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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Fuyao Glass Industry Group Co., Ltd.**, you should at once hand this circular, together with the accompanying proxy form and the reply slip, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**DETERMINATION ON THE REMUNERATION PLANS OF THE
DIRECTORS AND SUPERVISORS
PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS
AND
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

The 2024 first extraordinary general meeting of Fuyao Glass Industry Group Co., Ltd. will be held in the conference room of the Company located at Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone, Fuqing City, Fujian Province, the PRC at 2:00 p.m. on Tuesday, January 16, 2024. Notice of the EGM is set out on pages 15 to 19 of this circular.

Whether or not you are attending the EGM, you are requested to read the notice of the EGM and complete and return the proxy form attached to this circular in accordance with the instructions printed thereon as soon as possible. To be valid, H Shareholders shall return the proxy form or other authorization documents to the Company's H Share Registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited, and in any event not less than 24 hours before the time appointed for holding of the EGM (i.e. before 2:00 p.m. on Monday, January 15, 2024) or any adjournment thereof by hand or by post. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish.

References to dates and time in this circular are to Hong Kong dates and time.

December 19, 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“A Share(s)”	the domestic shares of the Company, with a nominal value of RMB1.00 each, which are listed on the SSE and traded in RMB
“A Shareholder(s)”	holder(s) of the A Shares
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Company”	Fuyao Glass Industry Group Co., Ltd., a joint stock company incorporated in the PRC with limited liability, whose H Shares and A Shares are listed on the Main Board of the Hong Kong Stock Exchange and the SSE, respectively
“Director(s)”	the director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting of the Company to be held at 2:00 p.m. on Tuesday, January 16, 2024
“H Share(s)”	the overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in HKD
“H Shareholder(s)”	holder(s) of the H Shares
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	December 12, 2023, being the latest practicable date of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
“PRC” or “China”	the People’s Republic of China, and for the purposes of this circular only, excluding Hong Kong, Macao Special Administrative Region and Taiwan region
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	shares of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	the shareholders of the Company, including the A Shareholders and the H Shareholders
“SSE”	the Shanghai Stock Exchange
“Supervisors”	the supervisor(s) of the Company
“SZSE”	the Shenzhen Stock Exchange

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Cho Tak Wong (*Chairman of the Board*)

Mr. Tso Fai (*Vice Chairman of the Board*)

Mr. Ye Shu

Mr. Chen Xiangming

Non-executive Directors:

Ms. Zhu Dezhen

Mr. Wu Shinong

Independent Non-executive Directors:

Ms. Cheung Kit Man Alison

Mr. Liu Jing

Mr. Qu Wenzhou

Registered office and principal place of business in PRC:

Fuyao Industrial Zone

Rongqiao Economic & Technological
Development Zone

Fuqing City

Fujian Province

the PRC

Principal place of business in Hong Kong:

Room 1907

Shun Tak Centre West Tower

200 Connaught Road

Central

Hong Kong

December 19, 2023

To the Shareholders

Dear Sir/Madam,

**DETERMINATION ON THE REMUNERATION PLANS OF THE
DIRECTORS AND SUPERVISORS
PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS
AND
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

On behalf of the Board of Directors, I hereby invite you to attend the EGM to be held in the conference room of the Company located at Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone, Fuqing City, Fujian Province, the PRC at 2:00 p.m. on Tuesday, January 16, 2024.

LETTER FROM THE BOARD

The purpose of this circular is to give the notice of the EGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the relevant resolutions at the EGM.

2. MATTERS TO BE DEALT WITH AT THE EGM

Ordinary resolutions to be approved by the Shareholders at the EGM include:

- (1) Resolution on the remuneration of the Directors of the eleventh session of the Board of Directors
- (2) Resolution on the remuneration of the Supervisors of the eleventh session of the Board of Supervisors
- (3) Resolution on the election of non-independent Directors of the eleventh session of the Board of Directors
- (4) Resolution on the election of independent non-executive Directors of the eleventh session of the Board of Directors
- (5) Resolution on the election of shareholder representative Supervisors of the eleventh session of the Board of Supervisors

3. RESOLUTION ON THE REMUNERATION OF THE DIRECTORS OF THE ELEVENTH SESSION OF THE BOARD OF DIRECTORS

As the terms of office of members of the tenth session of the Board of Directors will expire in January 2024, according to the relevant requirements, the Board of Directors has nominated the candidates for the Directors of the eleventh session of the Board, including the candidates for non-independent Directors and independent non-executive Directors, and proposed to elect them at the EGM of the Company by adopting cumulative voting system. To safeguard the Directors to perform their duties honestly and exercise their powers effectively, in accordance with the relevant provisions of the Articles of Association and based on the actual situation of the Company, the fifteenth meeting of the tenth session of the Board of Directors formulated the Directors remuneration plan for the eleventh session of the Board of Directors as follows: (1) the annual remuneration of the executive Directors will be determined based on their specific management positions in the Company, their working experience and duties, including all current income and deferred payments such as annual basic salaries, annual performance wages and benefits. The actual amounts of remuneration for each of the executive Directors will be determined at the end of each year and disclosed in the Company's annual report of that year; (2) the pre-tax annual remuneration for each of the non-executive Directors will be no more than RMB90,000 (RMB90,000 inclusive)

LETTER FROM THE BOARD

or equivalent foreign currencies. The actual amounts of remuneration for each of the non-executive Directors will be determined at the end of each year and disclosed in the Company's annual report of that year; and (3) the pre-tax annual remuneration for each of the independent non-executive Directors (i.e. the pre-tax allowances of independent Directors) will be no more than RMB300,000 (RMB300,000 inclusive) or equivalent foreign currencies. The actual amounts of remuneration for each of the independent non-executive Directors will be determined at the end of each year and disclosed in the Company's annual report of that year.

In addition, after the candidates for Directors of the eleventh session of the Board are elected and appointed as Directors at the EGM, their necessary expenses for attendance of the Board meetings, the general meetings or for discharging their legal duties, including but not limited to transportation expenses, accommodation fees and others, shall be borne by the Company separately.

4. RESOLUTION ON THE REMUNERATION OF THE SUPERVISORS OF THE ELEVENTH SESSION OF THE BOARD OF SUPERVISORS

As the terms of office of members of the tenth session of the Board of Supervisors will expire in January 2024, according to the relevant requirements, the Board of Supervisors has nominated the candidates for the Supervisors of the eleventh session of the Board of Supervisors and proposed to elect shareholder representative Supervisors at the EGM of the Company by adopting cumulative voting system and elect employee representative Supervisors at the Company's employees' representative general meeting. To safeguard the Supervisors to perform their duties honestly and exercise their powers effectively, in accordance with the relevant provisions of the Articles of Association and based on the actual situation of the Company, the fourteenth meeting of the tenth session of the Board of Supervisors formulated the annual remuneration plan of the shareholder representative Supervisors for the eleventh session of the Board of Supervisors, which prescribed that the pre-tax remuneration for each of the Supervisors will be no more than RMB150,000 (RMB150,000 inclusive) or equivalent in a foreign currency; the remuneration of the employee representative Supervisor shall be determined based on his specific management position in the Company, his working experience and duties, including all current income and deferred payments such as annual basic salaries, annual performance wages and benefits.

In addition, after the candidates for Supervisors of the eleventh session of the Board of Supervisors are elected and appointed as Supervisors at the EGM and/or the employees' representative general meeting, their necessary expenses for attendance of the Company's meetings of the Board of Supervisors, the Board meetings and the general meetings or for discharging their legal duties, including but not limited to transportation expenses, accommodation fees and others, shall be borne by the Company separately.

LETTER FROM THE BOARD

5. RESOLUTION ON THE ELECTION OF NON-INDEPENDENT DIRECTORS OF THE ELEVENTH SESSION OF THE BOARD OF DIRECTORS

As considered and approved at the fifteenth meeting of the tenth session of the Board held by the Company on October 16, 2023, the Board proposed to elect Mr. Cho Tak Wong, Mr. Tso Fai, Mr. Ye Shu and Mr. Chen Xiangming as the executive Directors of the eleventh session of the Board, and proposed to elect Ms. Zhu Dezhen and Mr. Wu Shinong as the non-executive Directors of the eleventh session of the Board.

The biographical details of Mr. Cho Tak Wong, Mr. Tso Fai, Mr. Ye Shu, Mr. Chen Xiangming, Ms. Zhu Dezhen and Mr. Wu Shinong are as follows:

Mr. Cho Tak Wong (曹德旺), aged 77, has served as an executive Director and the chairman of the Board of Directors since August 1999. Mr. Cho Tak Wong is also one of the major founders, operators and investors of the Company. Mr. Cho Tak Wong currently also serves as a director of a majority of subsidiaries of the Company and holds certain positions in many organizations, including as a member of the Advisory Committee of All-China Federation of Industry and Commerce, an honorary president of the China Federation of Overseas Chinese Entrepreneurs, a vice president of the China Association for Public Companies, a vice president of the China Enterprise Reform and Development Society and a permanent honorary president of the Fujian Province Charity Federation. Mr. Cho Tak Wong also serves as a director of each of Sanyi Development Limited, Global Cosmos German Limited and Trade Commerce Limited. Mr. Cho Tak Wong served as the managing director of the Company from December 1994 to August 1999, vice chairman of the Board of Directors of the Company from May 1988 to December 1994 and president of the Company from June 1987 to September 2003. Mr. Cho Tak Wong worked at Fuqing County Gaoshan Special Shaped Glass Factory, a company primarily engaged in glass manufacturing business, from 1976 to June 1987. Mr. Cho Tak Wong is the father of Mr. Tso Fai, vice chairman of the Board of Directors of the Company and the father-in-law of Mr. Ye Shu, a director and president of the Company, and Mr. He Shimeng, vice president of the Company, is Mr. Cho's brother-in-law.

Mr. Tso Fai (曹暉), aged 53, has served as a Director of the Company since August 1998 and the vice chairman of the Board of Directors of the Company since August 2015, and served as the president of the Company from September 2006 to July 2015. Mr. Tso Fai is also a director of a majority of subsidiaries of the Company and holds positions in many organizations, including a member of the 14th National Committee of the Chinese People's Political Consultative Conference, a vice president of the Fujian Commerce & Industry Association, the president of the Chamber of Commerce of the Fujian Private Enterprises, a member of the standing committee of the 13th Executive Committee of the All-China Federation of Industry & Commerce, an executive director of the Sixth Council of China Society for Promotion of the Guangcai Program, an honorary president of the Fujian Province Charity Federation, an honorary director of the Economic Committee of

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Fujian Provincial Democratic Construction Committee and an honorary director of the Youth Work Committee of Fujian Provincial Democratic Construction Committee. Mr. Tso Fai currently also serves as a director of Fujian Yaohua Industrial Village Development Co., Ltd., Homekiu Overseas Holdings Limited, Choplina Limited, Trade Commerce Limited and Triplex Holdings Limited, an executive director and the president of Fujian Triplex Investment Group Co., Ltd., Fujian Triplex Auto Parts Development Co., Ltd. and Fujian Juhong Baina Technology Co., Ltd. and an executive director of Fujian Yidao Daka Business Management Co., Ltd.. Mr. Tso Fai served as the president of Fuyao North America Inc. from August 2001 to December 2009; general manager of Greenville Glass Industries Inc., a member of the Company engaged in glass trading which was subsequently deregistered, from January 2001 to December 2009, and its chief financial officer from July 1996 to December 2000; the president of Fuyao (Hong Kong) Co., Ltd. from March 1994 to June 1996 and the president of Sanyi Development Limited from June 1992 to February 1994. Mr. Tso Fai joined the Company in November 1989. Mr. Tso Fai received a master's degree in business administration from Baker College in the United States in December 2005, and obtained the qualification of senior economist as approved by Fujian Provincial Bureau of Civil Servants and the Office of Human Resources Development of the Fujian Province in December 2012. Mr. Tso Fai is the son of Mr. Cho Tak Wong, the nephew of Mr. He Shimeng, a vice president of the Company, and Mr. Ye Shu is his brother-in-law.

Mr. Ye Shu (葉舒), aged 51, has served as an executive Director of the Company since October 2019 and the president of the Company since March 2017. Mr. Ye Shu also serves as a director of a majority of subsidiaries of the Company. Mr. Ye Shu served as the vice president of the Company from February 2017 to March 2017, the director of the supply management department of the Company from June 2009 to February 2017, the vice president of the procurement department of the Company from March 2009 to June 2009, and the president of Fuyao Hainan Float Glass Co., Ltd. from May 2008 to November 2008. Mr. Ye Shu joined the Company in July 2003, worked in the supporting department, the preparatory team and other departments, and successively served as deputy manager, vice president and other positions of the Company and its subsidiaries from July 2003 to May 2008. From November 2008 to March 2009, Mr. Ye Shu left the Company and served as the president of Fujian Yaohua Industrial Village Development Co., Ltd.. Mr. Ye Shu graduated with a bachelor's degree in international trade from Xiamen University in July 1995, and a master's degree in economics from Xiamen University in July 1999. Mr. Ye Shu is the son-in-law of Mr. Cho Tak Wong, and the brother-in-law of Mr. Tso Fai.

Mr. Chen Xiangming (陳向明), aged 53, has served as an executive Director of the Company since February 2003, the chief financial officer of the Company since August 2015, a secretary to the Board of Directors from October 2012 to March 2016 and a joint company secretary since October 2014. Mr. Chen Xiangming currently also serves as a director of a majority of subsidiaries of the Company. Mr. Chen Xiangming served as the manager of the accounting department of the

LETTER FROM THE BOARD

Company from February 2002 to December 2002. Mr. Chen Xiangming was the chief financial officer of the Company from August 1999 to January 2002 and from January 2003 to November 2014. Prior to that, Mr. Chen Xiangming was the manager of the finance department of the Company from October 1994 to June 1998. Mr. Chen Xiangming joined the Company in February 1994. Mr. Chen Xiangming graduated from Nanjing Forestry University in June 1991 with a college diploma in finance and accounting, and received a certificate of the comprehensive national uniform examination for staff of equivalent academic attainments to apply for a master's degree in business administration from Fujian Province Degree Committee in June 1999. Mr. Chen Xiangming obtained the qualification as an accountant as approved by the Ministry of Personnel of the PRC in December 1996 and the qualification as a senior economist as approved by the Fujian Provincial Bureau of Civil Servants and the Office of Human Resources Development of the Fujian Province in December 2012.

Ms. Zhu Dezhen (朱德貞), aged 65, has served as a non-executive Director of the Company since November 2011. She currently serves as a director of Heren Charitable Foundation, and has been the chairman of the board of directors and the president of Xiamen Deyi Equity Investment Management Co., Ltd. since July 2016. Ms. Zhu Dezhen currently also serves as an independent non-executive director of China Yongda Automobiles Service Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 3669). Ms. Zhu Dezhen served as the president of Shanghai Guohe Modern Services Industries Equity Investment Management Co., Ltd. from December 2010 to June 2016, the chief investment officer and the president of the private banking department of China Minsheng Banking Corp., Ltd. from July 2008 to December 2010 and the president of Fortune CLSA Securities Limited (formerly known as China Euro Securities Co., Ltd.) from June 2003 to May 2008. Ms. Zhu Dezhen obtained a bachelor's degree in literature from Xiamen University in May 1982, a bachelor's degree in economics from College of Saint Elizabeth in May 1990, a master's degree in business administration from Pace University in the United States in June 1992 and a doctorate degree in economics from Xiamen University in September 2013. In the past three years, Ms. Zhu Dezhen also served as an independent director of Bright Dairy & Food Co., Ltd., a company listed on the SSE (stock code: 600597), the term of which expired in June 2022.

Mr. Wu Shinong (吳世農), aged 67, has served as a non-executive Director of the Company since December 2005. He joined the Company as an independent non-executive director from April 2000 to December 2005. Mr. Wu Shinong is currently the vice president of Heren Charitable Foundation. He is also an independent non-executive director of Industrial Securities Co., Ltd. (a company listed on the SSE, stock code: 601377), Fujian Longking Co., Ltd. (a company listed on the SSE, stock code: 600388) and Guangdong Baoliuhua New Energy Stock Co., Ltd. (a company listed on the SZSE, stock code: 000690). Mr. Wu Shinong served as the vice principal of Xiamen University from December 2001 to November 2012. He served in the School of Management of Xiamen University from September 1999 to April 2003 with his last role as a dean. Mr. Wu Shinong served as the dean of School of Business Administration of Xiamen University from May 1996 to

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September 1999, a Fulbright visiting professor at Stanford University from September 1994 to July 1995 and the director of the MBA Center of Xiamen University from May 1991 to April 1996. Mr. Wu Shinong obtained a master's degree in business administration from Dalhousie University in Canada in May 1986 and a doctorate degree in economics from Xiamen University in December 1992. In the past three years, Mr. Wu Shinong also served as an independent non-executive director of Chongqing Dima Industry Co., Ltd. (a company listed on the SSE, stock code: 600565), the term of which expired in December 2022.

Mr. Cho Tak Wong, Mr. Tso Fai, Mr. Ye Shu, Mr. Chen Xiangming, Ms. Zhu Dezhen and Mr. Wu Shinong will each enter into a director service agreement with the Company with the term of office commencing on the date when the resolutions in relation to their election as directors of the Company are passed at the EGM and ending on the expiry date of the term of the eleventh session of the Board, and they shall be eligible for re-election and re-appointment upon the expiry of their term of office pursuant to the Articles of Association. As executive Directors, Mr. Cho Tak Wong, Mr. Tso Fai, Mr. Ye Shu and Mr. Chen Xiangming will receive corresponding annual remuneration based on their specific management positions in the Company, their working experience and duties, including all current income and deferred payments such as annual basic salaries, annual performance wages and benefits; while the pre-tax annual remuneration of each of Ms. Zhu Dezhen and Mr. Wu Shinong as non-executive Directors will be not more than RMB90,000 (RMB90,000 inclusive) or its equivalent in a foreign currency. The actual amounts of remuneration for the aforesaid Directors will be determined at the end of each year and disclosed in the Company's annual report for that year. The aforesaid remuneration proposal of the Directors is subject to the consideration and approval at the EGM.

To the best knowledge of the Directors of the Company and save as disclosed above, Mr. Cho Tak Wong, Mr. Tso Fai, Mr. Ye Shu, Mr. Chen Xiangming, Ms. Zhu Dezhen and Mr. Wu Shinong did not hold any directorship in other public companies the securities of which are listed on securities market whatsoever in Hong Kong or overseas for the past three years; they have no relationship with any Director, senior management, substantial or controlling shareholder of the Company, nor do they hold any position in the Company or any of its subsidiaries; as at the Latest Practicable Date and in each case within the meaning of Part XV of the SFO, Mr. Cho Tak Wong directly holds 314,828 A Shares and indirectly holds 390,578,816 A Shares through Sanyi Development Limited and is deemed to be interested in the 24,077,800 A Shares indirectly held by his spouse, Ms. Chan Fung Ying; Mr. Tso Fai indirectly holds 12,086,605 A Shares through Homekiu Overseas Holdings Limited; and Mr. Ye Shu, Mr. Chen Xiangming, Ms. Zhu Dezhen and Mr. Wu Shinong do not have any interest in the shares of the Company or its associated corporations.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Cho Tak Wong, Mr. Tso Fai, Mr. Ye Shu, Mr. Chen Xiangming, Ms. Zhu Dezhen and Mr. Wu Shinong have confirmed that, there are no other information and matters with respect to their appointment that are required to be disclosed pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

According to the Articles of Association, the cumulative voting system will be adopted for the voting of the resolution. Before the completion of election of the eleventh session of the Board of Directors of the Company, all the Directors of the tenth session of the Board of Directors of the Company will continue to perform the obligations and duties as Directors according to the requirements of laws, administrative regulations and the Articles of Association.

6. RESOLUTION ON ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE ELEVENTH SESSION OF THE BOARD OF DIRECTORS

As considered and approved at the fifteenth meeting of the tenth session of the Board held by the Company on October 16, 2023, the Board proposed to elect Mr. Liu Jing, Mr. Xue Zuyun and Mr. Dat Dzeng Hao Daniel as independent non-executive Directors of the eleventh session of the Board.

The biographical details of Mr. Liu Jing, Mr. Xue Zuyun and Mr. Dat Dzeng Hao Daniel are as follows:

Mr. Liu Jing (劉京), aged 63, has served as an independent non-executive Director of the Company since October 2019. Mr. Liu Jing is currently the dean of the Faculty of Social Works of the Open University of China. Mr. Liu Jing served as the head of China Philanthropy Times from June 2001 to July 2022 and the vice president and general secretary of China Federation of Social Workers from March 2007 to December 2021. Mr. Liu Jing graduated from Beijing Open University majoring in Chinese in July 1985, from the Graduate School of Chinese Academy of Social Sciences majoring in management with a master's degree in management in July 2000, and from the National School of Development of Peking University majoring in international business management with a degree in executive master of business management in July 2002. In the past three years, Mr. Liu Jing also served as an independent non-executive director of CITIC Guoan Information Industry Co., Ltd. (a company listed on the SZSE, stock code: 000839), the term of which expired in March 2021.

Mr. Xue Zuyun (薛祖雲), aged 60, is currently an independent non-executive director of Joeone Co., Ltd. (a company listed on the SSE, stock code: 601566) and Xiamen Xiangyu Co. Ltd. (a company listed on the SSE, stock code: 600057). Mr. Xue Zuyun was a professor in the Department of Accounting of the School of Management of Xiamen University from May 2001 to July 2023. Mr. Xue Zuyun graduated from Dalian Maritime College majoring in marine engineering

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management with a bachelor's degree in engineering in July 1983; from Xiamen University majoring in accounting with a master's degree in accounting in July 1991; from Xiamen University majoring in accounting with a doctoral degree in management in July 1999. In the past three years, Mr. Xue Zuyun also served as an independent non-executive director of Contemporary Amperex Technology Co., Limited (a company listed on the SZSE, stock code: 300750), the term of which expired in August 2023; and an independent non-executive director of Aojiahua Intelligent Health Technology Group Co., Ltd. (a company listed on the SZSE, stock code: 002614), the term of which expired in September 2023.

Mr. Dat Dzung Hao Daniel (達正浩), aged 44, has served as the managing director of Asia Carbon Search Limited since April 2019, and was a director of Executive Access Limited from August 2007 to January 2019. Mr. Dat Dzung Hao Daniel graduated from the School of Science and Engineering of the University of Manchester majoring in international business management with a bachelor's degree in management in June 2002.

Mr. Liu Jing, Mr. Xue Zuyun and Mr. Dat Dzung Hao Daniel will each enter into a director service agreement with the Company with the term of office commencing on the date when the resolutions in relation to their election as independent non-executive Directors of the Company are considered and passed at the EGM and ending on the expiry date of the term of the eleventh session of the Board, and they shall be eligible for re-election and re-appointment upon the expiry of their term of office pursuant to the Articles of Association. The pre-tax annual remuneration of each of Mr. Liu Jing, Mr. Xue Zuyun and Mr. Dat Dzung Hao Daniel as independent non-executive Directors will be not more than RMB300,000 (RMB300,000 inclusive) or its equivalent in a foreign currency. The actual amounts of remuneration for the aforesaid Directors will be determined at the end of each year and disclosed in the Company's annual report for that year. The aforesaid remuneration proposal of the independent non-executive Directors is subject to the consideration and approval at the EGM.

To the best knowledge of the Directors of the Company and save as disclosed above, Mr. Liu Jing, Mr. Xue Zuyun and Mr. Dat Dzung Hao Daniel did not hold any directorship in other public companies the securities of which are listed on securities market whatsoever in Hong Kong or overseas for the past three years; they have no relationship with any Director, senior management, substantial or controlling shareholder of the Company, nor do they hold any position in the Company or any of its subsidiaries; as at the Latest Practicable Date, Mr. Liu Jing, Mr. Xue Zuyun and Mr. Dat Dzung Hao Daniel do not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Liu Jing, Mr. Xue Zuyun and Mr. Dat Dzung Hao Daniel have confirmed that there are no other information and matters with respect to their appointment that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.

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According to the Articles of Association, the cumulative voting system will be adopted for the voting of the resolution. Before the completion of election of the eleventh session of the Board of Directors of the Company, all the Directors of the tenth session of the Board of Directors of the Company will continue to perform the obligations and duties as Directors according to the requirements of laws, administrative regulations and the Articles of Association.

Nomination Policy and Procedures

The Board and its Nomination Committee, in accordance with the Director nomination policy, will consider the diversity of the Board members in reviewing the structure of the Board from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. In identifying candidates for appointment as independent Directors, the Company conducted extensive market searches, referrals from current Directors, recommendations from third parties and suggestions from Shareholders to identify or select suitable candidates, and finalized the selection of candidates through interviews, background checks, presentations and third-party reference checks.

The Nomination Committee is of the view that Mr. Liu Jing has long been engaged in media public relations and public education, and can complement the Board's expertise in media public relations. Mr. Xue Zuyun has extensive professional knowledge and experience in accounting and holds the title of professor in the accounting profession and is also a Ph.D. in management. He has also accumulated over five years of full-time working experience in accounting, auditing or financial management. Mr. Dat Dzung Hao Daniel has been working in the field of human resources and is able to provide professional advice and guidance on human resources to the Company. In view of the above, the Nomination Committee nominated each of the candidates for independent Director on 16 October 2023 for recommendation by the Board to the Shareholders for election at the general meeting.

The Board is of the view that each of the candidates for independent Directors possesses the basic knowledge of operations of listed companies, is familiar with the relevant laws, administrative regulations, departmental rules and other regulatory documents and has over five years of working experiences in law, economics, finance, management or other experiences necessary for serving as an independent Director. Moreover, each of the candidates for independent Directors has confirmed his/her independence to the Company pursuant to Rule 3.13 of the Hong Kong Listing Rules. The Board is also of the view that each of the candidates for independent Directors meets the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and is independent in accordance with the terms of the guidelines.

LETTER FROM THE BOARD

7. RESOLUTION ON ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE ELEVENTH SESSION OF THE BOARD OF SUPERVISORS

As considered and approved at the fourteenth meeting of the tenth session of the Board of Supervisors held by the Company on October 16, 2023, the Board of Supervisors proposed to elect Mr. Ma Weihua and Mr. Chen Mingsen as shareholder representative Supervisors of the eleventh session of the Board of Supervisors.

The biographical details of Mr. Ma Weihua and Mr. Chen Mingsen are as follows:

Mr. Ma Weihua (馬蔚華), aged 75, has served as a Supervisor of the Company since October 2019. Mr. Ma Weihua is currently the chairman of the board of directors of China Global Philanthropy Institute. Mr. Ma Weihua currently also serves as an independent non-executive director of each of Legend Holdings Corporation (a company listed on Hong Kong Stock Exchange, stock code: 3396), Haidilao International Holding Ltd. (a company listed on Hong Kong Stock Exchange, stock code: 6862) and China Gas Holdings Limited (a company listed on Hong Kong Stock Exchange, stock code: 0384). Mr. Ma Weihua served as the chairman of the board of directors of Wing Lung Bank Ltd. (now renamed as “**CMB Wing Lung Bank Ltd.**”) from October 2008 to May 2015 and an executive director, president and chief executive officer of China Merchants Bank Co., Ltd. from January 1999 to May 2013. Mr. Ma Weihua obtained a bachelor’s degree in economics from Jilin University majoring in national economic management in August 1982, and a doctorate degree in economics from Southwest University of Finance and Economics majoring in economics in June 1999. In the past three years, Mr. Ma Weihua also served as an independent non-executive director of Hwabao Investment Co., Ltd., the term of which expired in March 2021; an independent non-executive director of Guangdong Qunxing Toys Joint Stock Co., Ltd. (a company listed on the SZSE, stock code: 002575), the term of which expired in October 2022; and the chairman and a non-executive director of Bison Finance Group Ltd. (a company listed on Hong Kong Stock Exchange, stock code: 0888), the term of which expired in September 2023.

Mr. Chen Mingsen (陳明森), aged 76, has served as a Supervisor of the Company since March 2015. Mr. Chen Mingsen is currently the dean and professor of the Institute of Industry and Business Development of Fujian Provincial Committee Party School of the Communist Party of China. He has been a part-time researcher of the Belt and Road Research Institute of Xiamen University since April 2023; a special expert of the Monetary Policy Committee of the People’s Bank of China since February 2017; a part-time professor of the School of Economics and Management of Fuzhou University since May 1995; and a part-time professor of the School of Economics and Finance of Huaqiao University since November 2005. He successively served as the director and associate professor of the Economic Research Office of Fujian Normal University, the

LETTER FROM THE BOARD

head and researcher of the Institute of Economics of Fujian Academy of Social Sciences, the head and professor of the Institute of Economic Management of Xiamen National Accounting Institute, a part-time professor and doctoral supervisor of the School of Economics of Xiamen University and an economic adviser of the People's Government of Fujian Province. Mr. Chen Mingsen obtained a master's degree in economics from Fujian Normal University in December 1981. In the past three years, Mr. Chen Mingsen also served as an independent non-executive director of Fujian Nanping Sun Cable Co., Ltd. (a company listed on the SZSE, stock code: 002300), the term of which expired in April 2022.

Mr. Ma Weihua and Mr. Chen Mingsen will each enter into a supervisor service agreement with the Company with the term of office commencing on the date when the resolutions on their election as Supervisors of the Company are considered and approved at the EGM and ending on the expiry date of the term of the eleventh session of the Board of Supervisors, and they shall be eligible for re-election and re-appointment upon the expiry of their term of office pursuant to the Articles of Association. The pre-tax annual remuneration of each of Mr. Ma Weihua and Mr. Chen Mingsen will be not more than RMB150,000 (RMB150,000 inclusive) or its equivalent in a foreign currency and will be disclosed in the Company's annual report of that year. The aforesaid remuneration proposal of the shareholder representative Supervisors is subject to the consideration and approval at the EGM.

To the best knowledge of the Supervisors of the Company and save as disclosed above, Mr. Ma Weihua and Mr. Chen Mingsen did not hold any directorship in other public companies the securities of which are listed on securities market whatsoever in Hong Kong or overseas for the past three years; they have no relationship with any Director, senior management, substantial or controlling shareholder of the Company, nor do they hold any position in the Company or any of its subsidiaries; as at the Latest Practicable Date, Mr. Ma Weihua and Mr. Chen Mingsen do not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Ma Weihua and Mr. Chen Mingsen have confirmed that there are no other information and matters with respect to their appointment that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.

According to the Articles of Association, the cumulative voting system will be adopted for the voting of the resolution. Before the completion of election of the eleventh session of the Board of Supervisors of the Company, all the Supervisors of the tenth session of the Board of Supervisors of the Company will continue to perform the obligations and duties as Supervisors according to the requirements of laws, administrative regulations and the Articles of Association.

LETTER FROM THE BOARD

In addition, an employee representatives' meeting was held on November 2, 2023 by the Company according to the relevant requirements under the Company Law of the People's Republic of China and the Articles of Association, at which Mr. Bai Zhaohua was elected as an employee representative Supervisor of the eleventh session of the Board of Supervisors. He will serve as a Supervisor of the eleventh session of the Board of Supervisors for a term commencing from the date of election of the shareholder representative Supervisors of the eleventh session of the Board of Supervisors at the EGM until the expiration of the term of office of the eleventh session of the Board of Supervisors. For details, please refer to the announcement entitled "**Appointment of the Employee Representative Supervisor of the Eleventh Session of the Board of Supervisors**" dated November 3, 2023 of the Company.

8. EGM

The EGM will be held in the conference room of the Company located at Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone, Fuqing City, Fujian Province, the PRC at 2:00 p.m. on Tuesday, January 16, 2024 to consider and approve, at its discretion, resolution on the remuneration of the Directors of the eleventh session of the Board of Directors, resolution on the remuneration of the Supervisors of the eleventh session of the Board of Supervisors, resolution on the election of non-independent Directors of the eleventh session of the Board of Directors, resolution on the election of independent non-executive Directors of the eleventh session of the Board of Directors and resolution on the election of shareholder representative Supervisors of the eleventh session of the Board of Supervisors. The notice of the EGM is set out in this circular on page 15 to page 19.

A proxy form to be used at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to read the notice of the EGM and complete and return the proxy form attached to this circular in accordance with the instructions printed thereon as soon as possible. To be valid, H Shareholders shall return the proxy form or other authorization documents to the Company's H Share Registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited, and in any event not less than 24 hours before the time appointed for holding of the EGM (i.e. before 2:00 p.m. on Monday, January 15, 2024) or any adjournment thereof by hand or by post. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish.

LETTER FROM THE BOARD

9. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions put to the vote at the EGM will be decided by way of poll, among which, the cumulative voting system will be adopted for the voting of Resolution No. 3 (the resolution on election of non-independent Directors of the eleventh session of the Board of Directors), Resolution No. 4 (the resolution on election of independent non-executive Directors of the eleventh session of the Board of Directors) and Resolution No. 5 (the resolution on election of shareholder representative Supervisors of the eleventh session of the Board of Supervisors), and the one-share-one-vote system will be used for all the remaining resolutions. The poll results will be published on the Company's website at www.fuyaoigroup.com and the Hong Kong Stock Exchange's website at www.hkexnews.hk after the EGM.

10. RECOMMENDATION

The Board considers that all the resolutions to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole, and accordingly the Board recommends you to vote in favour of all the resolutions at the EGM.

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

Fuzhou, Fujian, the PRC

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING



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 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that Fuyao Glass Industry Group Co., Ltd. (the “**Company**”) will convene the 2024 first extraordinary general meeting of the Company (the “**EGM**”) in the conference room of the Company located at Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone, Fuqing City, Fujian Province, the PRC at 2:00 p.m. on Tuesday, January 16, 2024 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 December 19, 2023.

ORDINARY RESOLUTIONS

- 1 Resolution on the remuneration of the Directors of the eleventh session of the Board of Directors of the Company
- 2 Resolution on the remuneration of the Supervisors of the eleventh session of the Board of Supervisors of the Company
- 3 Resolution on the election of non-independent Directors of the eleventh session of the Board of Directors, including:
 - 3.01 To elect Mr. Cho Tak Wong as an executive Director of the eleventh session of the Board of Directors
 - 3.02 To elect Mr. Tso Fai as an executive Director of the eleventh session of the Board of Directors
 - 3.03 To elect Mr. Ye Shu as an executive Director of the eleventh session of the Board of Directors
 - 3.04 To elect Mr. Chen Xiangming as an executive Director of the eleventh session of the Board of Directors
 - 3.05 To elect Ms. Zhu Dezhen as a non-executive Director of the eleventh session of the Board of Directors
 - 3.06 To elect Mr. Wu Shinong as a non-executive Director of the eleventh session of the Board of Directors

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

- 4 Resolution on the election of independent non-executive Directors of the eleventh session of the Board of Directors, including:
- 4.01 To elect Mr. Liu Jing as an independent non-executive Director of the eleventh session of the Board of Directors
- 4.02 To elect Mr. Xue Zuyun as an independent non-executive Director of the eleventh session of the Board of Directors
- 4.03 To elect Mr. Dat Dzeng Hao Daniel as an independent non-executive Director of the eleventh session of the Board of Directors
- 5 Resolution on the election of shareholder representative Supervisors of the eleventh session of the Board of Supervisors, including:
- 5.01 To elect Mr. Ma Weihua as a shareholder representative Supervisor of the eleventh session of the Board of Supervisors
- 5.02 To elect Mr. Chen Mingsen as a shareholder representative Supervisor of the eleventh session of the Board of Supervisors

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

Fuzhou, Fujian, the PRC
December 19, 2023

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, January 8, 2024 to Tuesday, January 16, 2024 (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 for registration 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, January 5, 2024.

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

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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 (who 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 EGM (i.e. before 2:00 p.m. on Monday, January 15, 2024) 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 they so wish.

3. REGISTRATION PROCEDURE FOR ATTENDING THE EGM

Shareholders or their proxies shall present their identity documents when attending the EGM. If an attending Shareholder is a corporate body, 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.

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/her 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, the cumulative voting system will be used in respect of Resolution No. 3 (the resolution on election of non-independent Directors of the eleventh session of the Board of Directors), Resolution No. 4 (the resolution on election of independent non-executive Directors of the eleventh session of the Board of Directors) and Resolution No. 5 (the resolution on election of shareholder representative Supervisors of the eleventh session of the Board of Supervisors), and the one-share-one-vote system will be used for the other resolutions.

"Cumulative voting system" represents that, during the election of Directors or Supervisors at the 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. Where the votes cast for a particular candidate for Director or Supervisor of the Company are more than half of the total number of shares held by all Shareholders attending the meeting (before cumulation), such candidate shall be re-elected as a Director or Supervisor of the Company.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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 six Directors are to be elected at the EGM, the aggregate number of votes which you will have will be 6 million (i.e. 1 million Shares x 6 = 6 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 six 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 6 million. You may choose to cast the 6 million votes equally among the six; or to cast all your 6 million votes on one candidate; or cast 3 million votes to candidate A for Director, 3 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 6 million: (a) if you fill in the “Cumulative voting” under Sub-resolution No. 3.01 with “6 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-resolutions No. 3.02 to No. 3.06 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 “5 million Shares” and under Sub-resolutions No. 3.02 to No. 3.06 with “0 Shares” or without any specific number of Shares inserted, the 5 million of votes cast by you are valid and the remaining 1 million of votes will be regarded as abstain votes.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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 of Fuyao Glass Industry Group
Co., Ltd.
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, Mr. Tso Fai, Mr. Ye Shu and Mr. Chen Xiangming, as executive Directors; Mr. Wu Shinong and Ms. Zhu Dezhen, as non-executive Directors; Ms. Cheung Kit Man Alison, Mr. Liu Jing and Mr. Qu Wenzhou, as independent non-executive Directors.