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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, 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)

THE 2023 ANNUAL GENERAL MEETING

The 2023 AGM of Fuyao Glass Industry Group Co., Ltd. will be held 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 Thursday, April 25, 2024. Notice of the AGM is set out on pages 130 to 135 of this circular.

Whether or not you are attending the AGM, you are requested to read the notice of the AGM 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 AGM (i.e. before 2:00 p.m. on Wednesday, April 24, 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 AGM or at any adjournment thereof should you so wish.

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

March 25, 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1
APPENDIX I – WORK REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2023	71
APPENDIX II – DUTY REPORT OF INDEPENDENT DIRECTORS FOR THE YEAR 2023	74
APPENDIX III – INDEPENDENT DIRECTORSHIP SYSTEM	91
APPENDIX IV – INDEPENDENT DIRECTORS ON-SITE WORKING SYSTEM	117
APPENDIX V – DIVIDEND DISTRIBUTION PLAN FOR THE SHAREHOLDERS FOR THE UPCOMING THREE YEARS (2024-2026)	124
NOTICE OF THE 2023 ANNUAL GENERAL MEETING	130

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
“AGM”	the 2023 annual general meeting of the Company to be held at 2:00 p.m. on Thursday, April 25, 2024
“Amendments to the Articles of Association”	the amendments proposed to be made by the Company to the Articles of Association, the details of which are set out in “11. RESOLUTION ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION” in the Letter from the Board
“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
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Independent Director(s)”	the independent non-executive Director(s) of the Company
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share(s)”	the overseas listed foreign shares of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars

DEFINITIONS

“H Shareholder(s)”	holder(s) of the H Shares
“HK\$” or “HKD” or “HK dollars” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Third Party”	a person or entity who is not considered as a connected person of the Company under the Listing Rules
“Latest Practicable Date”	March 16, 2024, being the latest practicable date prior to the printing 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
“Reporting Period”	the period from January 1, 2023 to December 31, 2023
“Share(s)”	shares of the Company with a nominal value of RMB1.00 each, comprising the A Shares and H Shares
“Shareholder(s)”	the shareholders of the Company, including the A Shareholders and the H Shareholders
“SSE”	Shanghai Stock Exchange
“Supervisor(s)”	the supervisor(s) of the Company

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

*Registered office and principal place of
business in PRC:*

Fuyao Industrial Zone
Rongqiao Economic & Technological
Development Zone
Fuqing City
Fujian Province
the PRC

Non-executive Directors:

Mr. Wu Shinong
Ms. Zhu Dezhen

Principal place of business in Hong Kong:

Room 1907
Shun Tak Centre West Tower
200 Connaught Road
Central
Hong Kong

Independent Non-executive Directors:

Mr. Liu Jing
Mr. Xue Zuyun
Mr. Dat Dzeng Hao Daniel

March 25, 2024

To the Shareholders

Dear Sir/Madam,

THE 2023 ANNUAL GENERAL MEETING

1. INTRODUCTION

On behalf of the Board of Directors, I hereby invite you to attend the AGM to be held 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 Thursday, April 25, 2024.

The purpose of this circular is to give the notice of the AGM 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 AGM.

LETTER FROM THE BOARD

2. MATTERS TO BE DEALT WITH AT THE AGM

Resolutions proposed to be approved by the Shareholders at the AGM include:

- (1) Work Report of the Board of Directors for the Year 2023
- (2) Work Report of the Board of Supervisors for the Year 2023
- (3) Final Financial Report for the Year 2023
- (4) Profit Distribution Plan for the Year 2023
- (5) 2023 Annual Report and Summary of Annual Report
- (6) Resolution on the Reappointment of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the Domestic Audit Institution and Internal Control Audit Institution of the Company for the Year 2024
- (7) Resolution on the Reappointment of PricewaterhouseCoopers as the Overseas Audit Institution of the Company for the Year 2024
- (8) Duty Report of Independent Directors for the Year 2023
- (9) Resolution on the Amendments to the Articles of Association
- (10) Resolution on the Amendments to the Rules of Procedure of General Meeting
- (11) Resolution on the Amendments to the Rules of Procedure for the Board of Directors
- (12) Resolution on the Amendments to the Independent Directorship System
- (13) Resolution on the Amendments to the Independent Directors On-site Working System
- (14) Resolution on the Formulation of the Dividend Distribution Plan of Fuyao Glass Industry Group Co., Ltd. for the Shareholders for the Upcoming Three Years (2024-2026)

Among the above resolutions, item (9) the Resolution on the Amendments to the Articles of Association, item (10) the Resolution on the Amendments to the Rules of Procedure of General Meeting, and item (11) the Resolution on the Amendments to the Rules of Procedure for the Board of Directors will be proposed for approval by the Shareholders at the AGM as special resolutions, and the other resolutions will be proposed for approval by the Shareholders at the AGM as ordinary resolutions.

LETTER FROM THE BOARD

3. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2023

The work report of the Board of Directors for the year 2023 will be presented at the AGM to be approved by way of ordinary resolution. The full text of the work report of the Board of Directors for the year 2023 is set out in the two sections headed “Report of the Board of Directors” and “Management Discussion and Analysis” of the 2023 annual report of the Company, which has been dispatched together with this circular.

4. WORK REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2023

The work report of the Board of Supervisors for the year 2023 will be presented at the AGM to be approved by way of ordinary resolution. The work report of the Board of Supervisors for the year 2023 is set out in Appendix I to this circular.

5. FINAL FINANCIAL REPORT FOR THE YEAR 2023

According to the consolidated financial statements of the Company for the year 2023, the principal accounting information and financial indicators of the Company for the year 2023 are as follows:

5.1 The financial position of the Company for the year 2023

5.1.1 Assets and liabilities (prepared in accordance with the China Accounting Standards for Business Enterprises):

As at the end of the Reporting Period, the total assets of the Company amounted to RMB56,630 million (2022: RMB50,767 million), representing an increase of 11.55% as compared with the beginning of the year, among which, current assets amounted to RMB33,536 million (2022: RMB29,678 million) and non-current assets amounted to RMB23,094 million (2022: RMB21,090 million).

As at the end of the Reporting Period, the total liabilities of the Company amounted to RMB25,219 million (2022: RMB21,779 million), representing an increase of 15.79% as compared with the beginning of the year, among which, current liabilities amounted to RMB15,103 million (2022: RMB17,360 million) and non-current liabilities amounted to RMB10,116 million (2022: RMB4,419 million).

As at the end of the Reporting Period, the shareholder’s equity of the Company amounted to RMB31,411 million (2022: RMB28,988 million), representing an increase of 8.36% as compared with the beginning of the year, among which, equity attributable to shareholders of the parent company amounted to RMB31,426 million (2022: RMB29,003 million).

LETTER FROM THE BOARD

5.1.2 Assets and liabilities (prepared in accordance with the International Financial Reporting Standards):

As at the end of the Reporting Period, the total assets of the Company amounted to RMB56,640 million (2022: RMB50,778 million), representing an increase of 11.55% as compared with the beginning of the year, among which, current assets amounted to RMB33,536 million (2022: RMB29,678 million) and non-current assets amounted to RMB23,104 million (2022: RMB21,100 million).

As at the end of the Reporting Period, the total liabilities of the Company amounted to RMB25,219 million (2022: RMB21,779 million), representing an increase of 15.79% as compared with the beginning of the year, among which, current liabilities amounted to RMB15,103 million (2022: RMB17,360 million) and non-current liabilities amounted to RMB10,116 million (2022: RMB4,419 million).

As at the end of the Reporting Period, the shareholder's equity of the Company amounted to RMB31,421 million (2022: RMB28,999 million), representing an increase of 8.35% as compared with the beginning of the year, among which, equity attributable to owners of the Company amounted to RMB31,436 million (2022: RMB29,014 million).

5.2 Operating results of the Company for the year 2023

5.2.1 Revenue, gross profit and gross profit margin

According to the China Accounting Standards for Business Enterprises, the operating revenue of the Company for the year 2023 amounted to RMB33,161 million (2022: RMB28,099 million), representing an increase of 18.02% as compared with last year; gross profit amounted to RMB11,737 million (2022: RMB9,563 million), representing an increase of 22.73% as compared with last year; gross profit margin was 35.39% (2022: 34.03%), representing an increase of 1.36 percentage points as compared with that of last year.

According to the International Financial Reporting Standards, the revenue of the Company for the year 2023 amounted to RMB33,161 million (2022: RMB28,099 million), representing an increase of 18.02% as compared with last year; gross profit amounted to RMB11,321 million (2022: RMB9,198 million), representing an increase of 23.08% as compared with last year; gross profit margin was 34.14% (2022: 32.73%), representing an increase of 1.41 percentage points as compared with that of last year.

LETTER FROM THE BOARD

5.2.2 Expenses

According to the China Accounting Standards for Business Enterprises, the selling expenses, administrative expenses and research expenses of the Company for the year 2023 amounted to RMB5,428 million in aggregate, accounting for 16.37% of the operating revenue and representing a decrease of 0.51 percentage point as compared with that of last year.

According to the International Financial Reporting Standards, the distributing expenses, administrative expenses and research expenses of the Company for the year 2023 amounted to RMB5,435 million in aggregate, accounting for 16.39% of the revenue and representing a decrease of 0.52 percentage point as compared with that of last year.

5.2.3 Profit for the year attributable to owners of the Company

According to the China Accounting Standards for Business Enterprises, the net profit attributable to the owners of the parent company for the year 2023 amounted to RMB5,629 million (2022: RMB4,756 million), representing an increase of 18.37% as compared with last year, and the earnings per share amounted to RMB2.16 (2022: RMB1.82).

According to the International Financial Reporting Standards, the profit for the year attributable to owners of the Company for the year 2023 amounted to RMB5,629 million (2022: RMB4,755 million), representing an increase of 18.37% as compared with last year, and the earnings per share amounted to RMB2.16 (2022: RMB1.82).

5.3 Cash flow of the Company for the year 2023

According to the China Accounting Standards for Business Enterprises, the net cash inflow from operating activities of the Company for the year 2023 amounted to RMB7,625 million (2022: net cash inflow of RMB5,893 million); the net cash outflow from investment activities amounted to RMB4,449 million (2022: net cash outflow of RMB7,656 million); the net cash inflow from financing activities amounted to RMB2,280 million (2022: net cash outflow of RMB1,236 million).

According to the International Financial Reporting Standards, the net cash from operating activities of the Company for the year 2023 amounted to RMB7,480 million (2022: net cash inflow of RMB5,590 million); the net cash used in investment activities amounted to RMB4,304 million (2022: net cash outflow of RMB7,353 million); the net cash used in financing activities amounted to RMB2,280 million (2022: net cash outflow of RMB1,236 million).

LETTER FROM THE BOARD

5.4 The differences between the China Accounting Standards for Business Enterprises and the International Financial Reporting Standards

The differences of the profit for the year and equity attributable to owners of the Company in the financial report prepared in accordance with the China Accounting Standards for Business Enterprises and the International Financial Reporting Standards, respectively, are as follows:

Unit: Yuan Currency: RMB

	Profit for the year attributable to owners of the Company		Equity attributable to owners of the Company	
	Amount for the Reporting Period	Amount for the corresponding period of previous year	Amount at the end of the Reporting Period	Amount at the beginning of the Reporting Period
Under the China Accounting Standards for Business Enterprises	5,629,256,054	4,755,595,541	31,426,181,639	29,003,009,659
Adjustments to items and amounts in accordance with the International Financial Reporting Standards:				
Reversal of the impairment of buildings and land use rights and relevant differences between depreciation and amortization	-571,458	-563,292	10,056,302	10,627,760
Under the International Financial Reporting Standards	<u>5,628,684,596</u>	<u>4,755,032,249</u>	<u>31,436,237,941</u>	<u>29,013,637,419</u>

LETTER FROM THE BOARD

6. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2023

As audited by PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership), the net profit attributable to the shareholders of ordinary shares of the parent company for the year 2023 recorded in the consolidated financial statements, which was prepared in accordance with the China Accounting Standards for Business Enterprises, amounted to RMB5,629,256,054. As audited by PricewaterhouseCoopers, the net profit attributable to the shareholders of ordinary shares of the parent company for the year 2023 recorded in the consolidated financial statements, which was prepared in accordance with the International Financial Reporting Standards, amounted to RMB5,628,684,596.

As audited by PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership), the net profit recorded in the financial statements of the parent company for the year 2023, which was prepared in accordance with the China Accounting Standards for Business Enterprises, amounted to RMB3,497,072,186. After adding the undistributed profits of RMB7,847,163,384 at the beginning of the year 2023, deducting the distributed profits of RMB3,262,179,415 for the year 2022, and allocating 10% of the net profit of the parent company of the year 2023 to the statutory surplus reserve, which amounted to RMB349,707,218, the profits distributable to the Shareholders as of December 31, 2023 amounted to RMB7,732,348,937.

The profit distribution plan for the year 2023 proposed by the Company is as follows: Based on the total number of shares registered on the record date in respect of the equity distribution for the year of 2023, the Company proposes to distribute cash dividends to the A Shareholders and H Shareholders whose names appear on the register of members on the record date in respect of the equity registration for the year of 2023, with a cash dividend of RMB1.30 (tax inclusive) per share, and the remaining undistributed profits of the Company will be carried forward to the following year. As of December 31, 2023, the total number of shares of the Company was 2,609,743,532, based on which, the total cash dividend proposed to be distributed was RMB3,392,666,591.60 (tax inclusive). The aforesaid amount of cash dividend proposed to be distributed accounted for 60.27% of the net profit attributable to common shareholders of the parent company in the consolidated financial statements of the year prepared by the Company in accordance with the China Accounting Standards for Business Enterprises. The Company will not carry out bonus issue and conversion of capital reserve into share capital for the year 2023. The cash dividends distributed by the Company are denominated and declared in RMB and payable in RMB to A Shareholders, and in HKD to H Shareholders.

LETTER FROM THE BOARD

The Board has approved the appointment of Computershare Hong Kong Trustees Limited as an agent of the Company to distribute and deal with the dividends of the Company declared to the H Shareholders on behalf of the Company. The Board has approved to authorize either Mr. Ye Shu, the general manager of the Company, or Mr. Chen Xiangming, the chief financial officer of the Company, to execute and implement matters related to distribution of dividends, execute relevant legal documents in relation to distribution of dividends, and handle all relevant matters on behalf of the Company, subject to the approval of the profit distribution plan for the year 2023 at the AGM.

If the total share capital of the Company changes prior to the record date for the implementation of profit distribution, the Company proposes to maintain the distribution ratio per Share unchanged and make adjustment to the total amount of distribution accordingly. The details of adjustments will be published separately. As at the Latest Practicable Date, the Company does not have any plans to change the total share capital of the Company.

7. 2023 ANNUAL REPORT AND SUMMARY OF ANNUAL REPORT

The 2023 annual report and summary of annual report will be presented at the AGM to be approved by way of ordinary resolution. The 2023 annual report and summary of annual report were published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>), the website of the SSE (<http://www.sse.com.cn>) and the website of the Company (<http://www.fuyaogroup.com>).

LETTER FROM THE BOARD

8. RESOLUTION ON THE REAPPOINTMENT OF PRICEWATERHOUSECOOPERS ZHONG TIAN LLP (SPECIAL GENERAL PARTNERSHIP) AS THE DOMESTIC AUDIT INSTITUTION AND INTERNAL CONTROL AUDIT INSTITUTION OF THE COMPANY FOR THE YEAR 2024

PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) (hereinafter “**PricewaterhouseCoopers Zhong Tian LLP**”) fulfilled their obligations as the domestic audit institution and internal control audit institution engaged by the Company for the year 2023, followed the principles of independence, objectivity and fairness when conducting audit for the Company, and duly accomplished the annual audit. The Company paid PricewaterhouseCoopers Zhong Tian LLP RMB5.85 million as the remuneration for the audit services for the year 2023, among which, the remuneration in relation to financial statements audit services amounted to RMB5.1 million (for the year 2022, such remuneration was RMB4.88 million), and the remuneration in relation to internal control audit services amounted to RMB0.75 million (for the year 2022, such remuneration was RMB0.75 million). In order to ensure the continuity and stability of the external audit work of the Company, as recommended by the audit committee of the Board of the Company, the Board of the Company agreed to reappoint PricewaterhouseCoopers Zhong Tian LLP as the domestic audit institution and internal control audit institution for the year 2024, with a term of one year. PricewaterhouseCoopers Zhong Tian LLP will audit the 2024 financial statements as well as the effectiveness of the internal control of the Company, and will issue audit reports therefor.

9. RESOLUTION ON THE REAPPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE OVERSEAS AUDIT INSTITUTION OF THE COMPANY FOR THE YEAR 2024

As the overseas audit institution appointed by the Company for the year 2023, PricewaterhouseCoopers (hereinafter “**PwC**”) fulfilled its obligations, followed the principles of independence, objectivity and fairness when conducting audit for the Company, and duly accomplished the annual audit. The Company paid PwC RMB1.07 million as the remuneration for the audit services provided for the year 2023 (for the year 2022, such remuneration was RMB1.07 million). In order to ensure the continuity and stability of the external audit work of the Company, as recommended by the audit committee of the Board of the Company, the Board of the Company agreed to reappoint PwC as the overseas audit institution of the Company for the year 2024 to audit the Company’s 2024 financial statements prepared in accordance with the International Financial Reporting Standards and issue the audit report, with a term of one year.

10. DUTY REPORT OF INDEPENDENT DIRECTORS FOR THE YEAR 2023

The duty report of Independent Directors for the year 2023 will be presented at the AGM to be approved by way of ordinary resolution. The duty report of Independent Directors for the year 2023 is set out in Appendix II to this circular.

LETTER FROM THE BOARD

11. RESOLUTION ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A resolution was approved by the Board of the Company on March 15, 2024 for the proposed amendments to some provisions of the Articles of Association. Such amendments were made mainly in accordance with the requirements under the laws, regulations, rules and normative documents such as the Guidelines for the Articles of Association of Listed Companies (CSRC Announcement [2023] No. 62) and the Regulatory Guidelines No. 3 for Listed Companies – the Distribution of Cash Dividends of Listed Companies (revised in 2023) (CSRC Announcement [2023] No. 61) issued by the CSRC on December 15, 2023, the Self-Regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 – Standard Operation (revised in December 2023) issued by the SSE on December 15, 2023, as well as the recent rule amendments under the Listing Rules in relation to the expansion of paperless listing regime, and taking into account the Company’s actual operation needs. Specific proposed amendments are set out as below:

Articles before amendments	Articles after amendments
Article 1 The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”),	Article 1 The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”),

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”); the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”); the Reply of the State Council on the Adjustment to the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, the Guidelines on Articles of Association of Listed Companies (hereinafter referred to as the “Guidelines on Articles”), Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong; the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant requirements in the People’s Republic of China (the “PRC”, for the Articles of Association, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan region), with an aim to safeguard the legal interests of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”), its shareholders and creditors and regulate the organization and conduct of the Company.</p>	<p>the Interim Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, the Reply of the State Council on the Adjustment to the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, the Guidelines on Articles of Association of Listed Companies (hereinafter referred to as the “Guidelines on Articles”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant requirements in the People’s Republic of China (the “PRC”, for the Articles of Association, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan region), with an aim to safeguard the legal interests of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”), its shareholders and creditors and regulate the organization and conduct of the Company.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 10 The Articles of Association are passed by a resolution on the general meeting, and will be effective on the day of the Company's Overseas Listed Foreign Shares (H Shares) being listed and traded on The Stock Exchange of Hong Kong Limited (hereinafter referred as "Hong Kong Stock Exchange"). Upon the effective day of the Articles of Association, the existing Articles of Association of the Company will lapse automatically.</p> <p>From the date on which the Articles of Association came into effect, the Articles of Association constitute a legally binding document regulating our organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders themselves. The Articles of Association shall also be legally binding on the Company and its shareholders, directors, supervisors and senior management, who shall have the right to make any claims and propositions regarding the Company's affairs in accordance with the Articles of Association. Pursuant to the Articles of Association, shareholders may pursue actions against other shareholders, shareholders may pursue actions against directors, supervisors, the general manager and other senior management, the shareholders may pursue actions against the Company, and the Company may pursue actions against its shareholders, directors, supervisors, the general manager and other senior management.</p> <p>The actions, as referred to in the preceding paragraph, include the instituting of legal proceedings with a court or filing with an arbitration agency for arbitration.</p>	<p>Article 10 From the date on which the Articles of Association came into effect, the Articles of Association constitute a legally binding document regulating our organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders themselves. The Articles of Association shall also be legally binding on the Company and its shareholders, directors, supervisors and senior management, who shall have the right to make any claims and propositions regarding the Company's affairs in accordance with the Articles of Association. Pursuant to the Articles of Association, shareholders may pursue actions against other shareholders, shareholders may pursue actions against directors, supervisors, the general manager and other senior management, the shareholders may pursue actions against the Company, and the Company may pursue actions against its shareholders, directors, supervisors, the general manager and other senior management.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 15 There must be ordinary shares in the Company at all times. Pursuant to its requirements and subject to the approval from examination and approval authorities authorized by the State Council, the Company may create other classes of shares.</p>	<p>Article 15 There must be ordinary shares in the Company at all times. The Company may issue other classes of shares pursuant to relevant national laws, administrative regulations, and the relevant provisions of the CSRC and other regulatory authorities.</p>
<p>Article 17 Subject to the approval from securities regulatory authority authorized by the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>.....</p>	<p>Article 17 The Company's issuance of shares to domestic investors and foreign investors shall be subject to registration or filing procedures with the CSRC or other regulatory authorities in accordance with the law.</p> <p>.....</p>
<p>Article 28 In light of the demands of operation and business development and based on laws and regulations, after obtaining separate resolutions of the general meeting, the Company may increase its capital through the following ways:</p> <p>(1) offer of new shares to non-given investors;</p> <p>(2) non-public offering;</p> <p>(3) placement of new shares among existing shareholders;</p> <p>(4) offer of bonus shares to existing shareholders;</p> <p>(5) conversion of common reserve fund into share capital;</p> <p>(6) other methods stipulated by laws and administrative regulations and approved by the securities regulatory authority under the State Council.</p> <p>Issue of new shares by the Company shall be subject to approval as specified in the Articles of Association and follow the procedures specified by relevant State laws and administrative regulations and the securities regulatory authority at the location where the shares of the Company are listed.</p>	<p>Article 28 In light of the demands of operation and business development and based on laws and regulations, after obtaining separate resolutions of the general meeting, the Company may increase its capital through the following ways:</p> <p>(1) public offering;</p> <p>(2) non-public offering;</p> <p>(3) offer of bonus shares to existing shareholders;</p> <p>(4) conversion of common reserve fund into share capital;</p> <p>(5) other methods stipulated by laws and administrative regulations and approved by the securities regulatory authority under the State Council.</p> <p>Issue of new shares by the Company shall be subject to approval as specified in the Articles of Association and follow the procedures specified by relevant State laws and administrative regulations and the securities regulatory authority at the location where the shares of the Company are listed.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 31 Subject to laws, administrative regulations, departmental rules, the listing rules of the stock exchange on which the shares of the Company are listed and the Articles of Association, the Company may purchase its shares in any of the following ways:</p> <p>(1) Offering to all the shareholders for buyback in the same proportion;</p> <p>(2) Purchasing through open transaction in the stock exchange;</p> <p>(3) Purchasing through agreement outside the stock exchange;</p> <p>(4) Other means stipulated by laws, administrative regulations and the securities regulatory authority at the location where the Company is listed.</p> <p>Where the Company purchases its own shares, it shall perform the information disclosure obligation in accordance with the Securities Law and relevant provisions of the securities regulatory authorities at the location where the shares of the Company are listed. Where the Company purchases its own shares under any of the circumstances as mentioned in items (3), (5) and (6) under Article 30 of the Articles of Association, it shall be carried out through open and centralized transaction.</p>	<p>Article 31 The Company may purchase its shares through public and centralized transaction, or other ways approved by the law, administrative regulations, and the CSRC.</p> <p>Where the Company purchases its own shares, it shall perform the information disclosure obligation in accordance with the Securities Law and relevant provisions of the securities regulatory authorities at the location where the shares of the Company are listed. Where the Company purchases its own shares under any of the circumstances as mentioned in items (3), (5) and (6) under Article 30 of the Articles of Association, it shall be carried out through open and centralized transaction.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 57 When the Company needs to confirm the identity of a shareholder for holding a shareholders' general meeting, distributing dividends, conducting liquidation and engaging in other acts, the Board of Directors or the convener of the shareholders' general meeting shall determine a record date. Shareholders registered in the register by the end of the record date shall be the Company's shareholders.</p>	<p>Article 57 When the Company needs to confirm the identity of a shareholder for holding a shareholders' general meeting, distributing dividends, conducting liquidation and engaging in other acts, the Board of Directors or the convener of the shareholders' general meeting shall determine a record date. Shareholders registered in the register after the close of trading on the record date shall be entitled to the relevant rights.</p>
<p>Article 58 A shareholder holding ordinary shares of the Company shall be entitled to the following rights:</p> <p>.....</p> <p>(3) carry out supervision and management of the Company's business operations, and make recommendations or raise questions;</p> <p>.....</p> <p>(5) Access relevant information in accordance with the provisions hereof, including:</p> <p style="padding-left: 20px;">(i) obtain these Articles of Association upon payment of cost expenses;</p> <p style="padding-left: 20px;">(ii) upon payment of a reasonable fee, he has the right to gain access to and make copies of:</p> <p style="padding-left: 40px;">(a) the registers of shareholders in all sections;</p> <p style="padding-left: 40px;">(b) the personal information of the directors, supervisors, general manager and other senior management staff of the Company, including: a. the current and former names and aliases; b. the principal addresses (residence); c. the nationality; d. the full-time jobs and all other part-time jobs and positions; e. the identity documents and their numbers.</p>	<p>Article 58 A shareholder holding ordinary shares of the Company shall be entitled to the following rights:</p> <p>.....</p> <p>(3) carry out supervision of the Company's operations, and make recommendations or raise questions;</p> <p>.....</p> <p>(5) inspect the Articles of Association, register of shareholders, counterfoils of corporate bonds, minutes of shareholders' general meetings, resolutions of the Board of Directors, resolutions of the Supervisory Committee, and disclosed financial and accounting reports;</p> <p>.....</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>(e) details of the share capital of the Company;</p> <p>(d) the total par value, quantity, highest and lowest prices of each class of his own shares bought back by the Company since the previous fiscal year, and the report on the all the expenses paid by the Company therefor;</p> <p>(e) the counterfoils of corporate bonds;</p> <p>(f) minutes of shareholders' general meetings, resolutions of the Board of Directors, resolutions of the Supervisory Committee;</p> <p>(g) financial and accounting reports.</p> <p>.....</p>	

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 68 The shareholders' general meeting shall be the Company's authority and shall exercise the following duties and powers:</p> <p>.....</p> <p>(8) consider and approve the Company's plan to purchase its own shares in accordance with Article 32 of the Articles of Association;</p> <p>(9) make a resolution on the issuance of corporate bonds;</p> <p>(10) make a resolution on the merger, division, dissolution or liquidation of the Company, or on the change in the type of the Company;</p> <p>(11) amend the Articles of Association;</p> <p>(12) make a resolution on the Company's engagement, dismissal or non-reappointment of an accounting firm;</p> <p>(13) consider and approve the guarantees prescribed in Article 69 hereof;</p> <p>(14) consider the Company's purchase or sale of major assets within one year in excess of thirty percent of the Company's latest audited total assets;</p> <p>(15) consider and approve changes in the use of proceeds;</p> <p>(16) consider an equity incentive plan and employee shareholding plan;</p>	<p>Article 68 The shareholders' general meeting shall be the Company's authority and shall exercise the following duties and powers:</p> <p>.....</p> <p>(8) make a resolution on the issuance of corporate bonds;</p> <p>(9) make a resolution on the merger, division, dissolution or liquidation of the Company, or on the change in the type of the Company;</p> <p>(10) amend the Articles of Association;</p> <p>(11) make a resolution on the Company's engagement and dismissal of an accounting firm;</p> <p>(12) consider and approve the guarantees prescribed in Article 69 hereof;</p> <p>(13) consider the Company's purchase or sale of major assets within one year in excess of thirty percent of the Company's latest audited total assets;</p> <p>(14) consider and approve changes in the use of proceeds;</p> <p>(15) consider an equity incentive plan and employee shareholding plan;</p> <p>(16) consider other matters on which resolutions shall be made by a shareholders' general meeting as required by laws, administrative regulations, departmental rules, the securities regulatory authority at the location where the shares of the Company are listed or the Articles of Association.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>(17) consider the proposals by shareholders separately or aggregately holding more than three percent of the shares of the Company;</p> <p>(18) consider other matters on which resolutions shall be made by a shareholders' general meeting as required by laws, administrative regulations, departmental rules, the securities regulatory authority at the location where the shares of the Company are listed or the Articles of Association.</p>	
<p>Article 70 Shareholders' general meetings include annual general meeting and extraordinary general meeting. An annual general meeting shall be convened once each year, and held within six months after the end of the previous fiscal year.</p> <p>The Company shall convene an extraordinary general meeting within two months of the happening of an event if:</p> <p>(1) the number of directors is below the required quorum (i.e. five) as prescribed in the Company Law or is less than two-thirds of the required quorum (i.e. six) hereunder;</p> <p>.....</p>	<p>Article 70 Shareholders' general meetings include annual general meeting and extraordinary general meeting. An annual general meeting shall be convened once each year, and held within six months after the end of the previous fiscal year.</p> <p>The Company shall convene an extraordinary general meeting within two months of the happening of an event if:</p> <p>(1) the number of directors is below the required quorum as prescribed in the Company Law or is less than two-thirds of the required quorum (i.e. six) hereunder;</p> <p>.....</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 71 A shareholders' general meeting of the Company shall be convened at the conference room of the Company, Fuyao Industrial Village, Fuqing City, Fujian Province, or other specific locations stated in the notice of convening the shareholders' general meeting.</p> <p>A venue shall be available for a shareholders' general meeting which shall be held as an on-site meeting. The Company shall also provide a network voting (as the case may be) to facilitate the attendance of shareholders at the shareholders' general meeting. Shareholders attending a shareholders' general meeting in the above methods shall be deemed being present at the meeting.</p>	<p>Article 71 A shareholders' general meeting of the Company shall be convened at the conference room of the Company, Fuyao Industrial Village, Fuqing City, Fujian Province, or other specific locations stated in the notice of convening the shareholders' general meeting.</p> <p>A venue shall be available for a shareholders' general meeting which shall be held as an on-site meeting. The Company shall also provide a network voting to facilitate the attendance of holders of A shares at the shareholders' general meeting. Shareholders attending a shareholders' general meeting in the above methods shall be deemed being present at the meeting.</p>
<p>Article 82 To hold a shareholders' general meeting, the Company shall issue a notice stating the matters to be considered and the date and venue of the meeting to shareholders whose names stand on the register of members twenty business days prior to the meeting; to hold an extraordinary general meeting, the Company shall issue a notice stating the same ten business days or fifteen days (whichever is longer) prior to the meeting.</p> <p>The date on which the meeting is convened and held shall not be included when calculating the starting term.</p>	<p>Article 82 To hold an annual general meeting, the convenor will notify the shareholders by way of announcement twenty days prior to the meeting; to hold an extraordinary general meeting, the convenor will notify the shareholders by way of announcement fifteen days prior to the meeting, but subject to other requirements on annual general meeting and/or extraordinary general meeting by laws, administrative regulations, departmental rules, normative documents and relevant stock exchanges or regulatory authorities in the place where the shares of the Company are listed if any.</p> <p>The date on which the meeting is convened and held shall not be included when calculating the starting term.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 84 A notice of shareholders' general meeting shall meet the following requirements:</p> <p>(1) it shall be given in writing;</p> <p>(2) it shall designate the place, time and duration of the meeting;</p> <p>(3) it shall contain matters and proposals to be considered at the meeting;</p> <p>(4) it shall provide shareholders with required information and explanations to enable the shareholders to make sensible decisions on the matters discussed. This policy shall include (but not limited to) the provision of specific conditions and contracts (if any) for a contemplated transaction at the time when the Company proposes a merger, buyback of shares, reorganization of share capital or other reorganization, as well as the giving of serious explanations as a result of the causes and consequences thereof;</p>	<p>Article 84 A notice of shareholders' general meeting shall be made in writing and contain the following:</p> <p>(1) the time, place and duration of the meeting;</p> <p>(2) matters and proposals to be considered at the meeting;</p> <p>(3) it shall explain in clear text that all ordinary shareholders (including shareholders of preference shares with voting rights restored) have rights to attend and vote at the shareholders' general meeting either in person or by proxy in writing, and that such proxy needs not be a shareholder of the Company;</p> <p>(4) the record date on which shareholders have the right to attend the shareholders' general meeting;</p> <p>(5) the names and telephone numbers of permanent contact persons for the affairs of the meeting;</p> <p>(6) the voting time and voting procedure for voting on the network or otherwise.</p> <p>.....</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>(5) in the event any directors, supervisors, general manager or other senior management officers have a significant interest in the matters to be discussed, they shall disclose the nature and extent of such interest; in the event that the impact of the matters to be discussed on the directors, supervisors, general manager and other senior management officers as shareholders is different from that on the other shareholders of the same class, the notice shall explain the difference;</p> <p>(6) it shall contain the full text of any special resolution to be passed at the meeting;</p> <p>(7) it shall explain in clear text that the shareholders who have the right to attend and vote can appoint one or more proxy in writing to attend the meeting and to vote thereat. The proxy needs not be a shareholder;</p> <p>(8) it shall contain the time and place of serving a power of attorney of the voting proxy at the meeting;</p>	

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>(9) it shall contain the record date on which shareholders have the right to attend the shareholders' general meeting;</p> <p>(10) it shall contain the names and telephone numbers of permanent contact persons for the affairs of the meeting;</p> <p>(11) it shall specify the voting time and voting procedure for voting on the network or otherwise.</p> <p>The notice and supplementary notice of the shareholders' general meeting shall fully and completely disclose all specific details of all proposals. In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of shareholders' general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent directors.</p> <p>.....</p>	
<p>Article 86 </p> <p>The aforesaid announcement shall be published in one or more newspapers designated by the securities regulatory authority of the place where the Company is listed. All holders of the domestic shares shall be deemed to have received the notice of the relevant general meeting of shareholders upon the publication of such announcement.</p> <p>.....</p>	<p>Article 86 </p> <p>The aforesaid announcement shall be disclosed in one or more newspapers or on websites specified by the securities regulatory authority of the place where the Company is listed. All holders of the domestic shares shall be deemed to have received the notice of the relevant general meeting of shareholders upon the publication of such announcement.</p> <p>.....</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 93 The power of attorney issued by a shareholder authorizing another person to attend the general meeting of shareholders shall state the following information:</p> <p>.....</p> <p>(5) the signature (or the seal) of the principal or his proxy who he duly authorized in writing. If the shareholder is a legal person, the seal of legal person entity shall be affixed, or being signed by its director or proxy.</p>	<p>Article 93 The power of attorney issued by a shareholder authorizing another person to attend the general meeting of shareholders shall state the following information:</p> <p>.....</p> <p>(5) the signature (or the seal) of the principal. If the shareholder is a legal person, the seal of legal person entity shall be affixed, or being signed by its director or proxy.</p>
<p>Article 109 The following issues shall be approved by ordinary resolutions at a general meeting:</p> <p>.....</p> <p>(4) Annual budgets, final accounts, balance sheets, income statements, and other financial statements of the Company;</p> <p>.....</p>	<p>Article 109 The following issues shall be approved by ordinary resolutions at a general meeting:</p> <p>.....</p> <p>(4) Annual budgets plan, and final accounts plan of the Company;</p> <p>.....</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 110 The following issues shall be approved by special resolutions at a general meeting:</p> <p>(1) Increase or reduction in the registered capital of the Company and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) Issue of corporate bonds;</p> <p>(3) Split-up, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(4) Amendments to the Articles of Association;</p> <p>(5) The Company's acquisition or disposal of major assets or guarantee provided by the Company within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(6) Purchase of its own shares by the Company under the circumstance as mentioned in item (1) under Article 30 of the Articles of Association;</p> <p>(7) Equity incentive scheme; and</p> <p>(8) Any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>	<p>Article 110 The following issues shall be approved by special resolutions at a general meeting:</p> <p>(1) Increase or reduction in the registered capital of the Company;</p> <p>(2) Split-up, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(3) Amendments to the Articles of Association;</p> <p>(4) The Company's acquisition or disposal of major assets or guarantee provided by the Company within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(5) Purchase of its own shares by the Company under the circumstance as mentioned in item (1) under Article 30 of the Articles of Association;</p> <p>(6) Equity incentive scheme; and</p> <p>(7) Any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 127 Shareholders who attend the shareholders' general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain, save for the circumstance that the securities registration and settlement institution acting as the nominal holder of shares under the Shanghai-Hong Kong Stock Connect makes reporting in accordance with the instruction of the actual holders of relevant shares.</p> <p>.....</p>	<p>Article 127 Shareholders who attend the shareholders' general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain, save for the circumstance that the securities registration and settlement institution acting as the nominal holder of shares under the Stock Connect between the Mainland and Hong Kong Stock Markets makes reporting in accordance with the instruction of the actual holders of relevant shares.</p> <p>.....</p>
<p>Article 158</p> <p>Where the Company intends to engage in derivatives transactions, it shall submit the same to the Board of Directors for consideration and timely perform information disclosure obligations, and the independent directors shall express their special opinions. The Company could make a reasonable forecast about the scope, quota and duration of derivatives transactions within the next 12 months to the extent that it is difficult to perform the consideration procedure and disclosure obligation for each derivatives transaction due to the dealing frequency and timeliness of the transaction, etc, provided that transactions within the quota up to 20% of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company, and those beyond the scope of the authority of the Board of Directors shall also be submitted to the general meeting for consideration. The validity period of the relevant quota shall not exceed 12 months and the transaction amount at any time within the period (including the relevant amount resulted from reinvestment of the aforesaid investment income) shall not exceed the above quota for derivative investment approved by the Board of Directors or at the general meeting.</p> <p>.....</p>	<p>Article 158</p> <p>Where the Company intends to engage in derivatives transactions, it shall submit the same to the Board of Directors for consideration and timely perform information disclosure obligations. The Company could make a reasonable forecast about the scope, quota and duration of derivatives transactions within the next 12 months to the extent that it is difficult to perform the consideration procedure and disclosure obligation for each derivatives transaction due to the dealing frequency and timeliness of the transaction, etc, provided that transactions within the quota up to 20% of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company, and those beyond the scope of the authority of the Board of Directors shall also be submitted to the general meeting for consideration. The validity period of the relevant quota shall not exceed 12 months and the transaction amount at any time within the period (including the relevant amount resulted from reinvestment of the aforesaid investment income) shall not exceed the above quota for derivative investment approved by the Board of Directors or at the general meeting.</p> <p>.....</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 166 A written notice of board meeting shall include:</p> <ol style="list-style-type: none">(1) time and venue of the meeting;(2) duration of the meeting;(3) reasons for and agenda of the meeting;(4) the date of issue of such notice. <p>An oral notice of the meeting shall at least include (1) and (2) above and the explanation for the urgent convention of the provisional board meeting due to emergency.</p> <p>Resolutions involving issues which require prior approval or independent advice from independent directors shall be submitted to independent directors at least five days prior to convening the board meeting.</p>	<p>Article 166 A written notice of board meeting shall include:</p> <ol style="list-style-type: none">(1) time and venue of the meeting;(2) duration of the meeting;(3) reasons for and agenda of the meeting;(4) the date of issue of such notice. <p>An oral notice of the meeting shall at least include (1) and (2) above and the explanation for the urgent convention of the provisional board meeting due to emergency.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 179 The Board of Directors of the Company establishes certain special committees such as the Strategic Development Committee, the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee.</p> <p>Special committees shall only comprise of directors. In particular, independent directors shall constitute the majority of the Nomination Committee and the Remuneration and Appraisal Committee and serve as the convener (head/chairman). The Audit Committee shall comprise of three directors, and independent directors shall constitute the majority thereof, among which at least one independent director shall be an accounting professional, and the convener (head/chairman) shall be the independent director who is an accounting professional.</p>	<p>Article 179 The Board of Directors of the Company establishes certain special committees such as the Strategic Development Committee, the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee.</p> <p>Special committees shall only comprise of directors. In particular, independent directors shall be more than half of the Nomination Committee and the Remuneration and Appraisal Committee and serve as the convener (head/chairman). The Audit Committee shall comprise of three directors who do not hold senior management positions in the Company, and independent directors shall be more than half thereof, among which at least one independent director shall be an accounting professional, and the convener (head/chairman) shall be an accounting professional among the independent directors.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 211 In any of the following circumstances, a person shall not serve as director, supervisor, general manager or other senior management of the Company:</p> <p>.....</p> <p>(6) He is under a penalty of prohibited access to the securities market imposed by the CSRC, which penalty is still effective;</p> <p>(7) He is under investigation by the judiciary authority for violation of the eriminal law;</p> <p>(8) He is disqualified as corporate leader in laws and administrative regulations;</p> <p>(9) He is not a natural person;</p> <p>(10) He was ruled by the relevant regulatory authority that he has violated the relevant securities regulations and committed any fraudulent or dishonest act, and such ruling was made less than five years ago;</p> <p>(11) He is otherwise disqualified by the laws, administrative regulations or departmental rules.</p>	<p>Article 211 In any of the following circumstances, a person shall not serve as director, supervisor, general manager or other senior management of the Company:</p> <p>.....</p> <p>(6) He is under a penalty of prohibited access to the securities market imposed by the CSRC, prohibiting him from acting as a director, supervisor and senior management of a listed company, which penalty is still effective;</p> <p>(7) He is publicly determined by the stock exchange on which the shares of the Company are listed or other stock exchanges in China as unsuitable to be a director, supervisor and senior management of a listed company, which penalty is still effective;</p> <p>(8) He is not a natural person;</p> <p>(9) He is otherwise disqualified by the laws, administrative regulations, departmental rules or rules of the stock exchange on which the shares of the Company are listed.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 232 The financial reports of the Company shall be kept in the Company and accessible to the shareholders 20 days before convening of the annual general meeting. Every shareholder shall have the right of access to the aforesaid financial reports mentioned in this Chapter.</p> <p>Save as otherwise specified in the Articles of Association, the Company shall, at least 21 days before the annual general meeting, send by personal delivery or prepaid mail or by the method permitted by the stock exchange where the shares of the Company are listed the said reports or the reports of the Board of Directors together with balance sheet (including every document required by laws and regulations to be annexed thereto), income statement or statement of income and expenditure, to all holders of overseas listed foreign shares at the address registered in the shareholders' register.</p>	<p>Article 232 The financial reports of the Company shall be kept in the Company and accessible to the shareholders.</p>
<p>Article 239 Should a resolution be reached on a profit distribution plan at the general meeting, the Board of Directors of the Company shall complete distribution of dividend (or shares) within two months after the general meeting.</p>	<p>Article 239 Should a resolution be reached on a profit distribution plan at the general meeting, or should a specific plan be formulated by the Board of Directors of the Company based on the conditions and upper limit of the next year's interim dividend distribution approved at the annual general meeting, the distribution of dividend (or shares) shall be completed within two months.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 240 The Company's profit distribution policies are:</p> <p>.....</p> <p>3. Intervals of profit distribution</p> <p>(1) If the Company makes a profit for a year and the accumulated undistributed profit is positive, it shall distribute profits at least once a year.</p> <p>(2) The Company may distribute interim cash dividends. Based on the profits, cash flows, development stage and capital demands of the Company, the Board of Directors may advise the Company to distribute interim cash dividends.</p>	<p>Article 240 The Company's profit distribution policies are:</p> <p>.....</p> <p>3. Intervals of profit distribution</p> <p>(1) If the Company makes a profit for a year and the accumulated undistributed profit is positive, it shall distribute profits at least once a year.</p> <p>(2) The Company may distribute interim cash dividends. Based on the profits, cash flows, development stage and capital demands of the Company, the Board of Directors may advise the Company to distribute interim cash dividends.</p> <p>(3) At the annual general meeting of the Company to consider the annual profit distribution plan, the Company may consider and approve the conditions, upper limit on the percentage and maximum amount of interim cash dividend distribution for the next year. The maximum amount of the interim dividend distribution for the next year considered at the annual general meeting shall not exceed the net profit attributable to the shareholders of the Company for the corresponding period. The Board of Directors shall formulate a specific interim dividend distribution plan in accordance with the resolution of the general meeting, subject to the conditions for profit distribution.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>4. Conditions for profit distribution</p> <p>.....</p> <p>(3) Differentiated cash dividend policies</p> <p>The Board of Directors of the Company shall, taking into consideration such factors as industry characteristics, the Company's development stage, business operation model, profitability level and whether it has significant capital expenditure arrangements and in accordance with the procedures specified in the Articles of Association, develop differentiated cash dividend policies to be applicable in the following different situations:</p> <p>.....</p> <p>(iii) Where the Company is in growth stage and has any significant capital expenditure arrangement, the cash dividend payout ratio in the profit distribution shall reach a minimum of 20% when distributing profits;</p> <p>Where the Company's development stage is difficult to define, but the Company has any significant capital expenditure arrangement, the preceding provisions may still be followed.</p>	<p>4. Conditions for profit distribution</p> <p>.....</p> <p>(3) Differentiated cash dividend policies</p> <p>The Board of Directors of the Company shall, taking into consideration such factors as industry characteristics, the Company's development stage, business operation model, profitability level, debt repayment ability, whether it has significant capital expenditure arrangements, and investor return and in accordance with the procedures specified in the Articles of Association, develop differentiated cash dividend policies to be applicable in the following different situations:</p> <p>.....</p> <p>(iii) Where the Company is in growth stage and has any significant capital expenditure arrangement, the cash dividend payout ratio in the profit distribution shall reach a minimum of 20% when distributing profits;</p> <p>Where the Company's development stage is difficult to define, but the Company has any significant capital expenditure arrangement, the aforsaid provisions of item (3) may still be followed.</p> <p>The proportion of cash dividends in this profit distribution shall be cash dividends divided by the sum of cash dividends and stock dividends.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>5. The consideration and deliberation procedures and decision-making mechanism of the Board of Directors and the shareholders' general meeting for the profit distribution plan</p> <p>(1) Before periodic reports are published, the management and Board of Directors of the Company shall consider and deliberate a profit distribution plan based on the Company's ability for sustainable operation, adequate funds for normal production, operation and business development, and reasonable returns on investment of investors. The Board of Directors shall carefully examine and discuss such matters as the timing, conditions and the minimum ratio, adjustment criteria of the Company's cash dividend distribution and its decision-making procedure; and independent directors shall make explicit comments. The independent directors may solicit the opinions from small and medium-sized shareholders and make a dividend distribution proposal to be submitted directly to the Board of Directors for deliberation.</p> <p>.....</p>	<p>5. The consideration and deliberation procedures and decision-making mechanism of the Board of Directors and the shareholders' general meeting for the profit distribution plan</p> <p>(1) Before periodic reports are published, the management and Board of Directors of the Company shall consider and deliberate a profit distribution plan based on the Company's ability for sustainable operation, adequate funds for normal production, operation and business development, and reasonable returns on investment of investors. The Board of Directors shall carefully examine and discuss such matters as the timing, conditions and the minimum ratio, adjustment criteria of the Company's cash dividend distribution and its decision-making procedure. The independent directors are entitled to express their independent opinions if they consider that the specific plan on cash dividend distribution plan may jeopardize the interests of the Company or the minority shareholders. If the Board of Directors does not adopt or fully adopt the opinion of the independent directors, it shall record the opinion of the independent directors and the specific reasons for non-adoption in a resolution of the Board of Directors and disclose them.</p> <p>.....</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>(3) The Board of Directors of the Company shall, after considering and approving the profit distribution plan, notify the Hong Kong Stock Exchange of such profit distribution plan pursuant to the Hong Kong Listing Rules, and submit it to the general meeting for consideration after being announced in periodic reports.</p> <p>(4) If the Company generated profits in the previous fiscal year but the Board of Directors did not make any cash dividend distribution plan after the end of the previous fiscal year, the Company shall notify the Hong Kong Stock Exchange of such decision pursuant to the Hong Kong Listing Rules. The Board of Directors of the Company shall solicit the opinion of independent directors, and disclose in periodic reports the reasons for not proposing a cash dividend distribution plan and the purpose for the funds retained by the Company not available for distribution, and the independent directors shall give an independent opinion in such regard and disclose it publicly.</p>	<p>(3) The Board of Directors of the Company shall, after considering and approving the profit distribution plan, notify the Hong Kong Stock Exchange of such profit distribution plan pursuant to the Hong Kong Listing Rules, and submit it to the general meeting for consideration after being announced in periodic reports. In the event that the conditions, upper limit on the percentage and maximum amount of the interim cash dividend distribution for the next year have been considered and approved at the annual general meeting of the Company, the specific plan on interim dividend distribution formulated by the Board of Directors in accordance with such resolution of the general meeting, subject to the conditions of profit distribution, is not required to be submitted to the general meeting for consideration.</p> <p>(4) If the Company generated profits in the previous fiscal year but the Board of Directors did not make any cash dividend distribution plan after the end of the previous fiscal year, the Company shall notify the Hong Kong Stock Exchange of such decision pursuant to the Hong Kong Listing Rules. The Board of Directors of the Company shall solicit the opinion of independent directors, and disclose in periodic reports the reasons for not proposing a cash dividend distribution plan and the purpose for the funds retained by the Company not available for distribution.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>(5) In making decisions on and deliberating relevant profit distribution plan by the Board of Directors of the Company and prior to the consideration of specific plan on cash dividend distribution by the general meeting of the Company, the Company may communicate and exchange opinions with independent directors and minority shareholders by phone, fax, correspondence, email, the interactive platform for investor relations on the website of the Company (http://www.fuyaogroup.com), etc., thereby fully listening to opinions and appeals of independent directors and minority shareholders and responsively answering questions that minority shareholders concern.</p> <p>.....</p> <p>6. Consideration procedure for profit distribution plan</p> <p>(1) The profit distribution plan shall not be submitted to the general meeting for consideration before it is considered and approved by the Board of Directors. When considering the profit distribution plan, the Board of Directors shall obtain approval from the majority of all directors and more than half of the independent directors.</p> <p>.....</p>	<p>(5) In making decisions on and deliberating relevant profit distribution plan by the Board of Directors of the Company and prior to the consideration of specific plan on cash dividend distribution by the general meeting of the Company, the Company may communicate and exchange opinions with shareholders especially minority shareholders by phone, fax, correspondence, email, the interactive platform for investor relations on the website of the Company (http://www.fuyaogroup.com), etc., thereby fully listening to opinions and appeals of minority shareholders and responsively answering questions that minority shareholders concern.</p> <p>.....</p> <p>6. Consideration procedure for profit distribution plan</p> <p>(1) The profit distribution plan shall not be submitted to the general meeting for consideration before it is considered and approved by the Board of Directors. When considering the profit distribution plan, the Board of Directors shall obtain approval from the majority of all directors.</p> <p>.....</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>7. Adjustment of profit distribution policy</p> <p>.....</p> <p>(2) In the consideration and deliberation of adjusting profit distribution policy, the Board of Directors of the Company shall take full account of opinions of independent directors and minority shareholders. When considering the profit distribution policy adjustment, the Board of Directors shall obtain approval from the majority of all directors and more than half of the independent directors.</p> <p>.....</p> <p>8. Explanation on implementation of profit distribution policy in an annual report</p> <p>The Company shall disclose the formulation and implementation of cash dividend distribution policy in its annual report and make special explanations on the following matters including:</p> <p>.....</p> <p>(4) Whether the independent directors have duly performed their duties and played their proper roles;</p> <p>.....</p>	<p>7. Adjustment of profit distribution policy</p> <p>.....</p> <p>(2) In the consideration and deliberation of adjusting profit distribution policy, the Board of Directors of the Company shall take full account of opinions of minority shareholders. When considering the profit distribution policy adjustment, the Board of Directors shall obtain approval from the majority of all directors.</p> <p>.....</p> <p>8. Explanation on implementation of profit distribution policy in an annual report</p> <p>The Company shall disclose the formulation and implementation of cash dividend distribution policy in its annual report and make special explanations on the following matters including:</p> <p>.....</p> <p>(4) The Company shall disclose the specific reason(s) for not distributing cash dividends and the measures to be adopted as the next step to enhance investor returns;</p> <p>.....</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 245 The Company shall engage an accounting firm that complies with the requirements of the Securities Law to audit its financial statements, verify its net assets, and provide other relevant consulting services. The accounting firm shall serve a term of one year from conclusion of one annual general meeting to conclusion of the next annual general meeting, and may be re-engaged.</p> <p>The first accounting firm of the Company may be appointed by the inaugural meeting before the first annual general meeting. The term of the said accounting firm shall end at conclusion of the first annual general meeting.</p> <p>If the aforesaid power is not exercised by the inaugural meeting, the Board of Directors shall exercise the said power.</p>	<p>Article 245 The Company shall engage an accounting firm that complies with the requirements of the Securities Law to audit its financial statements, verify its net assets, and provide other relevant consulting services. The accounting firm shall serve a term of one year, from conclusion of one annual general meeting to conclusion of the next annual general meeting, and may be re-engaged.</p>
<p>Article 246 The accounting firm engaged by the Company shall have the following rights:</p> <p>(1) To inspect the Company's books of account, records or vouchers at any time, and to request the Company's directors, the general managers or other senior management to provide relevant information and explanations;</p> <p>(2) To request the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations deemed necessary by the accounting firm in performing its functions;</p> <p>(3) To participate in general meetings, obtain any meeting notices or other information about meetings which any shareholders are entitled to, and speak at any general meetings on matters relating to its capacity as the accounting firm of the Company.</p>	<p>Article 246 The appointment of accounting firm by the Company shall be subject to the approval of general meetings. The Board of Directors may not appoint accounting firm before the approval of the general meeting.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 248 The Company's appointment, dismissal or disengagement of the accounting firm shall be decided at the general meeting and shall be filed with securities regulatory authority under the State Council.</p> <p>The general meeting shall comply with the following provisions in passing a resolution to appoint a non-incumbent accounting firm to fill any vacancy, to continue to appoint an accounting firm appointed by the Board of Directors to fill the vacancy, or to dismiss an accounting firm whose term has not been expired:</p> <p>1. The proposal for appointment or dismissal shall, before the notice of a general meeting is sent, be served to the accounting firm to be appointed or whose service is to be terminated, or who has terminated its service in the relevant fiscal year.</p> <p>Termination of service shall include dismissal, resignation or retirement.</p> <p>2. If the accounting firm about to terminate service makes a written statement and requests the Company to notify its shareholders of the said statement, the Company shall take the following actions unless the statement is received too late:</p>	<p>Article 248 The Company's appointment or dismissal of the accounting firm shall be, after the consideration and approval by the Audit Committee of the Board of Directors, submitted to the Board of Directors for consideration and decided by the general meeting.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>(1) Describe in the notice issued for the resolution that the accounting firm about to terminate service have made a statement; and</p> <p>(2) Send to the shareholders a copy of the statement as an appendix to the notice in the form specified in the Articles of Association.</p> <p>3. If the Company fails to send out the statement of the accounting firm as per Item 2 herein, the relevant accounting firm may require that the said statement be read at the general meeting and may lodge a complaint.</p> <p>4. An accounting firm about to terminate service shall have the right to attend the following meetings:</p> <p style="padding-left: 40px;">(1) the general meeting at which its term of appointment expires;</p> <p style="padding-left: 40px;">(2) the general meeting for filling the vacancy due to the dismissal thereof;</p> <p style="padding-left: 40px;">(3) the general meeting held due to resignation thereof;</p> <p>The accounting firm about to terminate service shall have the right to receive all notices of the aforesaid meetings or other information relating to the meetings, and to deliver speeches at the aforesaid meetings in relation to the matters concerning it acting as the former accounting firm of the Company.</p>	

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 249 In the event that the position of the accounting firm is vacant, the Board of Directors may appoint an accounting firm to fill the said vacancy before convening of a general meeting. During the said vacancy, if the Company has any other incumbent accounting firm, the said accounting firm may still fulfil its duties.</p>	<p>Article 249 The Company shall disclose information on the length of service of the accounting firm, audit project partner and signing certified public accountant, audit fee, and other information in its annual report. For requirements otherwise provided by laws, regulations, regulatory documents and the securities regulatory authorities of the location where the Company's shares are listed and the stock exchanges, those requirements shall prevail.</p>
<p>Article 250 Regardless of the terms in the contract entered into between the accounting firm and the Company, the general meeting may, by an ordinary resolution, dismiss the said accounting firm before expiry of the term thereof. In regards to any rights the accounting firm may have to claim against the Company in connection with its dismissal, the said rights shall not be affected thereby.</p>	<p>Article 250 The Company shall disclose the evaluation report on the performance of the accounting firm and the report of the Audit Committee of the Board of Directors on the performance of supervisory duties by the accounting firm every year in accordance with the requirements, and where a change of the accounting firm is involved, it shall also disclose the circumstances of the former accounting firm and the audit opinion of the previous year, the reasons for the change of the accounting firm, and the communication with the former and subsequent accounting firms. For requirements otherwise provided by laws, regulations, regulatory documents and the securities regulatory authorities of the location where the Company's shares are listed and the stock exchanges, those requirements shall prevail.</p>
<p>Article 251 Remuneration of the accounting firm or the manner in which such firm is remunerated shall be decided by the general meeting. Remuneration of the accounting firm appointed by the Board of Directors shall be decided by the Board of Directors.</p>	<p>Article 251 The audit fee of the accounting firm shall be decided by the general meeting.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 252 Where the Company dismisses or does not reappoint the accounting firm, prior notice shall be given to the accounting firm; and the accounting firm shall be entitled to state its opinions at the general meeting.</p> <p>Where the accounting firm tenders its resignation, it shall state to the general meeting whether the Company has improper matters.</p> <p>The accounting firm may resign by placing a written notice of resignation at the legal address of the Company. The said notice shall take effect on the date when it is placed at the legal address of the Company, or a later date specified in the notice. The said notice shall include the following statements:</p> <p>1. Statement that its resignation does not involve any information needed to be disclosed to the shareholders or creditors of the Company; or</p> <p>2. Statement that any information is to be disclosed.</p>	<p>Article 252 Where the Company dismisses or does not reappoint the accounting firm, 15 days' prior notice shall be given to the accounting firm. When voting is made on the dismissal of the accounting firm at the general meeting of the Company, the accounting firm is allowed to state its opinions.</p> <p>Where the accounting firm tenders its resignation, it shall state to the general meeting whether the Company has any improper circumstances.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>The Company shall send a copy of the written notice as mentioned in the preceding paragraph to the relevant competent authority within 14 days after receipt of the said notice. If the notice contains the statement mentioned in Item 2 of the preceding paragraph, the Company shall keep a copy of the said statement in the Company for inspection by the shareholders. The Company shall also send the aforesaid copy by prepaid mail to every holder of overseas listed foreign shares at the address registered in the shareholders' register.</p> <p>If the notice of resignation of the accounting firm contains a statement with respect to any matters which shall be brought to the attention of the shareholders, the accounting firm may require the Board of Directors to convene an extraordinary general meeting to listen to its explanation of its resignation.</p>	

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 253 Notices of the Company shall be issued by the following methods:</p> <ol style="list-style-type: none"> 1. by hand; 2. by post; 3. by announcement; 4. by facsimile or email; 5. by publishing on the websites designated by the Company and relevant stock exchanges, subject to laws, administrative regulations, normative documents and relevant requirements of the stock exchanges where the shares of the Company are listed; 6. by other means previously agreed by the Company or the recipients or approved by the recipients upon receipt of the notice; 7. by other means approved by relevant regulatory authority at the location where the shares of the Company are listed or required by the Articles of Association. 	<p>Article 253 Notices of the Company may be issued by the following methods, subject to laws, administrative regulations and relevant requirements of the stock exchanges where the shares of the Company are listed:</p> <ol style="list-style-type: none"> 1. by hand; 2. by post; 3. by announcement in the information disclosure media (including newspapers or websites) designated by the Company; 4. by facsimile or email; 5. by announcement on the websites of the stock exchanges where the shares of the Company are listed and/or the Company; 6. by other means approved by relevant regulatory authority at the location where the shares of the Company are listed or required by the Articles of Association.

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Notwithstanding any other provisions contained in the Articles of Association in respect of the publishing or giving notice of any documents, circulars or other communications, the Company may choose to release such corporate communications by means provided under item 5 of this Article in place of delivering written documents by hand or by post to each holder of overseas listed foreign shares, subject to relevant requirements of the securities regulatory authority at the location where the shares of the Company are listed. The aforesaid corporate communications refer to any documents issued or to be issued by the Company for the information or action of any shareholders, including but not limited to:</p> <p>(1) Reports of the Board of Directors, annual accounts of the Company, auditors' reports and summary financial reports (if applicable);</p> <p>(2) Interim reports and interim summary reports of the Company (if applicable);</p> <p>(3) Notices of meetings;</p> <p>(4) Listing documents;</p> <p>(5) Circulars;</p> <p>(6) Proxy forms.</p>	<p>Regarding the despatch or provision of corporate communications to holders of H Shares (within the meaning ascribed to it under the Hong Kong Listing Rules, the same hereinafter), the Company may choose to release such corporate communications by means provided under item 5 mentioned above or other means as may be prescribed by the listing rules of the place where the shares of the Company are listed and the securities regulatory authority in place of delivering corporate communications by hand or by post to each holder of H Shares, subject to the listing rules of the place where the shares of the Company are listed and relevant requirements of the securities regulatory authority.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 254 Any notice dispatched to holders of domestic shares by the Company shall be published on one or more newspapers designated by securities regulatory authority under the State Council or the website of the Shanghai Stock Exchange. Once the announcement is published, all holders of domestic shares shall be deemed to have received such announcement.</p>	<p>Article 254 Any notice dispatched to holders of domestic shares by the Company shall be published on one or more newspapers designated by the CSRC or the website of the Shanghai Stock Exchange.</p>
<p>Article 255 Unless otherwise stipulated in the Articles of Association, the notices of general meetings, information and written statements of the Company to holders of overseas listed foreign shares shall be delivered by any of the following methods:</p> <p>(1) by hand or by post to the registered address of each holder of overseas listed foreign shares. Notices to holders of H Shares shall be sent in Hong Kong if possible;</p> <p>(2) by publishing on the Company's website or websites designated by the stock exchanges where the Company's shares are listed, in accordance with applicable laws, administrative regulations and relevant listing rules;</p> <p>(3) by the methods required by other stock exchanges where the Company's shares are listed and the Listing Rules.</p> <p>Any notices in the form of announcement made by executing the power specified by the Articles of Association shall be published on newspapers or websites.</p> <p>The Company is only required to deliver or send notices, information or other documents to one of the joint shareholders (in the case of joint shareholders).</p>	<p>Article 255 If the Company sends or provides corporate communications to the shareholders by hand or by post, the Company is only required to deliver or send notices, information or other documents to one of the joint shareholders (in the case of joint shareholders).</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 260 For notices of the Company delivered by hand, an acknowledgement of receipt shall be signed (or stamped) by the recipient and the date of delivery shall be the date on which the acknowledgement is signed; for notices delivered by post, the date of delivery shall be the fifth working day from the date when the mail is delivered to the post office; for notices delivered by express service, the date of delivery shall be the third working day from the date when the notice is delivered to the express service providers; for notices delivered by email, the date of delivery shall be the date on which the email is successfully sent to the email address specified by the recipient for the first time, and for notices delivered by way of announcement, the date of delivery shall be the date of first publication.</p> <p>In the event that the relevant regulations of the securities regulatory authority of the place where the Company's shares are listed requires such documents to be dispatched, mailed, distributed, issued, announced or by any other forms provided to the shareholders in both English and Chinese versions, the Company may (in accordance with the preference of the shareholders concerned) dispatch only the English or the Chinese versions to the shareholders concerned if the Company has made proper arrangements to confirm that the shareholders prefer to only receive either the English or the Chinese version and if such arrangements are within the scope and in accordance with the applicable laws and regulations.</p>	<p>Article 260 For notices of the Company delivered by hand, an acknowledgement of receipt shall be signed (or stamped) by the recipient and the date of delivery shall be the date on which the acknowledgement is signed; for notices delivered by post, the date of delivery shall be the fifth working day from the date when the mail is delivered to the post office; for notices delivered by express service, the date of delivery shall be the third working day from the date when the notice is delivered to the express service providers; for notices delivered by email, the date of delivery shall be the date on which the email is successfully sent to the email address specified by the recipient for the first time, and for notices delivered by way of announcement, the date of delivery shall be the date of first publication.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 262 The Company has designated Shanghai Securities News or other newspapers designated by the securities regulatory authority under the State Council and the website of Shanghai Stock Exchange (website: http://www.sse.com.cn) to be the media for the publication of the Company's announcements and other information required for disclosure.</p>	<p>Article 262 The Company has designated Shanghai Securities News or other newspapers that comply with the requirements of the CSRC and the website of Shanghai Stock Exchange (website: http://www.sse.com.cn) to be the media for the publication of the Company's announcements and other information required for disclosure.</p>
<p>Article 265 In relation to mergers or divisions of the Company, a proposal shall be put forward by the Board of Directors of the Company. After the same has been passed according to the procedures provided in the Articles of Association, the relevant approval procedures shall be completed in accordance with laws. Shareholders voting against the proposal for the merger or division of the Company shall be entitled to demand the Company or the shareholders consenting to the proposal for the merger or division of the Company to purchase their shares at a fair price. The resolution on the merger or division of the Company shall be treated as a special document, which shall be available for shareholders' inspection.</p> <p>The aforementioned document shall be served by post or other means prescribed by the Articles of Association to the holders of overseas listed foreign shares.</p>	<p>Article 265 In relation to mergers or divisions of the Company, a proposal shall be put forward by the Board of Directors of the Company. After the same has been passed according to the procedures provided in the Articles of Association, the relevant approval procedures shall be completed in accordance with laws. Shareholders voting against the proposal for the merger or division of the Company shall be entitled to demand the Company or the shareholders consenting to the proposal for the merger or division of the Company to purchase their shares at a fair price. The resolution on the merger or division of the Company shall be treated as a special document, which shall be available for shareholders' inspection.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 266 As far as the merger of the Company is concerned, parties to the merger shall sign a merger agreement, and prepare the balance sheet and a list of property. The Company shall notify its creditors within 10 days, and make an announcement on the merger for at least three times on Shanghai Securities News or other newspapers designated by the securities regulatory authority under the State Council within 30 days, from the date when the resolution on the merger is made. Creditors may, within 30 days upon receipt of the notification, (or for creditors who have not received such notification, within 45 days after the date of the first announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness.</p>	<p>Article 266 As far as the merger of the Company is concerned, parties to the merger shall sign a merger agreement, and prepare the balance sheet and a list of property. The Company shall notify its creditors within 10 days, and make an announcement on the merger on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC within 30 days, from the date when the resolution on the merger is made. Creditors may, within 30 days upon receipt of the notification, (or for creditors who have not received such notification, within 45 days after the date of the announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness.</p>
<p>Article 268 As far as the division of the Company is concerned, property of the Company shall be split up accordingly.</p> <p>Upon division, the balance sheet and a list of property shall be prepared. The Company shall notify its creditors within ten days, and make an announcement on the division for at least three times on Shanghai Securities News or other newspapers designated by the securities regulatory authority under the State Council within 30 days, from the date when the resolution on the division is made.</p>	<p>Article 268 As far as the division of the Company is concerned, property of the Company shall be split up accordingly.</p> <p>Upon division, the balance sheet and a list of property shall be prepared. The Company shall notify its creditors within ten days, and make an announcement on the division on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC within 30 days, from the date when the resolution on the division is made.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 270 The Company shall prepare the balance sheet and a list of property when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days, and make an announcement on the reduction of registered capital for at least three times on Shanghai Securities News or other newspapers designated by the securities regulatory authority under the State Council within 30 days, from the date when the resolution on the reduction of registered capital is made. Creditors may, within 30 days upon receipt of the notification, (or for creditors who have not received such notification, within 45 days after the date of the first announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness.</p>	<p>Article 270 The Company shall prepare the balance sheet and a list of property when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days, and make an announcement on the reduction of registered capital on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC within 30 days, from the date when the resolution on the reduction of registered capital is made. Creditors may, within 30 days upon receipt of the notification, (or for creditors who have not received such notification, within 45 days after the date of the announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness.</p> <p>The registered capital of the Company after the reduction shall not be less than the statutory minimum amount.</p>
<p>Article 272 The Company dissolves for the following reasons:</p> <p>.....</p> <p>(5) Where the Company meets any serious difficulty in its operations or management so that the interests of the shareholders will face heavy loss if the Company continues to exist and the difficulty cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may plead the people's court to dissolve the Company;</p> <p>(6) The Company is declared insolvent according to law because it is unable to pay its debts as they fall due.</p>	<p>Article 272 The Company dissolves for the following reasons:</p> <p>.....</p> <p>(5) Where the Company meets any serious difficulty in its operations or management so that the interests of the shareholders will face heavy loss if the Company continues to exist and the difficulty cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may plead the people's court to dissolve the Company.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 274 Where the Company is dissolved according to the provisions of items (1), (2), (4) and (5) under Article 272 of the Articles of Association, a liquidation group shall be formed within 15 days after the occurrence of the cause of dissolution. The liquidation group shall be composed of people determined by the directors or the general meeting. Where no liquidation group is formed within the time limit, the creditors may plead the people's court to designate relevant persons to form a liquidation group for liquidation.</p> <p>Where the Company is dissolved according to the provisions of item (6) under Article 272 of the Articles of Association, it shall carry out a bankruptcy liquidation according to the legal provisions concerning corporate bankruptcy.</p>	<p>Article 274 Where the Company is dissolved according to the provisions of items (1), (2), (4) and (5) under Article 272 of the Articles of Association, a liquidation group shall be formed within 15 days after the occurrence of the cause of dissolution. The liquidation group shall be composed of people determined by the directors or the general meeting. Where no liquidation group is formed within the time limit, the creditors may plead the people's court to designate relevant persons to form a liquidation group for liquidation.</p>
<p>Article 275 If the Board of Directors decides to liquidate the Company (save for liquidation when the Company is declared bankrupt), the notice of general meeting to be held therefor shall contain a statement that the Board of Directors has made thorough investigation on the conditions of the Company and that the Company may repay all the debts of the Company within 12 months after commencement of liquidation.</p> <p>After the resolution on liquidation is adopted at the general meeting, the powers of the Board of Directors shall terminate immediately.</p> <p>The liquidation group shall, as per the instructions of the general meeting, report to the general meeting at least once a year about the revenues and expenses of the liquidation group, the businesses of the Company and the progress of liquidation, and deliver a final report to the general meeting at the end of liquidation.</p>	<p>(Delete)</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 277 The liquidation group shall notify the creditors within 10 days, and make an announcement for at least three times on Shanghai Securities News or other newspapers designated by the securities regulatory authority under the State Council within 60 days, from the date of its formation. The creditors shall, within 30 days after receiving the notice or within 45 days after the first issuance of the announcement in the case of failing to receiving a notice, declare their creditor's rights to the liquidation group.</p> <p>.....</p>	<p>Article 276 The liquidation group shall notify the creditors within 10 days, and make an announcement on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC within 60 days, from the date of its formation. The creditors shall, within 30 days after receiving the notice or within 45 days after the issuance of the announcement in the case of failing to receiving a notice, declare their creditor's rights to the liquidation group.</p> <p>.....</p>
<p>Article 280 After the completion of the liquidation of the Company, the liquidation group shall prepare a liquidation report and a statement of income and expenditure incurred during the liquidation and the financial books and submit the same to a shareholders' general meeting or relevant regulatory authorities for confirmation after they have been audited by a PRC-certified public accountant.</p> <p>The liquidation group shall file the aforementioned documents with the company registration authority within 30 days after the date of confirmation of the shareholders' general meeting or relevant regulatory authorities for the purpose of applying for the deregistration of the Company. An announcement of the termination of the Company shall be made.</p>	<p>Article 279 After the completion of the liquidation of the Company, the liquidation group shall prepare a liquidation report for the confirmation by general meeting or the people's court, and file the documents with the company registration authority for the purpose of applying for the deregistration of the Company. An announcement of the termination of the Company shall be made.</p>

LETTER FROM THE BOARD

Articles before amendments	Articles after amendments
<p>Article 284 Any amendment approved by the general meeting to the Articles of Association shall be submitted to the competent authority for approval where necessary; if the amendment to the Articles of Association involves any content of Mandatory Provisions, the said amendment shall be subject to approval by the company approval authority authorized by the State Council and securities regulatory authority under the State Council (if applicable); if the amendment involves registration of the Company, the involved change shall be registered pursuant to law.</p>	<p>Article 283 Any amendment approved by the general meeting to the Articles of Association shall be submitted to the competent authority for approval where necessary; if the amendment involves registration of the Company, the involved change shall be registered pursuant to law.</p>
<p>Article 288 Definitions</p> <p>.....</p> <p>(4) A “business day” referred to in the Articles of Association shall mean any day on which the Hong Kong Stock Exchange is open for the business of dealing in securities.</p>	<p>Article 287 Definitions</p> <p>.....</p> <p>(4) The “Hong Kong Stock Exchange” referred to in the Articles of Association shall mean The Stock Exchange of Hong Kong Limited.</p>

Note: The Amendments to the Articles of Association as stated in the table above are prepared in Chinese and the English version is a translation only. In the event of any inconsistency between the English translation and the Chinese version of this table, the Chinese version shall prevail. Where these Amendments to the Articles of Association result in a change in the numbering of the relevant articles of the Articles of Association, they shall be renewed and/or amended accordingly.

LETTER FROM THE BOARD

12. RESOLUTION ON THE AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETING

Pursuant to the above proposed amendments to the Articles of Association, the Company intends to simultaneously amend the Rules of Procedure of General Meeting. The amendments will take effect upon the approvals at the AGM.

Specific proposed amendments to the Rules of Procedure of General Meeting are set out as below:

Original contents before amendment	Contents after amendment
<p>Article 1 In order to regulate the conduct of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”) and to ensure the lawful exercise of powers and functions at general meetings of the Company, the following rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Reply of the State Council on the Adjustment to the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing Shareholders’ General Meetings of Listed Companies (Revised in 2022) issued by the China Securities Regulatory Commission (hereinafter referred to as “CSRC”), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant laws, administrative rules, regulations and normative documents in the People’s Republic of China (the “PRC”, for the purpose of these rules, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan region) and the provisions of the Articles of Association of Fuyao Glass Industry Group Co., Ltd. (the “Articles of Association”), taking into consideration the actual conditions of the Company.</p>	<p>Article 1 In order to regulate the conduct of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”) and to ensure the lawful exercise of powers and functions at general meetings of the Company, the following rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Reply of the State Council on the Adjustment to the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, the Rules Governing Shareholders’ General Meetings of Listed Companies and the Interim Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises issued by the China Securities Regulatory Commission (hereinafter referred to as “CSRC”), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant laws, administrative rules, regulations and normative documents in the People’s Republic of China (the “PRC”, for the purpose of these rules, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan region) and the provisions of the Articles of Association of Fuyao Glass Industry Group Co., Ltd. (the “Articles of Association”), taking into consideration the actual conditions of the Company.</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 4 Shareholders' general meetings include annual general meetings and extraordinary general meetings. An annual general meeting shall be convened once each year, and held within six months after the end of the previous fiscal year. Extraordinary general meetings shall be convened at irregular intervals. The Company shall convene an extraordinary general meeting within two months of the happening of an event if:</p> <p>(1) the number of directors is below the required quorum (i.e. five) as prescribed in the Company Law or is less than two-thirds of the required quorum (i.e. six) under the Articles of Association;</p> <p>.....</p>	<p>Article 4 Shareholders' general meetings include annual general meetings and extraordinary general meetings. An annual general meeting shall be convened once each year, and held within six months after the end of the previous fiscal year. Extraordinary general meetings shall be convened at irregular intervals. The Company shall convene an extraordinary general meeting within two months of the happening of an event if:</p> <p>(1) the number of directors is below the required quorum as prescribed in the Company Law or is less than two-thirds of the required quorum (i.e. six) under the Articles of Association;</p> <p>.....</p>
<p>Article 16 To hold a shareholders' general meeting, the Company shall issue a notice stating the matters to be considered and the date and venue of the meeting to shareholders whose names stand on the register of members twenty business days prior to the meeting; to hold an extraordinary general meeting, the Company shall issue a notice stating the same ten business days or fifteen days (whichever is longer) prior to the meeting.</p> <p>The date on which the meeting is convened and held shall not be included when calculating the starting term.</p>	<p>Article 16 To hold an annual general meeting, the convener will notify the shareholders by way of announcement twenty days prior to the meeting; to hold an extraordinary general meeting, the convener will notify the shareholders by way of announcement fifteen days prior to the meeting, but subject to other requirements on annual general meeting and/or extraordinary general meeting by laws, administrative regulations, departmental rules, normative documents and relevant stock exchanges or regulatory authorities in the place where the shares of the Company are listed if any.</p> <p>The date on which the meeting is convened and held shall not be included when calculating the starting term.</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 18 A notice of shareholders' general meeting shall meet the following requirements:</p> <p>(1) it shall be given in writing;</p> <p>(2) it shall designate the time, place and duration of the meeting;</p> <p>(3) it shall contain matters and proposals to be considered at the meeting;</p> <p>(4) it shall provide shareholders with required information and explanations to enable the shareholders to make sensible decisions on the matters discussed. This policy shall include (but not limited to) the provision of specific conditions and contracts (if any) for a contemplated transaction at the time when the Company proposes a merger, buyback of shares, reorganization of share capital or other reorganization, as well as the giving of serious explanations as a result of the causes and consequences thereof;</p> <p>(5) in the event any directors, supervisors, general manager or other senior management officers have a significant interest in the matters to be discussed, they shall disclose the nature and extent of such interest; in the event that the impact of the matters to be discussed on the directors, supervisors, general manager and other senior management officers as shareholders is different from that on the other shareholders of the same class, the notice shall explain the difference;</p> <p>(6) it shall contain the full text of any special resolution to be passed at the meeting;</p>	<p>Article 18 A notice of shareholders' general meeting shall be made in writing and contain the following:</p> <p>(1) the time, place and duration of the meeting;</p> <p>(2) matters and proposals to be considered at the meeting;</p> <p>(3) it shall explain in clear text that all ordinary shareholders (including shareholders of preference shares with voting rights restored) have rights to attend and vote at the shareholders' general meeting either in person or by proxy in writing, and that such proxy needs not be a shareholder of the Company;</p> <p>(4) the record date on which shareholders have the right to attend the shareholders' general meeting;</p> <p>(5) the names and telephone numbers of permanent contact persons for the affairs of the meeting;</p> <p>(6) the voting time and voting procedure for voting on the network or otherwise.</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>(7) it shall explain in clear text that the shareholders who have the right to attend and vote can appoint one or more proxy in writing to attend the meeting and to vote thereat. The proxy needs not be a shareholder.</p> <p>(8) it shall contain the time and place of serving a power of attorney of the voting proxy at the meeting;</p> <p>(9) it shall contain the record date on which shareholders have the right to attend the shareholders' general meeting;</p> <p>(10) it shall contain the names and telephone numbers of permanent contact persons for the affairs of the meeting;</p> <p>(11) it shall specify the voting time and voting procedure for voting on the network or otherwise.</p>	

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 19 The notice and supplementary notice of the shareholders’ general meeting shall fully and completely disclose all specific details of all proposals. In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of shareholders’ general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent directors.</p> <p>Voting at the shareholders’ general meeting on the network or otherwise shall commence not earlier than 3:00 pm on the day prior to an on-site shareholders’ general meeting, and not later than 9:30 am on the day of the on-site shareholders’ general meeting, and shall end not earlier than 3:00 pm on the day of conclusion of the on-site shareholders’ general meeting.</p> <p>The record date shall be determined in accordance with the requirements of the securities regulatory authorities in the place where the shares of the Company are listed. Once the record date is confirmed, no change may be made thereto.</p>	<p>Article 19 Voting at the shareholders’ general meeting on the network or otherwise shall commence not earlier than 3:00 pm on the day prior to an on-site shareholders’ general meeting, and not later than 9:30 am on the day of the on-site shareholders’ general meeting, and shall end not earlier than 3:00 pm on the day of conclusion of the on-site shareholders’ general meeting.</p> <p>The record date shall be determined in accordance with the requirements of the securities regulatory authorities in the place where the shares of the Company are listed. Once the record date is confirmed, no change may be made thereto.</p>
<p>Article 21 </p> <p>The aforesaid announcement shall be published in one or more newspapers designated by the securities regulatory authority of the place where the Company is listed. All holders of the domestic shares shall be deemed to have received the notice of the relevant general meeting of shareholders upon the publication of such announcement.</p> <p>.....</p>	<p>Article 21 </p> <p>The aforesaid announcement shall be disclosed in one or more newspapers or on websites specified by the securities regulatory authority of the place where the Company is listed. All holders of the domestic shares shall be deemed to have received the notice of the relevant general meeting of shareholders upon the publication of such announcement.</p> <p>.....</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 27 The power of attorney issued by a shareholder authorizing another person to attend the general meeting of shareholders shall state the following information:</p> <p>.....</p> <p>(5) the signature (or the seal) of the principal or his proxy who he duly authorized in writing. If the shareholder is a legal person, the seal of legal person entity shall be affixed, or being signed by its director or proxy.</p>	<p>Article 27 The power of attorney issued by a shareholder authorizing another person to attend the general meeting of shareholders shall state the following information:</p> <p>.....</p> <p>(5) the signature (or the seal) of the principal. If the shareholder is a legal person, the seal of legal person entity shall be affixed, or being signed by its director or proxy.</p>
<p>Article 32 All shareholders or their proxy recorded in the register on the record date shall have the right to attend general meetings, and the Company and the convenor shall not reject that on any ground whatsoever.</p>	<p>Article 32 All shareholders or their proxy recorded in the register after the close of trading on the record date shall have the right to attend general meetings, and the Company and the convenor shall not reject that on any ground whatsoever.</p>
<p>Article 44 Shareholders who attend the shareholders' general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain, save for the circumstance that the securities registration and settlement institution acting as the nominal holder of shares under the Shanghai-Hong Kong Stock Connect makes reporting in accordance with the instruction of the actual holders of relevant shares.</p> <p>.....</p>	<p>Article 44 Shareholders who attend the shareholders' general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain, save for the circumstance that the securities registration and settlement institution acting as the nominal holder of shares under the Stock Connect between the Mainland and Hong Kong Stock Markets makes reporting in accordance with the instruction of the actual holders of relevant shares.</p> <p>.....</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 52 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions, in particular:</p> <p>(1) The following issues shall be approved by ordinary resolutions at a general meeting:</p> <p>.....</p> <p>4. Annual budgets, final accounts, balance sheets, income statements, and other financial statements of the company;</p> <p>5. Annual reports of the company; and</p> <p>6. Other matters other than those required by laws, administrative regulations, or by the listing rules of stock exchange on which the shares of the company are listed or by the Articles of Association to be approved by a special resolution.</p> <p>(2) The following issues shall be approved by special resolutions at a general meeting:</p> <p>1. Increase or reduction in the registered capital of the Company and the issue of shares of any class, warrants and other similar securities;</p> <p>2. Issue of corporate bonds;</p>	<p>Article 52 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions, in particular:</p> <p>(1) The following issues shall be approved by ordinary resolutions at a general meeting:</p> <p>.....</p> <p>4. Annual budgets plan, final accounts plan of the company;</p> <p>5. Annual reports of the company; and</p> <p>6. Other matters other than those required by laws, administrative regulations, or by the listing rules of stock exchange on which the shares of the company are listed or by the Articles of Association to be approved by a special resolution.</p> <p>(2) The following issues shall be approved by special resolutions at a general meeting:</p> <p>1. Increase or reduction in the registered capital of the Company;</p> <p>2. Split-up, spin-off, merger, dissolution and liquidation of the Company;</p> <p>3. Amendments to the Articles of Association;</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>3. Split-up, spin-off, merger, dissolution and liquidation of the Company;</p> <p>4. Amendments to the Articles of Association;</p> <p>5. The Company's acquisition or disposal of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>6. Purchase of its own shares by the Company due to reduction in the registered capital;</p> <p>7. Equity incentive scheme; and</p> <p>8. Any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p> <p>.....</p>	<p>4. The Company's acquisition or disposal of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>5. Purchase of its own shares by the Company due to reduction in the registered capital;</p> <p>6. Equity incentive scheme; and</p> <p>7. Any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p> <p>.....</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 69 An announcement or notice referred to in these rules refers to the publication of the relevant disclosure in newspapers or magazines designated by the CSRC. If the announcement or notice is lengthy, the Company may choose to make a summary disclosure of the relevant content in the newspapers designated by the CSRC, but the full text shall be published on the website designated by the CSRC at the same time.</p> <p>A supplemental notice of general meeting referred to in these Rules shall be published in the same designated newspaper or magazine in which the notice of the meeting is published.</p> <p>.....</p>	<p>Article 69 An announcement or notice referred to in these rules refers to the publication of the relevant disclosure in the media (including newspapers or websites) that meet the conditions prescribed by the CSRC and on the website of the stock exchange on which the Company’s shares are listed. If the announcement or notice is lengthy, the Company may choose to make a summary disclosure of the relevant content in the newspapers and magazines that comply with the conditions prescribed by the CSRC, but the full text shall be published on the website of the stock exchange on which the Company’s shares are listed at the same time.</p> <p>A supplemental notice of general meeting referred to in these Rules shall be published in the same newspaper or magazine or on the website in which the notice of the meeting is published.</p> <p>.....</p>
<p>Article 70 In these Rules, “no less than”, “no more than” includes the number itself, while “over”, “less than”, “more than” does not include the number itself.</p> <p>For the purpose of these Rules, a business day refers to a day on which the Hong Kong Stock Exchange is open for the trading of securities.</p>	<p>Article 70 In these Rules, “no less than”, “no more than” includes the number itself, while “over”, “less than”, “more than” does not include the number itself.</p>

Note: The proposed amendments to the Rules of Procedure of General Meeting are drafted in Chinese and the English version is a translation only. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

LETTER FROM THE BOARD

13. RESOLUTION ON THE AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

Pursuant to the above proposed amendments to the Articles of Association, the Company intends to simultaneously amend the Rules of Procedure for the Board of Directors. The amendments will take effect upon approval at the AGM.

Specific proposed amendments to the Rules of Procedure for the Board of Directors are set out as below:

Original contents before amendment	Contents after amendment
<p>Article 1 These Rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), Code of Corporate Governance for Listed Companies, the Guidelines on Articles of Association of Listed Companies (Revised in 2022) (CSRC Announcement [2022] No. 2)-issued by the China Securities Regulatory Commission (hereinafter referred to as “CSRC”)-on January 5, 2022, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (Revised in January 2022), the Guidelines of the Shanghai Stock Exchange for Self-discipline Supervision of Listed Companies No. 1 – Standard Operation, the Guidelines of the Shanghai Stock Exchange for Self-discipline Supervision of Listed Companies No. 5 – Transactions and Connected Transactions issued by the Shanghai Stock Exchange on January 7, 2022, and the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant requirements of laws, regulations, rules, regulatory documents and the Articles of Association based on actual needs of the Company, to regulate the internal organizations and operation procedures of the board of directors, and give full play to the role of the board of directors as the operating decision-making body, with an aim to clarify the responsibilities and authorities of the board of directors of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”).</p>	<p>Article 1 These Rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), Code of Corporate Governance for Listed Companies, the Guidelines on Articles of Association of Listed Companies, the Measures for Administration of Independent Directors of Listed Companies and the Interim Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises issued by the China Securities Regulatory Commission (hereinafter referred to as “CSRC”), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Guidelines of the Shanghai Stock Exchange for Self-discipline Supervision of Listed Companies No. 1 – Standard Operation, the Guidelines of the Shanghai Stock Exchange for Self-discipline Supervision of Listed Companies No. 5 – Transactions and Connected Transactions issued by the Shanghai Stock Exchange, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant requirements of laws, regulations, rules, regulatory documents and the Articles of Association based on actual needs of the Company, to regulate the internal organizations and operation procedures of the board of directors, and give full play to the role of the board of directors as the operating decision-making body, with an aim to clarify the responsibilities and authorities of the board of directors of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”).</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 5</p> <p>Where the Company intends to engage in derivatives transactions, it shall submit the same to the Board of Directors for consideration and timely perform information disclosure obligations, and the independent directors shall express their special opinions. The Company could make a reasonable forecast about the scope, quota and duration of derivatives transactions within the next 12 months to the extent that it is difficult to perform the consideration procedure and disclosure obligation for each derivatives transaction due to the dealing frequency and timeliness of the transaction, etc, provided that transactions within the quota up to 20% of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company, and those beyond the scope of the authority of the Board of Directors shall also be submitted to the general meeting for consideration. The validity period of the relevant quota shall not exceed 12 months and the transaction amount at any time within the period (including the relevant amount resulted from reinvestment of the aforesaid investment income) shall not exceed the above quota for derivative investment approved by the Board of Directors or at the general meeting.</p> <p>.....</p>	<p>Article 5</p> <p>Where the Company intends to engage in derivatives transactions, it shall submit the same to the Board of Directors for consideration and timely perform information disclosure obligations. The Company could make a reasonable forecast about the scope, quota and duration of derivatives transactions within the next 12 months to the extent that it is difficult to perform the consideration procedure and disclosure obligation for each derivatives transaction due to the dealing frequency and timeliness of the transaction, etc, provided that transactions within the quota up to 20% of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company, and those beyond the scope of the authority of the Board of Directors shall also be submitted to the general meeting for consideration. The validity period of the relevant quota shall not exceed 12 months and the transaction amount at any time within the period (including the relevant amount resulted from reinvestment of the aforesaid investment income) shall not exceed the above quota for derivative investment approved by the Board of Directors or at the general meeting.</p> <p>.....</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 14 In any of the following circumstances, a person shall not serve as director of the Company:</p> <p>.....</p> <p>(7) He/she has been publicly identified by the stock exchange as not suitable to serve as a director of a listed company, the term of which has not expired;</p> <p>(8) He/she has been subject to administrative penalties by the CSRC in the last 36 months;</p> <p>(9) He/she has been publicly condemned or criticized by the stock exchange for more than 2 times in the last 36 months.</p> <p>(10) He/she is under investigation by the judiciary authority for violation of the eriminal law;</p> <p>(11) He/she is disqualified as corporate leader in laws and administrative regulations;</p> <p>(12) He/she is not a natural person;</p> <p>(13) He/she was ruled by the relevant regulatory authority that he has violated the relevant securities regulations and committed any fraudulent or dishonest act, and such ruling was made less than five years ago;</p> <p>(14) He/she is otherwise disqualified by the laws, administrative regulations or departmental rules.</p>	<p>Article 14 In any of the following circumstances, a person shall not serve as director of the Company:</p> <p>.....</p> <p>(7) He/she has been publicly identified by the stock exchange on which the shares of the Company are listed or other stock exchanges within China as not suitable to serve as a director of a listed company, the term of which has not expired;</p> <p>(8) He/she is not a natural person;</p> <p>(9) He/she is otherwise disqualified by the laws, administrative regulations, departmental rules or rules of the stock exchange on which the shares of the Company are listed.</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 15 If the Company elects a director in violation of the provisions of Article 14 of these Rules, such election or appointment shall be null and void.</p> <p>In the event that an incumbent director is subject to any of the circumstances set forth in (1) to (6) of Article 14 of these Rules, the relevant director shall immediately cease to perform his/her duties and shall be dismissed by the Company in accordance with the corresponding provisions; if a director is subject to any of the other circumstances prohibiting him from acting as a director as set forth in the laws and regulations and by the Shanghai Stock Exchange during the period of his service, the Company shall dismiss him/her from his/her duties within one month from the date of occurrence of the said fact.</p> <p>If the relevant director, who should have been removed from his/her office but has not yet been removed, attends and votes at the Board meeting, the result of his/her vote will be invalid and will not be counted towards the number of attendees.</p> <p>If more than half of the directors, supervisors and senior management of the Company shall leave their office during their tenure of office in accordance with the provisions of the Self-Regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1-Standardised Operation, upon the application by the Company and the consent of the Shanghai Stock Exchange, the period of the departure of the relevant directors, supervisors and senior management may be extended to an appropriate extent, but the maximum extension period shall not exceed 3 months. However, the maximum extension period shall not exceed 3 months. Prior to the effective date of their departure, the relevant directors, supervisors and senior management shall continue to perform their duties in accordance with the relevant laws and regulations and the Articles of Association of the Company to ensure the normal operation of the Company.</p>	<p>Article 15 If the Company elects a director in violation of the provisions of Article 14 of these Rules, such election or appointment shall be null and void.</p> <p>In the event that an incumbent director is subject to any of the circumstances set forth in (1) to (6) of Article 14 of these Rules, the relevant director shall immediately cease to perform his/her duties and shall be dismissed by the Company in accordance with the corresponding provisions; if a director is subject to any of the other circumstances prohibiting him from acting as a director as set forth in the laws and regulations and by the Shanghai Stock Exchange during the period of his service, the Company shall dismiss him/her from his/her duties within thirty days from the date of occurrence of the said fact, except as otherwise provided by the Shanghai Stock Exchange.</p> <p>If the relevant director, who should have ceased to perform his/her duties but has not ceased to perform or should have been removed from his/her office but has not yet been removed, attends and votes at the Board meeting, his/her vote will be invalid and will not be counted towards the number of attendees.</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 26 The Board of Directors of the Company establishes certain special committees such as the Strategic Development Committee, the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee pursuant to the relevant resolutions of general meeting.</p> <p>Special committees shall only comprise of directors, independent directors shall constitute the majority of the Nomination Committee and the Remuneration and Appraisal Committee and the convener (head/chairman) shall be independent directors. The Audit Committee shall comprise of three independent directors, the Audit Committee shall comprise of three directors, and independent directors shall constitute the majority thereof, among which at least one independent director shall be an accounting professional, and the convener (head/chairman) shall be the independent director who is an accounting professional.</p>	<p>Article 26 The Board of Directors of the Company establishes certain special committees such as the Strategic Development Committee, the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee pursuant to the relevant resolutions of general meeting.</p> <p>Special committees shall only comprise of directors. In particular, independent directors shall be more than half of the Nomination Committee and the Remuneration and Appraisal Committee and serve as the convener (head/chairman). The Audit Committee shall comprise of three directors who do not hold senior management positions in the Company, and independent directors shall be more than half thereof, among which at least one independent director shall be an accounting professional, and the convener (head/chairman) shall be an accounting professional among the independent directors.</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 35 A written notice of board meeting shall include:</p> <ol style="list-style-type: none"> (1) time and venue of the meeting; (2) duration of the meeting; (3) reasons for and agenda of the meeting; (4) the date of issue of such notice. <p>An oral notice of the meeting shall at least include (1) and (2) above and the explanation for the urgent convention of the provisional board meeting due to emergency.</p> <p>Resolutions involving issues which require prior approval or independent advice from independent directors shall be submitted to independent directors at least five days prior to convening the board meeting.</p> <p>The Board of Directors shall also provide sufficient information, including relevant background information on the agenda of the meeting and information and data that will facilitate the Directors' understanding of the progress of the business of the Company.</p> <p>When two or more independent directors consider that the information is insufficient or the arguments are not clear, they may jointly propose in writing to the Board of Directors to adjourn the board meeting or adjourn the deliberation of the matter, and the Board of Directors shall adopt such proposal.</p>	<p>Article 35 A written notice of board meeting shall include:</p> <ol style="list-style-type: none"> (1) time and venue of the meeting; (2) duration of the meeting; (3) reasons for and agenda of the meeting; (4) the date of issue of such notice. <p>An oral notice of the meeting shall at least include (1) and (2) above and the explanation for the urgent convention of the provisional board meeting due to emergency.</p> <p>The Board of Directors shall also provide sufficient information, including relevant background information on the agenda of the meeting and information and data that will facilitate the Directors' understanding of the progress of the business of the Company.</p> <p>When two or more independent directors consider that the the materials for the meeting are incomplete, the argument is insufficient or such materials are not provided in a timely manner, they may propose in writing to the Board of Directors to adjourn the board meeting or adjourn the deliberation of the matter, and the Board of Directors shall adopt such proposal.</p>

LETTER FROM THE BOARD

Original contents before amendment	Contents after amendment
<p>Article 41 The presiding officer of the meeting shall ask the directors attending the Board meeting to express their clear opinions on each proposal.</p> <p>For proposals that require prior approval by the independent directors in accordance with the regulations, the presiding officer shall designate an independent director to read out the written approval opinion reached by the independent directors before discussing the relevant proposal.</p> <p>If a director obstructs the normal progress of the meeting or affects the speech of other directors, the presiding officer shall stop him/her in time.</p> <p>Except with the unanimous consent of all directors present, a Board meeting shall not vote on a proposal not included in the notice of meeting. If a director accepts acting as a proxy of another director to attend a Board meeting on his/her behalf, he/she shall not vote on behalf of the other directors on a proposal not included in the notice of meeting.</p>	<p>Article 41 The presiding officer of the meeting shall ask the directors attending the Board meeting to express their clear opinions on each proposal.</p> <p>For proposals that require the approval of a majority of all independent directors before they can be submitted to the Board of Directors for consideration in accordance with the regulations, the presiding officer shall designate an independent director to read out the written opinion reached by the independent directors before discussing the relevant proposal.</p> <p>If a director obstructs the normal progress of the meeting or affects the speech of other directors, the presiding officer shall stop him/her in time.</p> <p>Except with the unanimous consent of all directors present, a Board meeting shall not vote on a proposal not included in the notice of meeting. If a director accepts acting as a proxy of another director to attend a Board meeting on his/her behalf, he/she shall not vote on behalf of the other directors on a proposal not included in the notice of meeting.</p>

Note: The proposed amendments to the Rules of Procedure for the Board of Directors are drafted in Chinese and the English version is a translation only. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

LETTER FROM THE BOARD

At the same time, the Company would like to propose to the general meeting to authorise the Board of Directors or its delegated persons to be solely responsible for completing all the relevant procedures relating to the filing and/or registration of changes in relation to the amendments to the Articles of Association with the Company's registration authority (Fuzhou Municipal Market Supervision and Administration Bureau), and the Board of Directors of the Company or its delegated persons shall have the right to make necessary amendments to the provisions of the amended Articles of Association, the Rules of Procedure of General Meeting and the Rules of Procedure for the Board of Directors, where appropriate, in accordance with any comments or requirements of the approval made by the Company's registration authority or any other relevant governmental competent authorities. For the amendments, the Chinese texts of the amended Articles of Association which are finally filed and/or approved for registration with the Company's registration authority (Fuzhou Municipal Market Supervision and Administration Bureau) shall prevail.

14. RESOLUTION ON AMENDMENTS TO THE INDEPENDENT DIRECTORSHIP SYSTEM

In accordance with relevant laws, regulations and rules such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for Administration of Independent Directors of Listed Companies published by the CSRC, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Self-Regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 – Standard Operation issued by the SSE and the Listing Rules, as well as relevant normative documents and the Articles of Association, the Resolution on the Amendments to the Independent Directorship System was considered and approved at the third meeting of the eleventh session of the Board on March 15, 2024, pursuant to which, amendments were proposed to be made to the Independent Directorship System. The amendments will take effect upon the approval at the AGM. The full text of the Independent Directorship System is set out in Appendix III to this circular.

LETTER FROM THE BOARD

15. RESOLUTION ON AMENDMENTS TO THE INDEPENDENT DIRECTORS ON-SITE WORKING SYSTEM

In accordance with relevant laws, regulations and rules such as the Company Law of the People's Republic of China, the Measures for Administration of Independent Directors of Listed Companies published by the CSRC, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Self-Regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 – Standard Operation issued by the SSE, as well as relevant normative documents and the Articles of Association and the Independent Directorship System, the Resolution on the Amendments to the Independent Directors On-site Working System was considered and approved at the third meeting of the eleventh session of the Board on March 15, 2024, pursuant to which, amendments were proposed to be made to the Independent Directors On-site Working System. The amendments will take effect upon the approval at the AGM. The full text of the Independent Directors On-site Working System is set out in Appendix IV to this circular.

16. RESOLUTION ON THE FORMULATION OF THE DIVIDEND DISTRIBUTION PLAN OF FUYAO GLASS INDUSTRY GROUP CO., LTD. FOR THE SHAREHOLDERS FOR THE UPCOMING THREE YEARS (2024–2026)

In order to further enhance the transparency of cash dividend distribution of the Company, improve and perfect the decision-making and supervision mechanism for dividend distribution, maintain the continuity and stability of profit distribution policies, protect legitimate interests of investors, and facilitate investors to obtain stable expected return, and at the same time to strengthen the Company's awareness of return to its Shareholders and fully safeguard the entitlement to return on assets and other rights of the Shareholders of the Company, the Company formulated the Dividend Distribution Plan of Fuyao Glass Industry Group Co., Ltd. for the Shareholders for the Upcoming Three Years (2024–2026) in accordance with the spirit of the Listed Companies Regulatory Guidance No. 3 – Cash Dividends Distribution of Listed Companies (Revised in 2023) issued by the CSRC and the Guidelines No.1 of the Self-Regulation of Companies Listed on the Shanghai Stock Exchange – Standard Operation (Revised in December 2023) issued by the SSE, as well as actual situation of the Company. The full text of the plan is set out in Appendix V to this circular.

LETTER FROM THE BOARD

17. AGM

The AGM will be held 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 Thursday, April 25, 2024. The notice of the AGM is set out on page 130 to page 135 of this circular.

A proxy form to be used at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to read the notice of the AGM 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 AGM (i.e. before 2:00 p.m. on Wednesday, April 24, 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 AGM or at any adjournment thereof should you so wish.

18. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions put to the vote at the AGM will be decided by way of poll. The poll results will be published on the Company's website at <http://www.fuyaoigroup.com> and the HKEXnews website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> after the AGM.

19. RECOMMENDATION

The Board considers that all the resolutions to be proposed at the AGM 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 proposed at the AGM.

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

Fuzhou, Fujian, the PRC



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)

WORK REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2023

During the Reporting Period, the Board of Supervisors (hereinafter referred to as the “**Board of Supervisors**”) of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “**Company**”) has duly carried out its supervisory duties in a stringent manner and effectively protected the interests of the shareholders, the Company and its employees based on the principles of fairness and honesty and in accordance with the relevant provisions of the Company Law of the People's Republic of China (hereinafter referred to as the “**Company Law**”), the Securities Law of the People's Republic of China (hereinafter referred to as the “**Securities Law**”), the Articles of Association and the Rules of Procedure for the Board of Supervisors of the Company. The work report of the Board of Supervisors for the year 2023 is hereby presented as follows:

I. WORK OF THE BOARD OF SUPERVISORS

For the year 2023, in strict compliance with the relevant requirements of the Company Law, the Securities Law, the Articles of Association and the Rules of Procedure for the Board of Supervisors of the Company, with our sense of responsibility towards all the shareholders, the Board of Supervisors of the Company fulfilled its duties with due diligence, and proactively carried out various work. During the Reporting Period, the Board of Supervisors convened four meetings in total, and attended the general meetings and the meetings of the Board of Directors convened in the year. The Board of Supervisors effectively supervised the material decisions of operating activities, financial position and the performance of directors and senior management of the Company, and reviewed and provided comments on the regular reports of the Company. The Board of Supervisors played an active role in promoting sound and stable development of the Company and safeguarded the legitimate interests of the Company and its shareholders.

Session and number of the meetings	Date of the meetings	Topics of the meetings
The eleventh meeting of the tenth session (in combination of physical meeting and telecommunication methods)	March 16, 2023	Consideration of the Work Report of the Board of Supervisors for the Year 2022, the Final Financial Report for the Year 2022, the 2022 Annual Report and Summary of Annual Report, the Annual Internal Control Evaluation Report of Fuyao Glass Industry Group Co., Ltd. for 2022, the Resolution in relation to the Changes in Accounting Policies.

Session and number of the meetings	Date of the meetings	Topics of the meetings
The twelfth meeting of the tenth session (meeting through telecommunication methods)	April 27, 2023	Consideration of the Resolution in relation to the 2023 First Quarterly Report of the Company and the Resolution in relation to the Lease of Properties from Fujian Yaohua Industrial Village Development Co., Ltd. by the Company.
The thirteenth meeting of the tenth session (meeting in combination of physical meeting and telecommunication methods)	August 17, 2023	Consideration of the Resolution in relation to the 2023 Interim Report of the Company and its Summary.
The fourteenth meeting of the tenth session (meeting through telecommunication methods)	October 16, 2023	Consideration of the Resolution in relation to the 2023 Third Quarterly Report, the Resolution in relation to the Election of Supervisors for a New Session of Board of Supervisors and Nomination of Candidates for Supervisors of the Eleventh Session of Board of Supervisors, the Resolution in relation to the Remuneration for the Supervisors of the Eleventh Session of Board of Supervisors and the Resolution in relation to the Projected Daily Connected Transactions between the Company and Tri-Wall Packaging (Fuzhou) Co., Ltd. for the Year 2024.

II. THE BOARD OF SUPERVISORS' REVIEW OPINIONS ON OPERATION OF THE COMPANY IN ACCORDANCE WITH LAWS

The Board of Supervisors considers that in the year 2023, the Company's operation was in compliance with laws and regulations, and the internal control system was comprehensive and sound. The Board strictly carried out various resolutions approved by and authorizations granted by general meetings, and the decision-making procedure was lawful and effective. The directors and senior management of the Company could perform their respective duties with diligence and dedication without violating laws, regulations and the Articles of Association or damaging interests of the Company and its shareholders.

III. THE BOARD OF SUPERVISORS' REVIEW OPINIONS ON EXAMINING FINANCIAL POSITION OF THE COMPANY

During the Reporting Period, the Board of Supervisors examined and supervised the financial position, financial management, operating results and periodical reports of the Company, and considered that the Company's financial accounting system was sound and well-established, the financial operation was standardized, and the financial statements of the Company objectively, truly, accurately and comprehensively reflected the financial position and operating results of the Company. The profit distribution plan for the year 2022 was carried out in strict compliance with relevant rules and the requirements of the Articles of Association, and was in line with the existing operation of the Company.

IV. THE BOARD OF SUPERVISORS' REVIEW OPINIONS ON THE CONNECTED TRANSACTIONS OF THE COMPANY

During the Reporting Period, the Board of Supervisors supervised the Company's connected transactions in 2023, and paid attention to the relevant behavior of connected directors and connected shareholders. The Board of Supervisors is of the view that the connected transactions of the Company in 2023 were carried out in accordance with the terms of relevant agreements governing such transactions, followed due decision-making procedures, were entered into on fair and reasonable terms, and were in the interest of the shareholders of the Company as a whole. None of such connected transactions was found to have jeopardized the interests of the Company.

V. THE BOARD OF SUPERVISORS' REVIEW OPINIONS ON THE INTERNAL CONTROL OF THE COMPANY

During the Reporting Period, the Board of Supervisors supervised and inspected the construction and operation of the Company's internal control system, and is of the view that the internal control management system established by the Company is in compliance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Accounting Law of the People's Republic of China, the Guidelines of the Shanghai Stock Exchange for Internal Control of Listed Companies (《上海證券交易所上市公司內部控制指引》), the Basic Rules for the Internal Control of Companies (《企業內部控制基本規範》) and other regulatory rules for internal control. During the Reporting Period, the Company maintained, in all material aspects, effective internal control over financial reporting in accordance with the corporate internal control standard system and relevant provisions, without any material defect in internal control over financial reporting, and reasonably guaranteed the compliance by the Company with laws and regulations in its operation and management, the safety of assets, and the truthfulness, accuracy and completeness of financial reports and information disclosure, and the Company's system for internal control and risk management was effective.

In 2024, the Board of Supervisors will not fail to live up to the expectations of all shareholders and will faithfully, honestly and diligently discharge its responsibilities in strict compliance with laws and regulations, including the Company Law and the Securities Law, and the requirements under the Articles of Association, so as to make unremitting efforts to safeguard the legitimate interests of the Company and all shareholders.



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)

DUTY REPORT OF INDEPENDENT DIRECTORS FOR THE YEAR 2023

As the independent directors of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “**Company**”), in 2023, in strict compliance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Code of Corporate Governance for Listed Companies and the Measures for Administration of Independent Directors of Listed Companies published by the China Securities Regulatory Commission (the “**CSRC**”), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (Revised in August 2023) (the “**SSE Listing Rules**”) and the Self-Regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 – Standard Operation (Revised in December 2023) (the “**Standard Operation**”) published by the Shanghai Stock Exchange (the “**SSE**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange Listing Rules**”) published by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and other relevant laws, regulations and regulatory documents, as well as the requirements under the Articles of Association of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), the Independent Directorship System of Fuyao Glass Industry Group Co., Ltd., and the Working Rules on the Annual Report of Independent Directors of Fuyao Glass Industry Group Co., Ltd. and other systems and with our sense of responsibility towards all shareholders, we remained diligent and responsible in carrying out our duties, exercised the rights granted by the Company and the shareholder with due discretion, actively participated in the general meetings of the Company and the meetings of the board of directors (the “**Board**”) and expressed objective and fair independent opinions on the significant matters considered by the Board of the Company at its meetings. As such, we have fully discharged our responsibilities as the independent directors and safeguarded the legitimate interests of all shareholders, in particular minority shareholders. The report on the duty performance of independent directors for the year 2023 is hereby presented as follows:

I. BASIC INFORMATION ON THE INDEPENDENT DIRECTORS

The term of office of the members of the tenth session of the Board of Directors, the Board of Supervisors and the senior management of the Company has expired in January 2024. The Company convened the first extraordinary general meeting of 2024 and the first meeting of the eleventh session of the Board of Directors on 16 January 2024 for the re-election/appointment of the members of a new session (i.e. the eleventh session) of the Board of Directors, the Board of Supervisors and the senior management of the Company, among whom, Ms. Cheung Kit Man Alison and Mr. Qu Wenzhou, the independent non-executive directors, retired after the election of the independent non-executive directors of the eleventh session of the Board at the

general meeting of the Company. For details, please refer to the announcement dated January 17, 2024 published in Shanghai Securities News, China Securities Journal, Securities Times, the website of SSE (<http://www.sse.com.cn>) and the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>).

Ms. Cheung Kit Man Alison served as an independent non-executive director of the Company from January 2018 to January 2024. Ms. Cheung Kit Man Alison currently serves as a member of the Examinations Committee of Hong Kong Securities and Investment Institute. Ms. Cheung Kit Man Alison served as a managing director of HSBC Private Bank from March 2010 to January 2017, and a senior vice president and managing director of DBS Hong Kong from February 2001 to March 2010.

Mr. Liu Jing 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 has served as the head of China Philanthropy Times from June 2001 to July 2022, and a vice president and secretary general of China Association of Social Workers from March 2007 to December 2021.

Mr. Qu Wenzhou served as an independent non-executive director of the Company from October 2019 to January 2024. Mr. Qu Wenzhou is currently the dean of the Jinyuan Institute for Financial Studies (金圓研究院), the director of the Chinese Capital Market Research Centre, the director of the MBA Centre of the School of Management and a professor of the Finance Department of the School of Management of Xiamen University. Mr. Qu Wenzhou served as the deputy head of the Institute for Financial & Accounting Studies of Xiamen University from May 2010 to November 2016, an associate professor of the MBA Center of the School of Management of Xiamen University from July 2005 to December 2007 and a post doctorate at the School of Economics and Management, Tsinghua University from August 2003 to June 2005.

We, as independent directors of the Company, do not hold any position in the Company other than independent directors, and do not hold any position or receive any emoluments in shareholders' entities of the Company. Therefore, there is no circumstance that may affect our independence.

II. ATTENDANCE OF MEETINGS

(I) Attendance at Board meetings

Name of the independent directors	Number of meeting(s) of the Board of Directors required to attend during the year	Number of meeting(s) attended in person	Number of meeting(s) attended through telecommunication methods	Number of meeting(s) attended by proxy	Number of absences
CHEUNG KIT MAN ALISON (張潔雯)	5	5	1	0	0
LIU JING (劉京)	5	5	4	0	0
QU WEN ZHOU (屈文洲)	5	5	3	0	0

Poll results: We voted for all the resolutions considered at the meetings of the Board held in 2023, and did not raise any objections or abstain from voting.

(II) Attendance at the meetings of special committees of the Board and the special meetings of independent directors

In 2023, we actively attended meetings of the Strategy and Development Committee, the Audit Committee, the Nomination Committee and the Remuneration and Assessment Committee of the Board, and the special meetings of independent directors, the specific details of which are as follows:

1. The Strategy and Development Committee held 2 meetings

Date	Topic	Key opinions and proposals
March 16, 2023	The sixth meeting of the Strategy and Development Committee under the tenth session of the Board of Directors was held by way of physical meeting, at which the Resolution in Relation to the Company's Development Strategy and the Resolution in Relation to the Company's 2023 Development Plan were considered	All members of the Strategy and Development Committee considered and passed all of the resolutions
December 29, 2023	The seventh meeting of the Strategy and Development Committee under the tenth session of the Board of Directors was held through telecommunication methods, at which the Resolution in Relation to the Company's Investment in Fuqing City, Fujian Province to Establish a Subsidiary and Develop an Automotive Safety Glass Project was considered	All members of the Strategy and Development Committee considered and passed all of the resolutions

2. The Audit Committee held 4 meetings

Date	Topic	Key opinions and proposals
March 16, 2023	The tenth meeting of the Audit Committee under the tenth session of the Board of Directors was held by way of physical meeting, at which the Final Financial Report for the Year 2022; the 2022 Annual Report and Summary of Annual Report; the Resolution in relation to Changes of Accounting Policies; the 2022 Annual Audit Work Summary Report of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) and PricewaterhouseCoopers; the Resolution on the Reappointment of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the Domestic Audit Institution and Internal Control Audit Institution of the Company for the Year 2023; the Resolution on the Reappointment of PricewaterhouseCoopers as the Overseas Audit Institution of the Company for the Year 2023; the Annual Internal Control Evaluation Report of Fuyao Glass Industry Group Co., Ltd. for 2022; the Duty Performance Report of the Audit Committee under the Board of Directors of Fuyao Glass Industry Group Co., Ltd. for 2022; the Resolution in Relation to the Change of the Director of Audit Committee of the Company; and the Work Summary of the Audit Department for 2022	All members of the Audit Committee considered and passed all of the resolutions

Date	Topic	Key opinions and proposals
April 27, 2023	The eleventh meeting of the Audit Committee under the tenth session of the Board of Directors was held in combination of physical meeting and telecommunication methods, at which the Resolution in Relation to the 2023 First Quarterly Report was considered	All members of the Audit Committee considered and passed all of the resolutions
August 17, 2023	The twelfth meeting of the Audit Committee under the tenth session of the Board of Directors was held in combination of physical meeting and telecommunication methods, at which the Resolution in Relation to the 2023 Interim Report of the Company and its Summary was considered	All members of the Audit Committee considered and passed all of the resolutions
October 16, 2023	The thirteenth meeting of the Audit Committee under the tenth session of the Board of Directors was held by way of physical meeting, at which the Resolution in Relation to the 2023 Third Quarterly Report was considered	All members of the Audit Committee considered and passed all of the resolutions

3. *The Nomination Committee held 2 meetings*

Date	Topic	Key opinions and proposals
March 16, 2023	The second meeting of the Nomination Committee under the tenth session of the Board of Directors was held by way of physical meeting, at which the effectiveness of Board Diversity Policy was reviewed	All members of the Nomination Committee considered and passed all of the resolutions
October 16, 2023	The third meeting of the Nomination Committee under the tenth session of the Board of Directors was held in combination of physical meeting and telecommunication methods, at which the Resolution in relation to the Nomination of the Candidates for Directors of the Eleventh Session of the Board of Directors was considered	All members of the Nomination Committee considered and passed all of the resolutions

4. *The Remuneration and Assessment Committee held 2 meetings*

Date	Topic	Key opinions and proposals
March 16, 2023	The fourth meeting of the Remuneration and Assessment Committee under the tenth session of the Board of Directors was held by way of physical meeting, at which the Summary Report of Duty Performance of the Remuneration and Assessment Committee of the Board of Directors for the Year of 2022 was considered	All members of the Remuneration and Assessment Committee considered and passed all of the resolutions

Date	Topic	Key opinions and proposals
October 16, 2023	The fifth meeting of the Remuneration and Assessment Committee under the tenth session of the Board of Directors was held in combination of physical meeting and telecommunication methods, at which the Resolution on the Remuneration Plan of the Directors of the Eleventh Session of the Board of Directors of the Company was considered	All members of the Remuneration and Assessment Committee considered and passed all of the resolutions

5. 1 special meeting of independent directors was held

Date	Topic	Key opinions and proposals
October 16, 2023	The first special meeting of the independent directors of the tenth session of the Board of Directors was held in combination of physical meeting and telecommunication methods, at which the Resolution in relation to the Projected Daily Connected Transactions between the Company and Tri-Wall Packaging (Fuzhou) Co., Ltd. for the Year 2024 was considered	All the independent Directors considered and passed all of the resolutions

(III) Attendance at general meetings

Name of the independent directors	Number of general meeting(s) required to attend during the year	Number of meeting(s) attended in person
CHEUNG KIT MAN ALISON (張潔雯)	1	1
LIU JING (劉京)	1	0
QU WEN ZHOU (屈文洲)	1	1

Note: On April 27, 2023, the Company convened the 2022 annual general meeting, and Mr. LIU JING, an independent director, did not attend the meeting due to business trip.

III. KEY CONCERNS IN THE DUTY PERFORMANCE OF INDEPENDENT DIRECTORS DURING THE YEAR

(I) Financial Information in Financial Accounting Reports and Periodic Reports, Internal Control Evaluation Reports

We reviewed the contents of the Company's periodic reports and internal control evaluation reports based on the principle of diligence and due diligence, and considered that the periodic report of the Company were in conformity with the relevant standards and the relevant requirements of the CSRC, the SSE and the Hong Kong Stock Exchange, and objectively and truthfully reflected the financial conditions and operating results of the Company, and no false representations, misleading statements or material omissions were found; the Company's internal control evaluation report was effective and there were no material weakness in internal control over financial reporting or non-financial reporting.

(II) Connected Transactions

Pursuant to the relevant regulations such as the Rules Governing the Listing of Stocks on the SSE, the Hong Kong Stock Exchange Listing Rules, the Articles of Association and the Administrative Measures for Connected Transactions of the Company, we held the first special meeting of independent directors of the tenth session of the Board of Directors on October 16, 2023, at which the Resolution in relation to the Projected Daily Connected Transactions between the Company and Tri-Wall Packaging (Fuzhou) Co., Ltd. for the Year of 2024 was considered and passed, and we are of the view that: the Company's projection of the daily connected transactions between it and Tri-Wall Packaging (Fuzhou) Co., Ltd. for the year 2024 is reasonable, and such daily connected transactions are for the purpose of meeting the needs of the normal production and operation of the Company, giving full play to the synergies between the Company and the related parties and promoting the development of the Company. Such daily connected transactions will not affect the independence of the Company or jeopardise the interests of the Company and the shareholders, in particular non-related-party shareholders, and will not adversely affect the Company's financial position, results of operations, ability to continue as a going concern and independence, and the Company will not become dependent on or be controlled by the related parties as a result. We agree to the submission of the aforesaid resolution to the fifteenth meeting of the tenth session of the Board of Directors of the Company for deliberation, and that the related Directors should abstain from voting when the Board of Directors of the Company votes on the aforesaid resolution.

In the meeting of the Board of Directors the Company to consider the aforesaid daily connected transactions, we expressed our independent opinions on the aforesaid daily connected transactions as follows: “The daily connected transactions between the Company and Tri-Wall Packaging (Fuzhou) Co., Ltd. in 2024, which has no controlling relationship with the Company, were conducted for satisfaction of the need of the Company for its normal production and operation, enabling the Company to fully leverage the synergies between the Company and such related party and facilitated its development in a sound and stable manner. Additionally, the Company and the above-mentioned related party could negotiate the transaction prices based on the principles of fairness, openness, justice and reasonableness. The transaction prices were determined with reference to the market price or based on the cost plus reasonable profit approach, which were fair and reasonable and in the interests of the shareholders of the Company as a whole. The annual cap for the daily connected transactions between the Company and the above-mentioned related parties for the year 2024 as estimated by the Company was reasonable. The daily connected transactions between the Company and the aforementioned related parties did not jeopardize the interests of shareholders of the Company, in particular non-related-party shareholders, nor would such transactions adversely affect the Company’s financial position, operating results and its ability to operate as a going concern and its independence. The Company would not become dependent on or controlled by the related parties by entering into such transactions. We give our consent to the above resolutions. The above resolution was considered and approved at the fifteenth meeting of the tenth session of the Board of the Company with connected directors abstaining from voting thereon. The consideration and voting procedures and the voting results of the Board of the Company were in compliance with the relevant provisions of the Company Law, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (as amended in August 2023) and the Articles of Association.”

(III) External Guarantees and Misappropriation of Funds

1. External guarantees

- (1) Pursuant to relevant laws, regulations, the Articles of Association and the Management System of the Company on the External Guarantees, the external guarantees offered by the Company and its subsidiaries shall be submitted to the Board or general meeting for consideration and approval in accordance with the relevant authorization and permission.
- (2) As of December 31, 2023, no external guarantees were provided by the Company, no guarantees were provided by the Company to its controlling shareholder, actual controller or its affiliated enterprises, nor to any other related party in which the Company holds less than 50% equity interest, any unincorporated entity or any individual.

As of December 31, 2023, the Company and its subsidiaries did not provide any non-compliant external guarantees, nor did they have non-compliant external guarantees provided in previous years but subsisting to the end of 2023.

2. *Misappropriation of funds*

In 2023, there were no instances where the controlling shareholder and actual controller of the Company, other enterprises controlled by the Company or other related parties appropriated the funds of the Company for any non-operating purpose, nor did the Company provide funds directly or indirectly to its controlling shareholder or actual controller, other enterprises controlled by the Company or other related parties in violation of regulations. There were no instances where the related parties illegally appropriated the funds of the Company in previous years but subsisting to the end of 2023.

(IV) Nomination and Remuneration of Directors and Senior Management

1. At the fifteenth meeting of the tenth session of the Board of Directors of the Company held on October 16, 2023, we carefully reviewed the relevant materials and expressed our independent opinions on the nomination by the Board of Directors of the Company of candidates for the non-independent and independent directors of the eleventh session of the Board of Directors, and we are of the view that: the procedures for the nomination of the candidates for the non-independent and independent directors for the eleventh session of the Board of Directors are in compliance with the relevant provisions of the Company Law, the Measures for Administration of Independent Directors of Listed Companies, the Standard Operation (revised in August 2023), the Articles of Association and other relevant provisions. We express our consent to the nomination by the Board of Directors of the Company of the candidates for the non-independent and independent directors for the eleventh session of the Board of Directors, and agree to the submission of the aforesaid candidates for the non-independent and independent directors for the eleventh session of the Board of Directors to the general meeting of the Company for election.
2. At the fifteenth meeting of the tenth session of the Board of Directors of the Company held on October 16, 2023, we carefully reviewed the Resolution in relation to the Remuneration of the Directors of the Eleventh Session of the Board of Directors of the Company provided by the Board of Directors of the Company and other relevant materials, and communicated effectively with the relevant personnel of the Company. Based on our independent judgement and having expressed our independent opinions, we are of the view that: the remuneration packages for the directors of the eleventh session of the Board of Directors of the Company as proposed by the Board

of Directors of the Company are reasonable, and such remuneration packages will effectively safeguard that the directors of the Company will conscientiously perform their duties and efficiently exercise their functions, and are in line with the relevant provisions of the Articles of Association of the Company and the actual situation of the Company. We agree with the remuneration package for the directors of the eleventh session of the Board of Directors of the Company as proposed by the Board of Directors of the Company and agree to the submission of the aforesaid matters to the general meeting of the Company for consideration.

3. The Remuneration and Assessment Committee of the Company has earnestly performed their duties pursuant to the Work Rules of the Remuneration and Assessment Committee of the Company, and is of the view that the remunerations paid by the Company to the senior management are fair and reasonable and in line with the Company's remuneration policy and assessment criteria, and without violation of rules of the Company.

(V) Results Forecast and Preliminary Results Announcement

On January 19, 2023, the Company published the "2022 Preliminary Annual Results Announcement" and "Positive Profit Alert" on the SSE and the Hong Kong Stock Exchange, respectively. For details, please refer to the "2022 Preliminary Annual Results Announcement" published in the Shanghai Securities News, China Securities Journal, Securities Times and on the website of the SSE (<http://www.sse.com.cn>) and the "Positive Profit Alert" published on the website of the HKSE (<http://www.hkexnews.hk>) on January 19, 2023, respectively.

(VI) Appointment or Change of Accountants

Since PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) was appointed as the audit institution of the Company, it has been emphasizing on the understanding of the Company and its operating environment, focusing on the establishment and implementation of the Company's internal control, and attaching importance to maintaining communications with the Audit Committee under the Board and the independent directors of the Company. It maintained their independence, objectivity and impartiality in the course of audit with cautious, independent and objective working attitude, and diligently fulfilled their audit responsibilities. The Company has fully understood and examined the professional competence, investor protection capability, independence and integrity of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership), and we are of the view that PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) possesses the qualifications for engaging in securities related business, has put adequate professional insurance in place, is capable of assuming the liability for civil damages due to negligence

of the firm under the law, and has the capability for investor protection, and has no violation of the independence requirements under the Code of Ethics for Certified Public Accountants in China. To ensure the continuity and stability of the Company's external audit work, the Audit Committee under the Board of the Company proposed to the Board the reappointment of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the domestic audit institution and internal control audit institution of the Company for 2023. In light of the above, we agreed to reappoint PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the domestic audit institution and internal control audit institution of the Company for 2023 and agreed to present the above-mentioned matters at the general meeting of the Company for consideration.

PricewaterhouseCoopers maintained their independence, objectivity and impartiality in the course of audit with cautious, independent and objective working attitude, and diligently fulfilled their audit responsibilities. To ensure the continuity and stability of the Company's external audit work, the Audit Committee under the Board of the Company proposed to the Board the reappointment of PricewaterhouseCoopers as the overseas audit institution of the Company for 2023. In light of the above, we agreed to reappoint PricewaterhouseCoopers as the overseas audit institution of the Company for 2023 and agreed to present the above-mentioned matters at the general meeting of the Company for consideration.

(VII) Cash Dividends and Other Returns to Investors

At the twelfth meeting of the tenth session of the Board of the Company convened on March 16, 2023, we conducted a thorough discussion in respect of the compliance and reasonableness of the proposed Profit Distribution Plan for the Year 2022 of the Company and issued independent opinions as follows: we are of the opinion that the proposed Profit Distribution Plan for the Year 2022 of the Company is in compliance with the provisions of the Company Law of the People's Republic of China, the Listed Companies Regulatory Guidance No. 3 – Cash Dividend Distribution of Listed Companies, the Standard Operation and other laws, regulations and regulatory documents as well as relevant requirements regarding profit distribution policy as stipulated in the Dividend Distribution Plan for the shareholders for the Upcoming Three Years (2021-2023) of the Company and the Articles of Association. The Company formulated the Profit Distribution Plan for the Year 2022 on the basis of fully considering the external macroeconomic situation, the Company's future development, financial position, cash flow status, profitability, and investment return to shareholders, etc. The proposed Profit Distribution Plan for the Year 2022 represents the Company's emphasis on reasonable investment returns to investors, while giving due consideration to the actual operation and sustainable development of the Company without prejudice to the interests of the Company and its shareholders as a whole. The Profit Distribution Plan for the Year 2022 was considered and approved at the twelfth meeting of

the tenth session of the Board of the Company. The voting results were lawful and valid. We agreed to present the Profit Distribution Plan for the Year 2022 for consideration at the 2022 annual general meeting of the Company.

(VIII) Fulfillment of Commitments by the Company and the Shareholders

In 2023, the Company and its controlling shareholders strictly complied with relevant laws and regulations, without any breach of their relevant commitments.

(IX) Implementation of Information Disclosure

In 2023, in strict compliance with the SSE Listing Rules and the Hong Kong Listing Rules as well as the information disclosure requirements of the Company, the Company performed its obligations of information disclosure in a truthful, accurate, complete, timely and impartial manner, safeguarding the rights of its shareholders, creditors and other stakeholders to access information of the Company.

(X) Implementation of Internal Control

In 2023, the Company formed a reasonable and effective internal control system through overseeing and tracking its operating activities and financial condition pursuant to the relevant internal control rules, which ensured the operating activities of the Company and its subsidiaries to be carried out in a healthy and stable way under the internal control system. The existing internal control rules of the Company are in line with relevant laws and regulations and regulatory requirements, basically maintain effective internal control over the management and operation of the Company in all material aspects. In this regard, there are no material defects in the internal control of the Company.

(XI) Operation of the Board and its Special Committees

There are four special committees under the Board, namely, the Audit Committee, the Nomination Committee, the Remuneration and Assessment Committee and the Strategy and Development Committee. In 2023, these special committees earnestly performed their duties and professional functions, reviewed matters falling within their respective terms of reference, and operated in accordance with relevant standards.

IV. OTHER WORK FOR SAFEGUARDING THE LEGAL INTERESTS OF INVESTORS

- (1) As independent directors of the Company, we carried out the duties of independent directors in a faithful and effective manner in 2023. For every resolution required to be considered by the Board of the Company, we firstly reviewed the resolution materials and introduction of relevant situations provided by the Company in an earnest manner to fully understand various aspects of such resolution. Then we would provide professional opinions and recommendations after understanding all issues related to the resolution adequately. On this basis, we exercised our voting rights in an independent, objective and prudent manner and strived to safeguard the legitimate rights of the investors from being prejudiced by such decision made by the Company.
- (2) We carried out supervision and inspection on the information disclosure of the Company in order to ensure that the Company disclosed information truly, accurately, completely, timely and fairly. We paid attention to the advertisements and reports on the Company in media including the website of the Company, newspaper and television, and maintained close contact with the directors, chief financial officer, director of auditing division, secretary to the Board and other relevant personnel of the Company in order to understand the production and operation and the progress of material events of the Company. At the same time, we meet with the Company's annual auditing firm at least twice a year to communicate with them regarding the audit service plan, issues identified during the audit process, etc. We have no material doubts about the results of the audit for 2023 or circumstances that require further communication.
- (3) We made objective and impartial judgment on the Company's periodic financial statements and relevant matters; supervised and inspected whether the information of the Company was disclosed truly, accurately, completely, timely and fairly, in order to safeguard the legitimate interests of public shareholders.
- (4) In 2023, we conducted careful review and inspection with respect to the performance of undertakings by the Company and its shareholders and did not discover any violation of undertakings.

- (5) Pursuant to relevant requirements including the SSE Listing Rules and the Hong Kong Listing Rules, after reviewing the relevant information provided by the Company in relation to its connected transactions with Fujian Yaohua Industrial Village Development Co., Ltd., Global Cosmos German Limited, Tri-Wall Packaging (Fuzhou) Co., Ltd., Jinken Glass Industry Shuangliao Co., Ltd., Fuyao Group Beijing Futong Safety Glass Co., Ltd., Fujian Triplex Auto Parts Development Co., Ltd. (福建三鋒汽配開發有限公司) and China Intelligent and Connected Vehicles (Beijing) Research Institute Co., Ltd. for the year 2023, we are of view that (a) such transactions were entered into in the ordinary course of the Company's business; (b) such transactions were entered into on normal commercial terms or the terms were no less favorable than those obtained from or offered by independent third parties (as the case may be) as far as the Group is concerned; and (c) such transactions were carried out in accordance with the terms of relevant transaction agreements which were fair and reasonable and were in line with the interests of shareholders of the Company as a whole.
- (6) In 2023, we paid attention to the impact of changes in external environment and market on the Company while proactively investigating and acquiring necessary circumstances and information for decision-making and paying adequate attention and supervising the governance structure, establishment of internal control system, connected transactions and production and operation activities of the Company.
- (7) We proactively studied relevant laws, regulations and regulatory systems so as to enhance our knowledge and understanding of relevant regulations, particularly those involving regulations on corporate governance structure and protection of the interests of public shareholders. We constantly enhanced our capability to protect the interests of the Company and investors and formed awareness to spontaneously protect the interests of all shareholders.

V. OTHER MATTERS

1. There was no proposal of convening Board meetings.
2. There was no proposal of appointment or dismissal of accounting firms.
3. There was no appointment of external audit institutions and consulting institutions.

Meanwhile, we would like to express our sincere gratitude to the Board, senior management members and other relevant personnel of the Company for their active and effective cooperation and support to us in the past year.

Independent non-executive Directors of the tenth session of the Board:**Cheung Kit Man Alison****Liu Jing****Qu Wenzhou**



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)

CHAPTER 1 GENERAL PROVISIONS

Article 1

The system (the “System”) is formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Administrative Measures for Independent Directors of Listed Companies issued by the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (hereinafter referred to as the “Stock Listing Rules”) and the Guidelines No. 1 of the Self-Regulation of Companies Listed on the Shanghai Stock Exchange – Standard Operation (hereinafter referred to as the “Standard Operation”) issued by the Shanghai Stock Exchange (hereinafter referred to as the “SSE”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) issued by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) and other relevant laws, regulations, rules, normative documents and the articles of association of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Articles of Association”), with an aim to regulate the operation and conduct of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”), protect the overall interests of the Company, safeguard the legal interests of shareholders as a whole, in particular the legitimate rights and interests of the minority shareholders, give play to the role of the independent directors in supporting the corporate governance, and promote the due diligence of the Company’s independent directors.

Article 2

An independent director refers to a director who does not take up any post in the Company other than serving as a director; does not have any direct or indirect interest in the Company and its substantial shareholders, de facto controllers, or may otherwise be prevented from exercising independent and objective judgments.

Independent directors must perform their duties independently and fairly, without being influenced by the Company and its substantial shareholders, de facto controllers, and any other units or individuals. If any matter under consideration is found to affect their independence, they should declare it to the Company and recuse themselves. If there are circumstances that clearly affect their independence during their tenure, they should inform the Company in a timely manner and propose measures to resolve the situation, and if necessary, they should resign.

Article 3

Independent directors shall have the duty of loyalty and diligence to the Company and all shareholders, and shall seriously perform their duties in accordance with the requirements of relevant laws, administrative regulations, CSRC regulations, business rules of the SSE, the Articles of Association, the Hong Kong Listing Rules and the System, and shall play the role of participation in decision-making, supervision, checks and balances, and professional consultation in the board of directors (the “Board”), so as to safeguard the overall interests of the Company, and to protect the legitimate rights and interests of the minority shareholders.

Article 4

The Company shall have at least three independent directors and account for no less than one-third of the members of the Board, among whom at least one is required to be an accounting professional.

An accounting professional mentioned in the preceding paragraph refers to a professional who shall have relatively extensive and professional knowledge and experience in accounting, and meet at least one of the following conditions:

- (1) with qualification as a certified public accountant;
- (2) with a senior professional title, associate professor (or above) title or doctoral degree majored in accounting, auditing or financial management;
- (3) with a senior professional title in economic management with at least 5 years of full-time working experience at a professional position in accounting, auditing or financial management;
- (4) professional qualifications or appropriate accounting or related financial management expertise as required by the rules and regulatory requirements of the stock exchanges where the Company’s shares are listed.

CHAPTER 2 QUALIFICATIONS OF INDEPENDENT DIRECTORS

Article 5 An independent director of the Company shall meet the following basic requirements:

- (1) having the qualifications as a director of listed companies in accordance with laws, administrative regulations and other relevant provisions;
- (2) complying with the independence requirements as stipulated in Article 6 of the Administrative Measures for Independent Directors of Listed Companies and Article 7 herein;
- (3) having the basic knowledge on the operation of listed companies, knowing well relevant laws, regulations and rules;
- (4) having at least five years of legal, accounting, economic or other work experience required to perform the duties of independent directors;
- (5) possessing good personal morality and having no adverse records such as material credit default;
- (6) other conditions required by laws, administrative regulations, CSRC regulations, rules of the stock exchanges where the Company's shares are listed and the Articles of Association.

Article 6 To be eligible as a candidate for independent director, a person shall meet the requirements of the following laws and regulations:

- (1) requirements in respect of directors' qualifications in the Company Law;
- (2) requirements in respect of concurrent posts of civil servants in the Civil Servant Law of the People's Republic of China (if applicable);
- (3) relevant provisions of the Administrative Measures for Independent Directors of Listed Companies issued by the CSRC;

- (4) requirements of the Notice on Regulating Service of Officials under the Central Government's Jurisdiction as Independent Directors and Independent Supervisors of Listed Companies and Fund Management Companies after Resignation or Retirement from Government Positions issued by the CPC Central Committee for Discipline Inspection and the Organisation Department of the CPC Central Committee (if applicable);
- (5) requirements under the Opinions on Further Regulation on Party and Political Leaders and Cadres Working Part-time (Holding Office) in Enterprises issued by the Organization Department of the CPC Central Committee (if applicable);
- (6) requirements under Opinions on Enhancing the Anti-Corruption and Encouraging Honesty Work of Colleges and Universities issued by the CPC Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision (if applicable);
- (7) requirements under Guidance on the Corporate Regulations of Independent Directors and External Supervisors of Shareholding Commercial Banks and other relevant regulations issued by the People's Bank of China (if applicable);
- (8) requirements under Measures for the Supervision and Administration of the Directors, Supervisors, Senior Executives and Practitioners of Securities and Fund Business Institutions and other relevant regulations issued by the CSRC (if applicable);
- (9) requirements under Administrative Measures on Qualifications of Directors (Supervisors) and Senior Managements of Banking Financial Institutions, Administrative Provisions for the Qualifications of Directors, Supervisors and Senior Management of the Insurance Companies, Measures for the Administration of Insurance Institutions' Independent Directors and other relevant regulations (if applicable);
- (10) other regulations as stipulated by laws, regulations, departmental rules, stock exchanges where the Company's shares are listed and the Articles of Association.

Article 7

Independent Directors shall maintain their independence, and none of the following persons may hold the position of independent director:

- (1) those who are employed by the Company or its subsidiaries, and their spouses, parents, children and major social relations;
- (2) those who hold directly or indirectly 1% or above of the Company's issued shares, or those who are natural shareholders amongst the top ten shareholders of the Company, and their spouses, parents and children;
- (3) those who are employed by a shareholder which holds directly or indirectly 5% or above of the Company's issued Shares, or those who are employed by the Company's top five shareholders, and their spouses, parents and children;
- (4) the persons that serve in subsidiaries of the Company's controlling shareholders or de facto controllers, and their spouses, parents and children;
- (5) the persons who have material business transactions with the Company and its controlling shareholders, de facto controllers or their respective subsidiaries, or who serve in entities with which they have material business transactions and their controlling shareholders or de facto controllers;
- (6) the persons providing financial, legal, consulting or sponsorship services for the Company and its controlling shareholders, de facto controllers or their respective subsidiaries, including but not limited to all members of the project teams of the intermediary agencies, review officers at all levels, persons signing the report, partners, directors, senior management and persons in charge;
- (7) those who belong to any of the six above-mentioned categories within the past 12 months;

- (8) other persons who do not possess independence as stipulated by laws, administrative regulations, CSRC regulations, business rules of the stock exchanges where the Company's shares are listed and the Articles of Association;
- (9) others persons who do not possess independence as prescribed by the SSE.

The "major social relations" of this Article refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of spouses of children, etc.; the "material business transactions" refer to the matters subject to consideration at the general meeting in accordance with the Stock Listing Rules or the Articles of Association, or other matters deemed material by the SSE; "holding office" refer to holding a position as director, supervisor, senior management and other staff.

Independent directors shall conduct an annual self-examination of independence and submit the self-examination to the Board. The Board shall evaluate and issue a special opinion on the independence of the incumbent independent directors on an annual basis, which shall be disclosed at the same time as the annual report.

Article 8

The candidates for independent directors shall have good personal morality, shall not be subject to any of the prohibitions against being nominated as a director of a listed company as stipulated by the Articles of Association and the stock exchanges where the Company's shares are listed, and shall have none of the following adverse records:

- (1) administrative punishment by the CSRC or criminal punishment by judicial authorities for securities and futures crimes within the past 36 months;
- (2) inspection by the CSRC or judicial authorities for suspected securities and futures crimes with a definitive conclusion pending;
- (3) open denunciation or three or more circulated criticisms by stock exchanges in the past 36 months;

- (4) having adverse records such as material credit default;
- (5) having been removed by the Board at a general meeting within the past 12 months due to failure to attend Board meetings for two consecutive times, either in person or by entrusting another independent director, during his/her term of service as an independent director;
- (6) other conditions as determined by the stock exchanges where the Company's shares are listed.

Article 9

In addition to the requirements in Article 7 herein, in assessing independence, the Company shall avoid selecting the following persons:

- (1) the person who legally or beneficially holds more than 1% of the total issued share capital of the Company;
- (2) the person who once obtained any interest in securities from the Company or its core connected person (as defined in the Hong Kong Listing Rules) in the form of gifts or other means of financial assistance (save as allowed under the Hong Kong Listing Rules);
- (3) the person is a director, partner or principal of a professional consultancy agency that is providing or has provided services to the following companies/persons or did so within two years before being appointed, or is or was an employee of a professional consultancy agency that is engaged in providing relevant services or did so during the same period:
 1. the Company, its holding companies or any of their respective subsidiaries or core connected persons;
 2. any person who was once the controlling shareholder of the Company within two years prior to the date of the proposed appointment of such person as an independent Director, or if the Company has no controlling shareholder, any person who was once a chief executive officer or director of the Company (other than an independent director) or any of his close associates (as defined in the Hong Kong Listing Rules);

- (4) such person has or had substantial interests in any main business activities of the Company, its holding companies or any of their respective subsidiaries, or is involved or had involved in major commercial transactions with the Company, its holding companies or any of their respective subsidiaries, or with any core connected person of the Company, either currently or within one year prior to the date of the proposed appointment as an independent director;
- (5) such person serves as a member of the Board in order to protect a certain entity whose interest is different from the interests of shareholders as a whole;
- (6) such person is, or once was (within two years prior to the date of the proposed appointment as an independent director), connected with any director, chief executive officer or substantial shareholders of the Company holding 10% or more of the shares;
- (7) such person is (or once was within two years prior to the date of the proposed appointment as a director) an executive officer or a director (other than an independent director) of the Company, its holding companies or any of their respective subsidiaries or any core connected persons of the Company; and
- (8) such person is financially dependent on the Company, its controlling shareholder or any of their respective subsidiaries or the core connected persons of the Company.

Article 10

An independent Director may, in principle, serve as an independent director in a maximum of three domestic listed companies and shall ensure that he/she has sufficient time and energy to effectively fulfill his/her duties as an independent director.

CHAPTER 3 NOMINATION AND ELECTION OF INDEPENDENT DIRECTORS

Article 11 The Company’s Board of Directors, Board of Supervisors, or shareholders who individually or in aggregate hold 1% or more of issued shares of the Company can nominate candidates for independent directors, who will be elected by vote at a general meeting.

An investor protection organization established according to law may publicly request shareholders to entrust it to exercise the right to nominate independent directors on their behalf.

The nominator specified in paragraph (1) of this Article shall not nominate any person who has an interest in the nominator or other closely related person who may affect the independent performance of duties as a candidate for independent director.

Article 12 The nominator of an independent director shall obtain the consent of the nominee before making the nomination. The nominator shall fully understand the nominee’s occupation, academic qualifications, job title, detailed work experience, all part-time jobs, any major credit default and other adverse records, etc., and express an opinion that the nominee meets the independence and other conditions for serving as an independent director, and shall prudently verify whether the candidate for independent director meets the conditions and qualifications for appointment, the ability to perform the duties, and whether there are any circumstances affecting his/her independence, and shall make a declaration and an undertaking in respect of the results of such verification. The nominee shall make declarations and undertakings as to whether they comply with laws and regulations, relevant provisions of the stock exchanges where the Company’s shares are listed in respect of the conditions and qualifications for appointment and independence requirements of the independent director.

The Nomination Committee of the Board of the Company shall examine the qualifications of the nominee for appointment and form a clear opinion on such examination.

The Company shall submit the relevant materials of the candidates for independent directors (including but not limited to written documents such as the Declaration and Undertakings of Candidates of Independent Directors, the Declaration and Undertakings of Nominators for Independent Directors, and the Biographical Details for Independent Directors of Listed Companies) to the SSE through the SSE corporate business management system no later than the time of publishing the notice of convening the general meeting for election of independent Directors, disclose the relevant statements and undertakings as well as the review opinions of the Nomination Committee of the Board or meetings attended by all independent directors (hereinafter referred to as the “Special Meetings of Independent Directors”), and ensure that the contents of such disclosure are true, accurate and complete.

The Board of the Company, the candidates for independent directors and the nominators for independent directors shall truthfully answer the inquiries of the SSE within the prescribed period and supplement relevant materials to the SSE in a timely manner as required. If such persons fail to answer the inquiries or supplement relevant materials in a timely manner as required, the SSE will decide whether to challenge the capability of performance of duties and independence of the candidates for independent directors based on the available materials.

If a candidate for independent director does not meet the conditions for appointment or independence requirements of the independent director, or if the SSE challenges the conditions for service and independence of a candidate for independent director, the Company shall make disclosures in a timely manner.

When convening a general meeting for election of independent directors, the Board of the Company shall explain whether the candidates for independent directors have been challenged by the SSE. The Company shall not submit any candidate for independent director challenged by the SSE to the general meeting for election. If the proposal has been submitted to the general meeting for consideration, it shall be canceled.

When the resolution for election of independent directors is considered at the general meeting, the candidates for independent directors shall attend the meeting in person and provide explanation on their capabilities of performance, professional capability, past working experience, any violations of laws and regulations, any conflict of interest with the Company, and relationship with the controlling shareholders, de facto controllers and other directors, supervisors and senior management of the Company, etc.

Article 13

Cumulative voting shall be adopted for election of two or more independent directors at the general meeting of the Company. Votes cast by minority shareholders shall be separately counted and disclosed.

The term of office of independent directors shall be the same as that of other directors of the Company. Upon expiry of the term, the independent directors may be re-elected for consecutive terms, provided that such terms in aggregate shall not exceed six years. Those who have been serving as independent directors of the Company for six consecutive years shall not be nominated as candidates for independent director of the Company within 36 months thereafter. For those who have served as independent directors prior to the initial public offering and listing, their term of office shall be calculated consecutively.

If an independent director of the Company fails to comply with the provisions of Chapter 2 herein in relation to the qualifications for appointment or independence requirements of the independent director after his/her assumption of office, he/she shall immediately cease to perform his/her duties and resign from his/her post. If an independent director fails to tender the resignation on time, the Board shall remove him/her from office as soon as it knows or ought to have known of the occurrence of such incident as required.

Article 14

Independent directors shall attend the Board meetings in person. Where an independent director is unable to attend a meeting in person for any reason, he/she shall review the meeting materials in advance, form definite opinions, and appoint another independent director in writing to attend the meeting on his/her behalf. If an independent director fails to attend the Board meeting in person for two consecutive times, and fails to appoint another independent director to attend on his/her behalf, the Board shall propose to convene a general meeting to remove such independent director from office within 30 days from the date of the occurrence of such incident.

The Company may dismiss an independent director through statutory procedures prior to expiry of his/her term, in which case the Company shall disclose specific reasons and basis for such dismissal, as well as any objection from the independent director (if any), in a timely manner.

Article 15

Independent directors may resign before the expiry of their tenure. Independent Directors shall submit a written resignation report to the Board in relation to their resignation, setting forth, apart from those required under the relevant provisions of Articles 3.2.6 and 3.2.7 of the Standard Operation, any situation relating to their resignation or which they consider to be necessary to draw to the attention of the shareholders and creditors of the Company. The Company shall disclose the reasons for the resignation of an independent director and the matters requiring attention.

If the resignation of an independent director under the provisions of the preceding paragraph will result in the proportion of independent directors on the Board or its special committees failing to comply with the requirements of the System or the Articles of Association, or if there is a lack of accounting professional among the independent directors, the independent director who resigns shall continue to perform his or her duties until the date on which a new independent director is appointed. The Company shall complete the by-election within 60 days from the date of proposed resignation of the independent director.

Article 16

When the proportion of independent directors on the Board of the Company or its special committees fails to meet the requirements hereunder or under the Articles of Association, or there is a lack of accounting professionals among the independent Directors due to the fact that an independent director resigns as a result of the circumstances specified in Article 13 herein, or is dismissed as a result of the circumstances specified in Article 14 herein, or is disqualified from holding office as a director by a court or a regulatory authority, the Company shall complete the by-election within 60 days thereafter.

CHAPTER 4 DUTIES OF INDEPENDENT DIRECTORS AND PERFORMANCE OF DUTIES

Article 17

The independent directors shall perform the following duties:

- (1) participate in the decision-making of the Board and express clear opinions on the matters considered;
- (2) supervise the potential major conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management set out in Articles 22, 23, 24 and 33 herein, procure the Board to make decisions in line with the interests of the Company as a whole, and protect the legitimate rights and interests of minority shareholders;
- (3) provide professional and objective advice on the Company's operation and development, and facilitate the improvement of the decision-making level of the Board;
- (4) other duties as prescribed by laws, administrative regulations, relevant rules of the CSRC and the stock exchanges where the Company's shares are listed and the Articles of Association.

Article 18

Independent directors shall earnestly safeguard the legal interests of the Company and all shareholders, understand the condition of the production and operational activities of the Company, take initiative to investigate in and obtain information and materials necessary for making decisions, and give full play to their role in investor relations management.

Independent directors must submit the annual work report to the annual general meeting of the Company. The annual work report of the independent directors shall be disclosed no later than the time when the Company issues the notice of the annual general meeting and the work report shall include:

- (1) the method of attending the Board meetings, the number of Board meetings attended, the voting at the Board meetings for the year, and the number of general meetings at which they are in attendance;
- (2) participation in the work of special committees of the Board and special meetings of independent directors;

- (3) consideration of the matters listed in Articles 22, 23, 24 and 33 herein and exercise of the special powers of independent directors listed in paragraph 1 of Article 20 herein;
- (4) communication with the internal audit organization and the accounting firm that undertakes the Company's auditing business regarding the Company's financial and business status on significant matters, the manner and results thereof;
- (5) communication with minority shareholders;
- (6) the time and content of on-site work at the Company;
- (7) other circumstances of performance of duties.

Article 19

Independent directors shall work on-site at the Company for at least fifteen days each year.

In addition to attending the general meetings, meetings of the Board and its special committees, and special meetings of independent directors as required, independent directors may perform their duties in a variety of ways, such as obtaining information on the operation of the Company on a regular basis, listening to reports from the management, communicating with intermediaries such as the head of the internal audit department and accounting firms responsible for auditing of the Company, conducting on-site inspections, and communicating with the minority shareholders.

Article 20

In order to fully play the role as independent directors, the independent directors shall have the following special powers in addition to those granted to directors by laws, regulations and the Articles of Association:

- (1) appoint intermediaries independently to audit, consult or verify specific matters of the Company;
- (2) make proposals to the Board for holding an extraordinary general meeting;

- (3) make proposals to hold Board meetings;
- (4) openly solicit shareholder rights from shareholders in accordance with laws;
- (5) express independent opinions on matters that may jeopardize the rights and interests of the Company or minority shareholders;
- (6) other powers and functions prescribed by relevant laws, regulations, relevant provisions of the CSRC, the stock exchanges where the Company's shares are listed and the Articles of Association.

Independent directors shall obtain the approval of a majority of all independent directors before exercising the powers and functions under (1) to (3) above.

The Company shall disclose in a timely manner any exercise of the powers and functions listed in the first paragraph of this Article by independent Directors. If the above powers and functions cannot be exercised normally, the Company shall disclose the details and reasons.

Fees and costs incurred in engaging intermediaries or performing duties by independent directors shall be borne by the Company.

Article 21

The Board has established such special committees as the Audit Committee, the Nomination Committee, the Remuneration and Assessment Committee and the Strategy and Development Committee, of which the independent directors shall constitute a majority of the Nomination Committee and the Remuneration and Assessment Committee and shall serve as the convener (chairman).

Members of the Audit Committee shall be non-executive directors who do not serve as senior management in the Company, of which a majority shall be independent directors, and the accounting professional among the independent directors shall serve as the convener (chairman).

Independent directors shall perform their duties in the special committees of the Board of the Company in accordance with laws, administrative regulations, the provisions of the CSRC, the stock exchanges where the Company's shares are listed and the Articles of Association. Independent directors shall attend the meetings of the special committees in person, and if they are unable to attend the meetings in person for any reason, they shall review the meeting materials in advance, form definite opinions, and appoint another independent director in writing to attend the meeting on their behalf. If an independent director is concerned about a material matter of the Company within the scope of the duties of the special committees in the performance of his or her duties, he/she may bring the matter to the special committees for discussion and consideration in a timely manner in accordance with the procedures.

Article 22

The Audit Committee of the Board of the Company is responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating internal and external auditing work and internal control. The following matters shall be submitted to the Board for deliberation with the approval of more than half of the members of the Audit Committee:

- (1) disclosure of financial information in the financial accounting reports and periodic reports and evaluation reports on internal control;
- (2) engagement or dismissal of the accounting firm undertaking the auditing business of the Company;
- (3) appointment or dismissal of the chief financial officer of the Company;
- (4) change of accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;
- (5) other matters as prescribed by laws, administrative regulations, CSRC regulations and the Articles of Association.

The Audit Committee shall convene a meeting at least once a quarter. When proposed by two or more members or considered necessary by the convener, an extraordinary meeting may be convened. Meetings of the Audit Committee may be held only when at least two-thirds of the members are present.

Article 23

The Nomination Committee of the Board of the Company shall be responsible for formulating the criteria and procedures for the selection of directors and senior management, selecting and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the Board on the following matters:

- (1) the nomination, appointment and dismissal of a director;
- (2) the employment or dismissal of a senior management member;
- (3) other matters as prescribed by laws, administrative regulations, provisions of the CSRC, the stock exchanges where the Company's shares are listed and the Articles of Association.

If the Board has not adopted or fully adopted the recommendations of the Nomination Committee, it shall state the opinions of the Nomination Committee and the specific reasons for not adopting in the resolutions of the Board, and disclose such matter.

Article 24

The Remuneration and Assessment Committee of the Board of the Company is responsible for formulating the evaluation criteria for directors and senior management and conducting the evaluation, formulating and reviewing the remuneration policies and schemes for directors and senior management, and making recommendations to the Board on the following matters:

- (1) remuneration of directors and senior management;
- (2) formulation or change of equity incentive plans and employee share ownership plans, interests granted to the participants and fulfilment of conditions for exercising the interests;
- (3) arrangement of shareholding plans by directors and senior management in the subsidiaries to which the spin-off is to be made;
- (4) other matters as prescribed by laws, administrative regulations, provisions of the CSRC, the stock exchanges where the Company's shares are listed and the Articles of Association.

If the Board has not adopted or fully adopted the recommendations of the Remuneration and Assessment Committee, it shall state the opinions of the Remuneration and Assessment Committee and the specific reasons for not adopting in the resolutions of the Board, and disclose such matter.

Article 25

Independent directors shall keep paying attention to the implementation of the resolutions of the Board in relation to the matters set out in Articles 22, 23, 24 and 33 herein, and shall report to the Board in a timely manner and may require the Company to make written explanations if they find any violation of the laws, administrative regulations, the provisions of the CSRC, the listing rules of stock exchanges where the Company's shares are listed and the provisions of the Articles of Association, or violation of the resolutions of the general meeting and the Board. If the disclosure is involved, the Company shall disclose it in a timely manner.

If the Company fails to make explanations or timely disclosures in accordance with the provisions of the preceding paragraph, the independent directors may report to the CSRC and the SSE.

Article 26

The Board of the Company and its special committees, and special meetings of independent directors shall prepare meeting minutes as required, and the opinions of independent directors shall be recorded in the meeting minutes. Independent directors shall sign for confirmation on the meeting minutes.

Independent directors shall prepare the work records and record in detail the performance of their duties. Information obtained by independent directors in the course of performing their duties, the relevant meeting minutes and communication records with the staff of the Company and intermediaries, etc. constitute a part of the work records. For important contents in the work records, independent directors may request the secretary to the Board and other relevant personnel to sign for confirmation, and the Company and relevant personnel shall cooperate.

The work records of independent directors and the information provided by the Company to independent directors shall be retained for at least ten years.

- Article 27 In the event of any conflict between the shareholders or directors of the Company which has a significant impact on the Company's operation and management, the independent directors shall take the initiative to perform their duties and safeguard the overall interests of the Company.
- Article 28 Independent opinions issued by the independent directors on material matters shall at least include the following:
- (1) basic information of material matters;
 - (2) the basis for expressing opinions, including the procedures performed, the documents audited and the contents of on-site inspection;
 - (3) the legality and compliance of material matters;
 - (4) the impact on the interests of the Company and minority shareholders, the possible risks and the effectiveness of the measures adopted by the Company;
 - (5) conclusive opinions expressed. If a qualified or dissenting opinion is raised on a material matter or an independent director is unable to give any opinion on a material matter, the relevant independent director shall clearly explain the reasons and obstacles preventing him/her from giving his/her opinion.
- Article 29 The types of independent opinions expressed by the independent directors include consent, qualified opinion and its reasons, dissent and its reasons, and inability to express opinion and its hindrance, and the opinions expressed shall be specific and unambiguous. The independent directors shall sign and confirm the independent opinions issued, and report the above opinions to the Board in a timely manner and disclose the same with the relevant announcements of the Company.
- Article 30 Where matters relating to the performance of duties by independents director involve information that should be disclosed, the Company shall publish the opinion of the independent directors; where the Company does not disclose such information, the independent directors may directly apply for disclosure or report the same to the CSRC and the SSE; if there is no consensus view among the independent directors, the Board shall separately state the opinion of each independent director.

Article 34

The Company shall hold special meetings of independent directors on a regular or ad hoc basis. Matters listed in items (1) to (3) of the paragraph 1 of Article 20 and Article 33 herein shall be considered at a special meeting of independent directors.

The special meetings of independent directors may study and discuss other matters of the Company as needed.

The special meetings of independent directors shall be convened and presided over by an independent director jointly elected by a majority of the independent directors; in the event that the convener fails to or is unable to perform his/her duties, two or more independent directors may convene and elect a representative to preside over the meeting on their own.

The Company shall facilitate and support the convening of special meetings of independent directors.

Article 35

An independent director shall timely report to the SSE upon occurrence of one of the following cases:

- (1) the independent director is dismissed by the Company and the dismissal is, in opinion of the independent director, groundless;
- (2) the independent director resigns due to the Company hindering the independent director from exercising his/her authorities according to law;
- (3) the materials of a Board meeting are incomplete or insufficient, and the written request of two or more independent directors for postponing the Board meeting or the consideration of relevant matters is not adopted;
- (4) the Board fails to adopt effective measures after receiving report that the Company, its directors, supervisors or senior management is suspected to have violated any law or regulation;
- (5) other matters that constitute a material obstruction against the performance of duties by independent directors.

CHAPTER 5 GUARANTEE OF DUTY PERFORMANCE BY INDEPENDENT DIRECTORS

Article 36 In order to ensure that the independent directors exercise their powers and functions effectively, the Company shall provide the independent directors with necessary working conditions and personnel support, and designate the Board office, the Board secretary and other special departments and personnel to assist the independent directors in performing their duties.

The Board secretary shall ensure that there is a smooth flow of information between the independent directors and other directors, senior management and other relevant persons, and that the independent directors have access to adequate resources and necessary professional advice in the performance of their duties.

Article 37 The Company shall guarantee that independent directors enjoy the same right to information as other directors. In order to ensure the effective exercise of the powers and functions of independent directors, the Company shall inform the independent directors of the Company's operation on a regular basis, provide information, and organize or cooperate with the independent directors to carry out on-site inspections.

The Company may organize independent directors to participate in research and argumentation before the Board considers major and complex matters, fully listen to the opinions of independent directors, and provide timely feedback to independent directors on the adoption of their opinions.

Article 38 The Company shall give notice of Board meetings to independent directors in a timely manner, provide relevant meeting information no later than the period for notice of Board meetings as stipulated in laws, administrative regulations, the provisions of the CSRC or the Articles of Association, and provide independent directors with an effective channel of communication; where a meeting of a special committee of the Board is convened, the Company shall, in principle, provide relevant materials and information no later than three days prior to the convening of the meeting of the special committee. The Company shall keep the above meeting information for at least ten years.

When two or more independent directors consider that the meeting materials are incomplete, insufficiently justified or not provided in a timely manner, they may propose in writing to the Board that the meeting be postponed or that the matter be postponed for consideration, and the Board shall adopt such proposal.

Meetings of the Board and special committees shall be held on-site in principle. On the premise of ensuring that all participating directors are able to fully communicate and express their opinions, the meeting may be held by video, telephone or other means in accordance with the procedures when necessary.

Article 39

Where an independent director exercises his/her powers and functions, the Company's directors, senior management and other relevant personnel shall render cooperation, and shall not refuse, obstruct or conceal relevant information, or interfere with his/her independent exercise of powers and functions.

If an independent director encounters obstruction in the exercise of his/her powers and functions in accordance with the law, he/she may explain the situation to the Board, request the Directors, senior management and other relevant personnel to render cooperation, and record the specific circumstances of the obstruction and the solution in his/her work records; if he/she still fails to eliminate the obstruction, he/she may report the situation to the CSRC and the SSE.

Where the performance of duties by an independent director involves information that shall be disclosed, the Company shall handle the disclosure matters in a timely manner; where the Company does not disclose such information, the independent director may directly apply for disclosure or report to the CSRC and the SSE.

Article 40

The Company shall bear the expenses incurred by the independent directors in engaging professional institutions for the exercise of their powers and functions in accordance with laws and exercising other powers and functions.

Article 41 The Company shall grant the independent directors allowances commensurate with their responsibilities. The standard of the allowance shall be formulated by the Board, considered and approved by the general meeting, and disclosed in the Company's annual report.

In addition to the said allowances, independent directors shall not receive any other benefits from the Company, its substantial shareholders, de facto controllers or stakeholders, whether entities or individuals.

Article 42 The Company may establish independent director liability insurance system when necessary to reduce the risk that may be incurred during the normal course of performing duties by the independent directors.

Article 43 The resignation or the expiry of the term of office of an independent director does not relieve him/her from fiduciary duty to the Company and shareholders after the resignation report becomes effective and within a reasonable period after the end of his/her term of service. The duty to keep confidential the trade secrets of the Company survives the termination of their term of office until such secrets are publicly disclosed.

Article 44 An independent director shall undertake the handover procedures with the Board upon his/her resignation or expiration of term of office. Any independent Director, if withdrawing from his/her office without authorization prior to the expiration of his/her term of office, shall be liable for compensation of the losses incurred to the Company resulting from such withdrawal.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 45 Unless expressly specified, the terms used herein have the same meaning as those defined in the Articles of Association.

Article 46 Except as otherwise provided herein and unambiguous according to the context, “at least” and “below” referred to herein shall be inclusive of the stated figure; while “less than”, “other than” and “exceeding” shall not be inclusive of the stated figure.

The “substantial shareholders” referred to herein means shareholders who hold 5% or more of the shares of the Company, or who hold less than 5% of the shares but have material influence on the Company; “minority shareholders” means shareholders who individually or collectively hold less than 5% of the shares of the Company and do not serve as directors, supervisors or senior management of the Company; “subsidiary” means enterprises that are directly or indirectly controlled by the relevant entities;

Article 47 For matters not covered herein, the Company shall implement in accordance with the relevant laws and regulations currently in force, including the Company Law, the Securities Law, the Administrative Measures for Independent Directors of Listed Companies, the Stock Listing Rules, Standard Operation and the Hong Kong Listing Rules, as well as the regulations, normative documents and business rules issued by the securities regulatory authorities and stock exchanges where the Company’s shares are listed and the provisions of the Articles of Association.

Where there is any conflict between the System and any future laws or regulations issued or amended by the state, or the regulations, normative documents and business rules issued or amended by the securities regulatory authorities and stock exchanges where the Company’s shares are listed, the relevant laws, regulations and normative documents and business rules shall prevail.

Article 48 The System shall be subject to the interpretation by the Board of the Company. The interpretation of the System, subject to consideration and approved by the Board, shall have the same effect as the System.

Article 49 The System and any amendment hereto shall be effective upon consideration and approval by the general meeting of the Company. As from the effective date of the System, the original Independent Directorship System (First Amendments in 2022) of the Company shall automatically become invalid.



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)

INDEPENDENT DIRECTORS ON-SITE WORKING SYSTEM

Article 1

This system (this “System”) is formulated by taking into account the actual situations of the Company as well as in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) issued by the China Securities Regulatory Commission (the “CSRC”), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Guidelines No.1 of the Self-Regulation of Companies Listed on the Shanghai Stock Exchange– Standard Operation issued by the Shanghai Stock Exchange (the “SSE”) and other relevant laws, regulations, rules, normative documents and the provisions of the Articles of Association of Fuyao Glass Industry Group Co., Ltd. (the “Articles of Association”), the Independent Directorship System of Fuyao Glass Industry Group Co., Ltd. (the “Independent Directorship System”), with an aim to further improve the corporate governance structure of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”), promote the standardized operation and sustainable development of the Company, effectively give play to the role of the independent directors, and protect the legitimate rights and interests of the minority investors.

Article 2

The independent directors of the Company shall have the obligation of fidelity and diligence to the Company and all the shareholders. The independent directors shall seriously perform their duties in accordance with the requirements of relevant laws, regulations, normative documents, the Articles of Association, the Independent Directorship System and this System and play the role of participation in decision-making, supervision and checks and balances, and professional consultation in the board of directors (the “Board”) in order to protect the overall interests of the Company, in particularly the legitimate rights and interests of the minority shareholders.

The Company shall provide necessary guarantee for the independent directors to perform their duties according to law.

Article 3

Independent directors of the Company shall go to the Company for on-site work every year in accordance with the requirements of relevant laws, regulations, normative documents, the Articles of Association, the Independent Directorship System and this System, and the time for on-site work in the Company shall not be less than fifteen (15) days each year.

In addition to attending the general meeting, meetings of the Board and the special committees thereunder, and special meetings of independent directors as required, the independent directors of the Company can perform their duties by regularly obtaining information on the Company's operation, listening to the reports by the management, communicating with the heads of our internal audit institution, accounting firms and other intermediaries that undertake the Company's audit business, on-site visits, and communicating with the minority shareholders.

Article 4

The main contents of on-site work carried out by the independent directors of the Company include:

- (1) to attend the special meetings of the independent directors held by the Company on a regular or ad hoc basis, discuss and deliberate matters that need to be submitted to the special meetings of the independent directors for consideration;
- (2) to attend the general meeting and on-site meetings of the Board, participate in the discussion and voting on the topics of the Board meeting of the Company, express independent opinions, and make independent, just and objective judgments by using professional knowledge;
- (3) to participate in on-site meetings of the special committees of the Board of the Company where he/she serves, discuss and vote on the matters considered at the meetings, and actively put forward opinions and suggestions;
- (4) to conduct on-site inspection of the Company and its subsidiaries, hold discussions with the staff of various departments of the Company and its subsidiaries, and communicate on and understand the production and operation condition of the Company;

- (5) to communicate with the Company's internal audit department on and supervise the formulation and implementation of the Company's internal audit system;
- (6) to communicate and exchange opinions with the Company's external audit institutions on the Company's financial audit, and put forward professional opinions and suggestions;
- (7) to communicate and exchange opinions with the secretary to the Board and the staff of securities affairs of the Company and understand the relevant information disclosure of the Company;
- (8) to have on-site exchanges and interactions with corporate investors;
- (9) other on-site work required by laws, regulations, the Articles of Association, the Independent Directorship System, securities regulatory authorities and the SSE.

Article 5

The independent directors of the Company shall carry out on-site work in the following ways:

- (1) to attend the on-site meetings of the special meetings of independent directors;
- (2) to attend the general meeting and the on-site meetings of the Board of the Company;
- (3) to attend the on-site meetings of the special committees under the Board of the Company;
- (4) to conduct in-depth field research in the procurement, production, research and development, sales, finance and other important departments of the Company and its subsidiaries;
- (5) to make on-site communication, discussion and inquiry with the heads and staff of production, research and development, sales, finance, auditing, securities affairs and other relevant departments of the Company;

- (6) to make on-site communication and exchange with the Company's external audit institution;
- (7) to participate in on-site activities such as the Company's results presentation meeting, investor reception day, minority investors' visiting of the listed company;
- (8) other on-site working methods required by laws, regulations, the Articles of Association, the Independent Directorship System and securities regulatory authorities and the SSE.

The independent directors shall keep work records to record the detailed performance of their duties. The materials obtained by the independent directors in the course of performing their duties, relevant meeting minutes, records of communication with the staff of the Company and the intermediaries, etc., constitute integral parts of the work records. For the important contents in the work records, the independent director may ask the secretary to the Board and other relevant personnel to sign for confirmation, and the Company and relevant personnel shall cooperate.

The work records of the independent directors and the information provided by the Company to the independent directors shall be retained for at least ten (10) years.

Article 6

The Company shall provide necessary working conditions and personnel support for the independent directors to carry out on-site work and perform their duties as independent directors, and designate the office of the secretary to the Board, the secretary to the Board and other specialized departments and personnel to assist the independent directors in performing their duties.

The Company shall set up independent office space for the independent directors, and provide necessary staff to provide necessary logistical support for the independent directors to carry out their work and perform their duties.

The secretary to the Board shall ensure unimpeded access to information for independent directors and other directors, senior management and other relevant personnel, and ensure that the independent directors can obtain sufficient resources and necessary professional advice when performing their duties.

When the independent directors exercise their functions and powers to carry out on-site work, other directors, supervisors, senior management and other relevant staff of the Company shall cooperate with them, and shall not refuse, obstruct or conceal relevant information, or interfere with their independent exercise of functions and powers.

If an independent director encounters obstacles in lawful exercising his/her functions and powers, he/she can explain the situation to the Board, ask the directors, senior management and other relevant personnel to cooperate, and record the specific situation and solution to the obstacles in the work records; if an independent director is still unable to eliminate the obstacles, he/she can report to the CSRC and the SSE.

If the duties of the independent directors involve information that should be disclosed, the Company shall handle the disclosure in a timely manner; if the Company refuses to disclose such information, the independent directors may directly apply for disclosure, or report it to the CSRC and the SSE.

Article 7

Where the independent directors of the Company are required to carry out verification of relevant matters in accordance with the relevant regulations and the requirements of the securities regulatory authorities and the SSE in the course of their on-site work, the relevant expenses incurred shall be borne by the Company.

Article 8

The independent directors of the Company may propose to the Company a preliminary annual plan for independent directors to carry out on-site work at the beginning of each year, and the secretary to the Board of the Company shall be responsible for the corresponding preparatory work according to the plan. The preliminary plan includes but is not limited to the following contents:

- (1) the time schedule for the independent directors to carry out on-site work;
- (2) the specific content for the independent directors to carry out on-site work;
- (3) list of relevant departments and personnel of the Company and its subsidiaries that independent directors need to investigate, visit and communicate with;
- (4) documents, statements, data and other relevant materials that need to be prepared by the Company.

Article 13 Matters not covered herein shall be executed in accordance with the current relevant national laws, regulations and normative documents currently in force, the provisions of the securities regulatory authorities and the SSE, as well as the Articles of Association and the Independent Directorship System.

Article 14 This System shall be subject to the interpretation of the Board of the Company. The explanatory text of this System shall have the same effect as this System upon being considered and approved by the Board of the Company.

Article 15 This System and any amendment hereto shall come into effect upon being considered and approved at the general meeting of the Company. Once this system becomes effective, the original Independent Directors On-site Working System of the Company shall automatically lapse.

Article 2 Principles for formulation of this plan

The Company implements the proactive, continuous and stable profit distribution policies, in which great significance is attached to reasonable investment return to investors and the actual operation and sustainable development of the Company. In making decisions on and deliberating relevant profit distribution plan by the Board of Directors of the Company and prior to the consideration of detailed cash dividend proposals by the general meeting of the Company, the Company may communicate and exchange opinions with shareholders, especially minority shareholders, by phone, fax, correspondence, e-mail, the interactive platform for investor relations on the website of the Company etc., thereby fully listening to opinions and concerns of minority shareholders and responsively answering questions that minority shareholders concern.

Article 3 Cycle and relevant decision-making mechanism of the dividend distribution plan for the shareholders

The Board of Directors of the Company shall, based on the profit distribution policies set forth in the Articles of Association, formulate the dividend distribution plan for the shareholders. When the Company deems it necessary to adjust or change any of its profit distribution policies due to its production and operation conditions, investment plan, the need of long-term development, or material changes caused by external business environment or the Company's operation situation, it shall follow relevant decision-making procedures upon detailed deliberation, and such adjustment or change shall be subject to conditions under the Articles of Association and approval from shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.

The Company shall, at least every three years, deliberate on the dividend distribution plan for the shareholders, and shall, based on the advice from shareholders (especially minority shareholders) and independent directors, make appropriate and necessary modifications to the existing profit distribution policies, to determine the dividend distribution plan for the shareholders for such period.

Article 4

The dividend distribution plan for the shareholders for the upcoming three years (2024- 2026) is as follows:

1. Form of profit distribution: provided that the relevant stipulations and conditions under the relevant laws, regulations, regulatory documents, the Articles of Association and this plan are complied with and that the continuity and stability of the profit distribution plan is ensured, the Company may distribute dividends by way of cash, shares, the combination of cash and shares or any other distribution methods as permitted under relevant laws and regulations. The profit distribution of the Company shall neither exceed the accumulated distributable profit nor impair the Company's ability to continue as a going concern. Among the profit distribution methods, the Company shall preferentially distribute in the form of cash over shares. Where the Company fulfills the conditions for dividend distribution in the form of cash, the Company shall distribute dividends by way of cash. Where the Company distributes profit in the form of shares, the decision shall be made based on true and reasonable factors such as the growth of the Company and the dilution of net assets per share.
2. Interval of profit distribution: if the Company has generated profit and its accumulated undistributed profit is a positive figure in the year, the Company shall distribute profit at least once a year. The Company may make interim profit distribution by way of cash. In the upcoming three years, the Board of Directors of the Company may propose to the Company an interim dividend distributions in accordance with the profit scale, cash flow position, development stage and demand for funds of the Company in the year.
3. Specific conditions for and the minimum proportion of dividend distribution by way of cash: in the event that the Company has no material investment plans or substantial capital expenditure (excluding investment projects for fundraising) and the Company has generated profit and its accumulated undistributed profit is a positive figure in the year, the Company shall distribute dividends in the form of cash and the profit distributed by this way for the year shall not be less than 20% of the distributable profit realized in the year; provided, however, that the sustainable operations and long-term development of the Company shall be ensured. The Board of Directors of the Company shall devise a proposal on the specific proportion of dividend distribution for each year in accordance with the profit condition of the Company for the year and plans for the utilization of future funds.

4. Specific conditions for dividend distribution by way of shares: provided that good conditions for operations and growth of the Company are ensured and that the Board of Directors of the Company considers there is a mismatch between the scale of the Company's share capital and, inter alia, the earnings per share, share price and net assets per share, and under the premise that the Company fulfills the requirements above for cash dividend distribution, the Company may distribute profit by way of shares. In determining the specific amount of profit distribution in the form of shares, the Company shall fully take into account whether the total share capital after the distribution of share dividends is in line with, inter alia, the current operational scale, pace of profit growth and dilution of net assets per share of the Company and consider its impact on future debt financing costs, in order to ensure that the profit distribution plan is in line with the overall and long term interests of the shareholders as a whole.

5. Differentiated cash dividend policies: the Board of Directors of the Company shall comprehensively consider its industry features, development stages, business model, profitability, debt repayment ability as well as whether it has any substantial capital expenditure arrangements, and investors return, distinguish the following circumstances, and propose differentiated cash dividend policies in accordance with the procedures set out in the Articles of Association:
 - (1) Where the Company is in a developed stage with no substantial capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 80% of the total profit distribution during the profit distribution;

 - (2) Where the Company is in a developed stage with substantial capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 40% of the total profit distribution during the profit distribution;

 - (3) Where the Company is in a developing stage with substantial capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 20% of the total profit distribution during the profit distribution;

If it is difficult to determine the Company's stage of development while it has significant capital expenditure arrangements, the profit distribution may be dealt with pursuant to rule (3) above.

The proportion of cash dividends in the profit distribution shall be cash dividends divided by the sum of cash dividends and share dividends.

6. In the event that the Company has realized profit in the previous financial year but the Board of Directors of the Company did not propose any cash dividend distribution plan at the end of the previous financial year, the Company shall disclose in the annual reports the reasons for not proposing the cash dividend plan and the measures to be adopted as the next step to enhance investor returns.
7. The formulation and execution of the profit distribution plan: the Board of Directors of the Company shall propose a profit distribution plan and submit the same to the general meeting for consideration after the end of each financial year. At the annual general meeting of the Company to consider the annual profit distribution plan, the Company may consider and approve the conditions, upper limit on the percentage and maximum amount of interim cash dividend distribution for the next year. The maximum amount of the interim dividend distribution for the next year considered at the annual general meeting shall not exceed the net profit attributable to the shareholders of the listed company for the corresponding period. The Board of Directors shall formulate a specific interim dividend distribution plan in accordance with the resolution of the general meeting, subject to the conditions for profit distribution. The Company accepts the advice and supervision of all shareholders, independent directors and the Board of Supervisors on the Company's profit distribution plan. The independent directors are entitled to express their independent opinions if they consider that the detailed cash dividend distribution plan may jeopardize the interests of the Company or the minority shareholders. If the Board of Directors does not adopt or fully adopt the opinion of the independent directors, it shall record the opinion of the independent directors and the specific reasons for non-adoption in a resolution of the Board of Directors and disclose them. After a decision for the profit distribution plan has been reached at a general meeting of the Company or after a specific plan has been formulated by the Board of Directors of the Company in accordance with the conditions and caps for the interim dividend for the following year which have been considered and approved at a general meeting of the Company, the Company shall complete the distribution of dividends (or shares) within 2 months.

Article 5 The matters not covered in this plan shall be subject to laws, regulations, regulatory documents and the Articles of Association.

Article 6 This plan and the amendments hereto shall come into effect from the date of being considered and approved at a general meeting of the Company.

Article 7 The interpretation of this plan shall be vested in the Board of Directors of the Company.

NOTICE OF THE 2023 ANNUAL 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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that Fuyao Glass Industry Group Co., Ltd. (the “**Company**”) will hold the 2023 annual general meeting of the Company (the “**AGM**”) 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 Thursday, April 25, 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 March 25, 2024.

RESOLUTIONS

1. Work Report of the Board of Directors for the Year 2023
2. Work Report of the Board of Supervisors for the Year 2023
3. Final Financial Report for the Year 2023
4. Profit Distribution Plan for the Year 2023
5. 2023 Annual Report and Summary of Annual Report
6. Resolution on the Reappointment of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the Domestic Audit Institution and Internal Control Audit Institution of the Company for the Year 2024
7. Resolution on the Reappointment of PricewaterhouseCoopers as the Overseas Audit Institution of the Company for the Year 2024
8. Duty Report of Independent Directors for the Year 2023
9. Resolution on the Amendments to the Articles of Association
10. Resolution on the Amendments to the Rules of Procedure of General Meeting

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

11. Resolution on the Amendments to the Rules of Procedure for the Board of Directors
12. Resolution on the Amendments to the Independent Directorship System
13. Resolution on the Amendments to the Independent Directors On-site Working System
14. Resolution on the Formulation of the Dividend Distribution Plan of Fuyao Glass Industry Group Co., Ltd. for the Shareholders for the Upcoming Three Years (2024-2026)

Among the above resolutions, item No. 9 (Resolution on the Amendments to the Articles of Association), item No. 10 (Resolution on the Amendments to the Rules of Procedure of General Meeting), and item No. 11 (Resolution on the Amendments to the Rules of Procedure for the Board of Directors) will be proposed for approval by the Shareholders at the AGM as special resolutions, and the other resolutions will be proposed for approval by the Shareholders at the AGM as ordinary resolutions.

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

Fuzhou, Fujian, the PRC
March 25, 2024

Notes:

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

To determine the name list of H Shareholders eligible to attend the AGM, the Company will close registration for H Share transfers from Wednesday, April 17, 2024 to Thursday, April 25, 2024 (both days inclusive). H Shareholders of the Company whose names appear on the H Share register of members of the Company at the close of business on Wednesday, April 17, 2024 are entitled to attend and vote at the AGM. Holders of H Shares who wish to attend the AGM 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 Tuesday, April 16, 2024.

As to the details of materials for the A Shareholders attending the AGM, the Company will announce such on the website of the Shanghai Stock Exchange separately.

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

2. ARRANGEMENT OF DISTRIBUTION OF DIVIDEND

Based on the total number of shares registered on the record date in respect of the equity distribution for the year of 2023, the Board proposes to distribute cash dividends to the holders of A shares and holders of H shares whose names appear on the register of members on the record date in respect of the equity registration for the year of 2023, with a cash dividend of RMB1.30 (tax inclusive) per share. As of December 31, 2023, the total number of shares of the Company was 2,609,743,532, base on which, the total cash dividend proposed to be distributed was RMB3,392,666,591.60 (tax inclusive). The profit distribution plan will be presented at the AGM for consideration. Subject to approval of the plan at the AGM, the cash dividend will be paid out within two months from the closing of the AGM according to the Articles of Association. Pursuant to the current work plan of the Company, it is expected that dividends will be paid on or before Friday, June 21, 2024. Where there is any change in the aforesaid expected distribution date of dividend, related announcement will be published by the Company in a timely manner. The Company will separately announce the details regarding the distribution of dividend in due course.

Withholding and Payment of Enterprise Income Tax for Foreign Non-resident Enterprise Shareholders

Pursuant to the Notice of the State Administration of Taxation on Matters Concerning Withholding Enterprise Income Tax When China Resident Enterprises Distribute Dividends to Foreign Non-resident Enterprise Shareholders of H Shares (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), distributing dividends by China resident enterprises to foreign non-resident enterprise shareholders of H Shares for 2008 and for the years onwards shall be subject to the enterprise income tax withheld at a uniform rate of 10%. As such, the Company is required to withhold enterprise income tax at the rate of 10% before distributing dividends for the year ended December 31, 2023 to foreign non-resident enterprise shareholders as appearing on the H Share register of members of the Company. Upon receipt of such dividends, a foreign non-resident enterprise shareholder may apply to the competent tax authorities for relevant treatment under the tax treaties (arrangements) in person or through a proxy or a withholding agent and provide evidence in support of its status as a beneficial owner as defined in the tax treaties (arrangements). Upon verification by the competent tax authorities, the difference between the tax levied and the amount of tax payable as calculated at the tax rate under the tax treaties (arrangements) will be refunded.

Withholding and Payment of Individual Income Tax for Individual Overseas Shareholders

Pursuant to the Notice on Certain Issues Concerning the Policies of Individual Income Tax (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)) promulgated by the Ministry of Finance and the State Administration of Taxation of the PRC on May 13, 1994, overseas individuals are exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises. As the Company is a foreign-invested enterprise, it is not required to withhold and pay the PRC individual income tax when distributing dividends for the year ended December 31, 2023 to overseas individual shareholders as appearing on the H Share register of members of the Company.

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

Withholding of Income Tax for Investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Company listed on the SSE (the “**Investors of Northbound Trading**”), their final dividends will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such Shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for such withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a cash dividend tax rate of less than 10%, those enterprises or individuals may apply to the competent tax authorities for the entitlement of the rate under such tax treaty by themselves or through a withholding agent. Upon approval by the tax authorities, the difference between the tax levied and the amount of tax payable as calculated at the tax rate under the tax treaty will be refunded.

Withholding of Income Tax for Investors of Southbound Trading

Pursuant to the Notice on the Tax Policies Concerning the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) effective from November 17, 2014:

- for mainland individual investors who invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect, the Company will withhold individual income tax at the rate of 20% in the distribution of dividends. For mainland securities investment funds that invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect, the Company will withhold individual income tax in the distribution of dividends pursuant to the foregoing provisions; and
- for mainland enterprise investors that invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect, the Company will not withhold income tax in the distribution of dividends and the mainland enterprise investors shall report and pay the tax amount by themselves.

Pursuant to the Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) effective from December 5, 2016:

- for mainland individual investors who invest in the H Shares of the Company via the Shenzhen-Hong Kong Stock Connect, the Company will withhold individual income tax at the rate of 20% in the distribution of dividends. For mainland securities investment funds that invest in the H Shares of the Company via the Shenzhen-Hong Kong Stock Connect, the Company will withhold individual income tax in the distribution of dividends pursuant to the foregoing provisions; and
- for mainland enterprise investors that invest in the H Shares of the Company via the Shenzhen-Hong Kong Stock Connect, the Company will not withhold income tax in the distribution of dividends and the mainland enterprise investors shall report and pay the tax amount by themselves.

If the H Shareholders of the Company have any queries regarding the above tax arrangements, please consult your tax consultants regarding the tax impacts in China, Hong Kong and other countries (regions) for holding and selling the Company’s H Shares.

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

3. PROXY

The proxy form enclosed with the notice of the AGM relating to the resolutions to be proposed has been issued by the Company to its Shareholders on the same day. Shareholder who is entitled to attend and vote at the AGM may appoint one or more proxies (who needs not be a Shareholder of the Company) to attend the AGM 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 2023 AGM (i.e. before 2:00 p.m. on Wednesday, April 24, 2024) or its adjourned meeting.

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

4. REGISTRATION PROCEDURE FOR ATTENDING THE AGM

Shareholders or their proxies shall present their identity documents when attending the AGM. 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 AGM.

5. 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 AGM must be taken by poll. Therefore, the chairman of the AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

6. OTHERS

(1) The AGM is expected to last for not more than a half day. The Shareholders attending the meeting 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

Postal Code: 350301
Tel: (86) 591 8538 3777
Fax: (86) 591 8536 3983
Contact person: Zhang Wei

7. REFERENCES TO DATES AND TIMES IN THIS NOTICE ARE TO HONG KONG DATES AND TIMES

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; Mr. Liu Jing, Mr. Xue Zuyun and Mr. Dat Dzung Hao Daniel, as independent non-executive Directors.