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福耀玻璃工业集团股份有限公司
FUYAO GLASS INDUSTRY GROUP CO., LTD.

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3606)

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that Fuyao Glass Industry Group Co., Ltd. (the “**Company**”) will convene the 2019 first extraordinary general meeting of the Company (the “**EGM**”) in the Company’s conference room located at Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone, Fuqing City, Fujian Province, the PRC at 2:00 p.m. on Wednesday, October 30, 2019 to consider and, if thought fit, approve the following resolutions. Unless the context otherwise requires, terms used in this notice shall have the same meaning as defined in the circular of the Company dated September 12, 2019.

ORDINARY RESOLUTIONS

1. Resolution on election of Mr. Ye Shu as an executive Director of the ninth session of the Board of Directors
2. Resolution on election of Mr. Ma Weihua as a Supervisor of the ninth session of the Board of Supervisors
3. Resolution on election of two independent non-executive Directors, including:
 - 3.01 Resolution on election of Mr. Liu Jing as an independent non-executive Director of the ninth session of the Board of Directors
 - 3.02 Resolution on election of Mr. Qu Wenzhou as an independent non-executive Director of the ninth session of the Board of Directors

By order of the Board
Fuyao Glass Industry Group Co., Ltd.
Cho Tak Wong
Chairman

Fuzhou, Fujian, the PRC
September 12, 2019

Notes:

1. ELIGIBILITY TO ATTEND THE EGM AND CLOSURE OF H SHARE REGISTER

To determine the name list of H Shareholders eligible to attend the EGM, the Company will close registration for H Share transfers from Monday, September 30, 2019 to Wednesday, October 30, 2019 (both days inclusive). Holders of H Shares who wish to attend the EGM but have not registered their share transfer documents shall lodge their transfer documents together with the relevant share certificates at the Company's H Share registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Friday, September 27, 2019.

As to the details of materials for the A Shareholders attending the EGM, the Company will announce such on the website of the Shanghai Stock Exchange in due course.

2. PROXY

The proxy form enclosed with the notice of the EGM relating to the resolutions to be proposed has been issued by the Company to its Shareholders on the same day. A Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies (needs not be a Shareholder of the Company) to attend the EGM and to vote thereat on his/her behalf. The proxy form shall be in writing and signed by the Shareholder or his/her attorney duly authorized in writing or, if the Shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorized attorney. If the proxy form is signed by the attorney of the Shareholder, the power of attorney or other authorization document authorizing the attorney to sign the proxy form must be notarized.

In order to be valid, H Shareholders shall lodge the proxy form, together with the power of attorney or other authority (if any), by hand or post, to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the 2019 first EGM (i.e. at or before 2:00 p.m. on Tuesday, October 29, 2019) or its adjourned meeting.

Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any of its adjourned meetings should you so wish.

3. REGISTRATION PROCEDURE FOR ATTENDING THE EGM:

- (1) Shareholders or their proxies shall present their identity documents when attending the EGM. If an attending Shareholder is a legal person, its legal representative or director or person authorized by other governing body shall present the copy of the resolution of the board of directors or other governing body of such Shareholder for appointing such person to attend the EGM.
- (2) If a Shareholder intends to attend the EGM in person or by proxy, the Shareholder must complete and return the reply slip for attending the EGM by hand, by post or by fax to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) (if you are a H Shareholder), or to the Company's registered office and principal place of business in the PRC (if you are an A Shareholder) on or before Wednesday, October 9, 2019.

4. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the vote of Shareholders at the EGM must be taken by poll. Therefore, the chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM.

According to the articles of association of the Company, cumulative voting will be used in respect of Resolution No. 3 (Election of two independent non-executive directors), and the one-share-one-vote method will be used for the other resolutions.

“Cumulative voting” represents that, during the election of directors or supervisors at the shareholders’ general meeting, each share entitled to vote carries a number of voting rights equivalent to the number of directors or supervisors to be elected. The voting rights held by a shareholder may be used in a concentrated way, or cast for different candidates in any combination.

Set out below is an example illustrating the voting method using cumulative voting in respect of Resolution No. 3. Please fill in your intention of voting in accordance with the following instructions:

- (i) In relation to Resolution No. 3, for every share held by you, you will have the same number of voting rights which equals the number of directors to be elected. For example, if you are holding 1 million shares of the Company and two directors are to be elected at the EGM, the aggregate number of votes which you will have will be 2 million (i.e. 1 million shares x 2 = 2 million voting shares) for Resolution No. 3.
- (ii) You may cast on every candidate for director such votes which represent the same number of shares held by you; or cast all your votes which represent the total number of shares held by you multiplied by the total number of directors to be elected on one candidate. If you wish to cast equal number of votes to each candidate, please tick in the boxes marked “Cumulative voting” as appropriate. Otherwise, please specify the number of votes cast for each of the two candidates for director in the boxes marked “Cumulative voting”. For example, if you are holding 1 million shares, the number of your votes regarding Resolution No. 3 is 2 million. You may choose to cast the 2 million votes equally among the two; or to cast all your 2 million votes on one candidate; or cast 1.5 million votes to candidate A for director, 0.5 million votes to candidate B for director, etc.
- (iii) Where the total number of votes cast by you for one or several of the candidate(s) of directors exceeds the number of votes carried by the total number of shares you hold, the votes cast by you will be invalid, and you will be deemed to have waived your voting rights. Where the total number of votes cast for one or several candidate(s) of directors by you is less than the number of votes carried by the total number of shares you hold, the votes cast by you will be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived by you. For example, if you are holding 1 million shares, the number of your votes regarding Resolution No. 3 is 2 million: (a) if you fill in the “Cumulative voting” under Sub-resolution No. 3.01 with “2 million shares”, you have used up all the votes to which you are entitled, which results in you having no votes for other candidates for director. Should you fill in the blanks under Sub-resolution No. 3.02 with any number of shares (other than 0), all your votes on Resolution No. 3 will be invalid; or (b) if you fill in the “Cumulative voting” under Sub-resolution No. 3.01 with “1 million shares” and

under Sub-resolutions No. 3.02 with “0 shares” or without any specific number of shares inserted, the 1 million of votes cast by you are valid and the remaining 1 million of votes will be regarded as abstain votes.

5. OTHERS

- (1) The EGM is expected to last for not more than a half day. The Shareholders attending the EGM shall be responsible for their own traveling and accommodation expenses and all relevant costs.
- (2) Contact information of the Company:

Address:	Office of the Secretary to the Board of Directors Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone Fuqing City Fujian Province the PRC
Post Code:	350301
Tel:	(86) 591 8538 3777
Fax:	(86) 591 8536 3983
Contact person:	Zhang Wei

6. REFERENCES TO DATES AND TIME IN THIS NOTICE ARE TO HONG KONG DATES AND TIME.

As of the date of this notice, the Board of Directors of the Company comprises Mr. Cho Tak Wong and Mr. Chen Xiangming, as executive Directors; Mr. Tso Fai, Mr. Wu Shinong and Ms. Zhu Dezhen, as non-executive Directors; Ms. Cheung Kit Man Alison, Ms. Liu Xiaozhi and Mr. Wu Yuhui, as independent non-executive Directors.