玻璃集团股份有限公司
Flat Glass Group Co., Ltd.

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

(Stock code: 6865)

**PROXY FORM FOR THE 2021 SECOND EXTRAORDINARY GENERAL MEETING
 TO BE HELD ON 20 AUGUST 2021**

I/We, ^(Note 1) _____
 of (address) ^(Note 2) _____
 being the holder(s) of _____ H Shares ^(Note 3) of
 RMB0.25 each in the share capital of Flat Glass Group Co., Ltd. (the "Company"), hereby appoint the chairman of the meeting
 or ^(Note 4) _____
 of (address) _____
 as my/our proxy(ies) to attend the 2021 second extraordinary general meeting (the "EGM") of the Company to be held at 2:00 p.m. on Thursday,
 Friday, 20 August 2021 at the 2nd Floor, Conference Room, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District,
 Jiaxing, Zhejiang Province, the PRC, or any adjournment thereof, and to vote at such meeting or at any adjournment thereof in respect of the
 resolutions set out in the notice of the EGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks
 fit. Unless defined otherwise, capitalised terms used in this proxy form shall have the same meanings as those defined in the circular of the Company
 dated 28 July 2021.

	RESOLUTIONS	FOR ^(note 5)	AGAINST ^(note 5)	ABSTAIN ^(note 5)
Special resolution 1.	To consider and approve the Report on the Company's Compliance of the Conditions for the Proposed Issuance of A Share Convertible Bonds.			
Special resolution 2.	To consider and approve the A Share Convertible Bonds Issuance Plan:	/	/	/
	(i) Type of securities to be issued;			
	(ii) Issue size;			
	(iii) Par value and issue price;			
	(iv) Term;			
	(v) Coupon rate;			
	(vi) Method and timing of interest payment;			
	(vii) Conversion period;			
	(viii) Determination and adjustment of conversion price;			
	(ix) Downward adjustment to the conversion price;			
	(x) Determination of the number of conversion shares and methods for determining the number of shares for conversion when there is insufficient balance on conversion into one share;			
	(xi) Terms of redemption;			
	(xii) Terms of sell back;			
	(xiii) Dividend rights for the conversion year;			
	(xiv) Method of issuance and target investors;			
	(xv) Subscription arrangement for exiting A Shareholders;			
	(xvi) Relevant matters on Bondholders' meetings;			
	(xvii) Use of proceeds;			
	(xviii) Management and deposit of proceeds;			
	(xix) Guarantee; and			
	(xx) Validity period of the Board resolution.			
Special resolution 3.	To consider and approve the Preliminary Plan of the Proposed Issuance of A Share Convertible Bonds.			
Special resolution 4.	To consider and approve the Feasibility Report on the Proposed Issuance of A Share Convertible Bonds.			

RESOLUTIONS		FOR ^(note 5)	AGAINST ^(note 5)	ABSTAIN ^(note 5)
Ordinary resolution 5.	To consider and approve the Report on Use of Previous Proceeds.			
Ordinary resolution 6.	To consider and approve the Rules for A Share Convertible Bondholders' Meetings.			
Ordinary resolution 7.	To consider and approve the Impact of the Dilution of Immediate Return as a Result of the Initial Public Offering of A Share Convertible Bonds on Major Financial Indicators of the Company and the Remedial Measures adopted by the Company.			
Ordinary resolution 8.	To consider and approve the Undertakings by the Directors, Senior Management of the Company, Controlling Shareholders and Actual Controllers of the Company on the Actual Performance of the Remedial Measures for the Dilution of Current Returns of the Company.			
Special resolution 9.	To consider and approve the authorisation of the Board and its authorised persons to manage the matters relating to the Proposed Issuance of A Share Convertible Bonds.			
Special resolution 10.	To consider and approve the Shareholders' Dividend Distribution Plan for the Years Ending 31 December 2021, 2022 and 2023.			
Ordinary resolution 11.	To consider and approve the proposal on the Possible Subscription for A Share Convertible Bonds by Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun and Mr. Zhao Xiaofei, controlling shareholders of the Company, Mr. Wei Yezhong and Mr. Shen Qifu, executive directors of the Company, and Mr. Zheng Wenrong, Mr. Shen Fuquan and Mr. Zhu Quanming, supervisors of the Company.			

Date: _____ the day of _____ 2021

Signature: _____ ^(Note 6)

Notes:

1. Please insert the full name(s) (both in English and Chinese) as recorded in the register of members of the Company in **BLOCK LETTERS**.
2. Please insert address(es) as recorded in the register of members of the Company in **BLOCK LETTERS**.
3. Please insert the number of Shares of the Company registered in your name(s) to which the proxy relates. If no such number is inserted, the proxy form will be deemed to relate to all Shares in the Company registered in your name(s).
4. If any proxy other than the chairman of the meeting of the Company is preferred, please strike out the words "the chairman of the meeting or" and insert the name of the proxy desired in the space provided. A Shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
5. **IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE RELEVANT RESOLUTION(S). IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE RELEVANT RESOLUTION(S). IF YOU WISH TO ABSTAIN FROM VOTING ON ANY OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED "ABSTAIN" BESIDE THE RELEVANT RESOLUTION(S).** If you wish to vote only part of the number of Shares registered in your name(s) to which this proxy form relates, please state the exact number of Shares in lieu of a tick in the relevant box. Failure to complete any or all boxes will entitle your proxy to abstain or cast his or her votes on the relevant resolution(s) at his or her discretion. Your proxy will also be entitled to vote at his or her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting. The Shares abstained will be counted in the calculation of the required majority.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorised. In case of joint holders, this form of proxy must be signed by the Shareholder whose name stands first in the register of members of the Company.
7. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarial copy of that power of attorney or other authority must be delivered, for holders of H Shares of the Company, to the Company's shares registrar in respect of the H Shares, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for the holding of the 2021 Second EGM (i.e., 2:00 p.m. on Thursday, 19 August 2021) (or any adjournment thereof).
8. The proxy should present a duly completed and signed proxy form and his own identity documents when attending the 2021 Second EGM.
9. You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the 2021 Second EGM or any adjournment thereof if you so wish.
10. Please refer to the notice convening the 2021 Second EGM for the explanatory notes of the above resolutions.