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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Fuyao Glass Industry Group Co., Ltd. (the “**Company**”) announces that the Company proposes to amend certain articles of the articles of association of the Company (the “**AoA Amendments**”) as recently resolved by the board of directors (the “**Board**”) of the Company.

The AoA Amendments were made mainly according to the provisions under 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 China Securities Regulatory Commission (the “**CSRC**”) on December 15, 2023, the Self-Regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 – Standardised Operation (revised in December 2023) issued by the Shanghai Stock Exchange on December 15, 2023, and other relevant laws, regulations, rules and normative documents, as well as the recent amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) with respect to the expanded paperless listing regime, and by taking into account the actual business needs of the Company. The AoA Amendments will take effect upon obtaining the approval at the forthcoming 2023 annual general meeting to be convened by the Company (the “**AGM**”).

Details of the AoA Amendments are set out below:

<b>Articles before amendments</b>	<b>Articles after amendments</b>
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”),

Articles before amendments	Articles after amendments
<p><del>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.</del></p>	<p><b>the Interim Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises</b>, 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>

Articles before amendments	Articles after amendments
<p data-bbox="165 219 785 721"><del>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.</del></p> <p data-bbox="165 770 785 1868">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 data-bbox="165 1917 785 2110"><del>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.</del></p>	<p data-bbox="810 219 1428 1357">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>

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. <b>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.</b></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 <b>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.</b></p> <p>.....</p>

Articles before amendments	Articles after amendments
<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> <ol style="list-style-type: none"> <li>(1) <del>offer of new shares to non-given investors;</del></li> <li>(2) non-public offering;</li> <li>(3) <del>placement of new shares among existing shareholders;</del></li> <li>(4) offer of bonus shares to existing shareholders;</li> <li>(5) conversion of common reserve fund into share capital;</li> <li>(6) other methods stipulated by laws and administrative regulations and approved by the securities regulatory authority under the State Council.</li> </ol> <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> <ol style="list-style-type: none"> <li>(1) <b>public offering;</b></li> <li>(2) non-public offering;</li> <li>(3) offer of bonus shares to existing shareholders;</li> <li>(4) conversion of common reserve fund into share capital;</li> <li>(5) other methods stipulated by laws and administrative regulations and approved by the securities regulatory authority under the State Council.</li> </ol> <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>

Articles before amendments	Articles after amendments
<p data-bbox="164 219 783 510"><del>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:</del></p> <ol data-bbox="164 562 783 1144" style="list-style-type: none"> <li data-bbox="164 562 783 640"><del>(1) Offering to all the shareholders for buyback in the same proportion;</del></li> <li data-bbox="164 685 783 763"><del>(2) Purchasing through open transaction in the stock exchange;</del></li> <li data-bbox="164 808 783 887"><del>(3) Purchasing through agreement outside the stock exchange;</del></li> <li data-bbox="164 931 783 1144"><del>(4) Other means stipulated by laws, administrative regulations and the securities regulatory authority at the location where the Company is listed.</del></li> </ol> <p data-bbox="164 1196 783 1736">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 data-bbox="809 219 1428 421"><b>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.</b></p> <p data-bbox="809 472 1428 1016">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>

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. <del>Shareholders registered in the register by the end of the record date shall be the Company's shareholders.</del></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. <b>Shareholders registered in the register after the close of trading on the record date shall be entitled to the relevant rights.</b></p>

Articles before amendments	Articles after amendments
<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 <del>and management</del> of the Company's business operations, and make recommendations or raise questions;</p> <p>.....</p> <p>(5) <del>Access relevant information in accordance with the provisions hereof, including:</del></p> <p>(i) <del>obtain these Articles of Association upon payment of cost expenses;</del></p> <p>(ii) <del>upon payment of a reasonable fee, he has the right to gain access to and make copies of:</del></p> <p>(a) <del>the registers of shareholders in all sections;</del></p> <p>(b) <del>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.</del></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><b>(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;</b></p> <p>.....</p>

Articles before amendments	Articles after amendments
<p>(c) <del>details of the share capital of the Company;</del></p> <p>(d) <del>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;</del></p> <p>(e) <del>the counterfoils of corporate bonds;</del></p> <p>(f) <del>minutes of shareholders' general meetings, resolutions of the Board of Directors, resolutions of the Supervisory Committee;</del></p> <p>(g) <del>financial and accounting reports.</del></p> <p>.....</p>	

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>Article 68 The shareholders' general meeting shall be the Company's authority and shall exercise the following duties and powers:</p>
<p>.....</p>	<p>.....</p>
<p>(8) <del>consider and approve the Company's plan to purchase its own shares in accordance with Article 32 of the Articles of Association;</del></p>	<p>(8) make a resolution on the issuance of corporate bonds;</p>
<p>(9) 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) 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) 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) make a resolution on the Company's engagement, dismissal or <del>non-reappointment</del> of an accounting firm;</p>	<p>(12) consider and approve the guarantees prescribed in Article 69 hereof;</p>
<p>(13) 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 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 and approve changes in the use of proceeds;</p>	<p>(15) consider an equity incentive plan and employee shareholding plan;</p>
<p>(16) 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>

Articles before amendments	Articles after amendments
<p>(17) <del>consider the proposals by shareholders separately or aggregately holding more than three percent of the shares of the Company;</del></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 (<del>i.e. five</del>) 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>

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 (<del>as the case may be</del>) 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 <b>A shares</b> 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 <del>shall</del> 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 (<del>whichever is longer</del>) 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, <b>the convenor will notify the shareholders by way of announcement</b> twenty days prior to the meeting; to hold an extraordinary general meeting, <b>the convenor will notify the shareholders by way of announcement</b> fifteen days prior to the meeting, <b>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.</b></p> <p>The date on which the meeting is convened and held shall not be included when calculating the starting term.</p>

Articles before amendments	Articles after amendments
<p>Article 84 A notice of shareholders' general meeting shall <del>meet the following requirements:</del></p> <ol style="list-style-type: none"> <li>(1) <del>it shall be given in writing;</del></li> <li>(2) <del>it shall designate the place, time and duration of the meeting;</del></li> <li>(3) <del>it shall contain matters and proposals to be considered at the meeting;</del></li> <li>(4) <del>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;</del></li> </ol>	<p>Article 84 A notice of shareholders' general meeting shall <b>be made in writing and contain the following:</b></p> <ol style="list-style-type: none"> <li>(1) <b>the time, place</b> and duration of the meeting;</li> <li>(2) matters and proposals to be considered at the meeting;</li> <li>(3) it shall explain in clear text that <b>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;</b></li> <li>(4) the record date on which shareholders have the right to attend the shareholders' general meeting;</li> <li>(5) the names and telephone numbers of permanent contact persons for the affairs of the meeting;</li> <li>(6) the voting time and voting procedure for voting on the network or otherwise.</li> </ol> <p>.....</p>

Articles before amendments	Articles after amendments
<p>(5) <del>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;</del></p> <p>(6) <del>it shall contain the full text of any special resolution to be passed at the meeting;</del></p> <p>(7) <del>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;</del></p> <p>(8) <del>it shall contain the time and place of serving a power of attorney of the voting proxy at the meeting;</del></p>	

Articles before amendments	Articles after amendments
<p>(9) <del>it shall contain</del> the record date on which shareholders have the right to attend the shareholders' general meeting;</p> <p>(10) <del>it shall contain</del> the names and telephone numbers of permanent contact persons for the affairs of the meeting;</p> <p>(11) <del>it shall specify</del> the voting time and voting procedure for voting on the network or otherwise.</p> <p><del>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.</del></p> <p>.....</p>	
<p>Article 86 .....</p> <p>The aforesaid announcement shall be <del>published</del> 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 <b>disclosed</b> in one or more newspapers <b>or on websites specified</b> 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>

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 <del>or his proxy who he duly authorized in writing</del>. 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, <del>balance sheets, income statements, and other financial statements</del> 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 <b>plan, and</b> final accounts <b>plan</b> of the Company;</p> <p>.....</p>

Articles before amendments	Articles after amendments
<p>Article 110 The following issues shall be approved by special resolutions at a general meeting:</p> <ol style="list-style-type: none"> <li>(1) Increase or reduction in the registered capital of the Company <del>and the issue of shares of any class, warrants and other similar securities;</del></li> <li>(2) <del>Issue of corporate bonds;</del></li> <li>(3) Split-up, spin-off, merger, dissolution and liquidation of the Company;</li> <li>(4) Amendments to the Articles of Association;</li> <li>(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;</li> <li>(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;</li> <li>(7) Equity incentive scheme; and</li> <li>(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.</li> </ol>	<p>Article 110 The following issues shall be approved by special resolutions at a general meeting:</p> <ol style="list-style-type: none"> <li>(1) Increase or reduction in the registered capital of the Company;</li> <li>(2) Split-up, spin-off, merger, dissolution and liquidation of the Company;</li> <li>(3) Amendments to the Articles of Association;</li> <li>(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;</li> <li>(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;</li> <li>(6) Equity incentive scheme; and</li> <li>(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.</li> </ol>

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 <del>Shanghai-Hong Kong Stock Connect</del> 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 <b>Stock Connect between the Mainland and Hong Kong Stock Markets</b> makes reporting in accordance with the instruction of the actual holders of relevant shares.</p> <p>.....</p>

Articles before amendments	Articles after amendments
<p data-bbox="165 219 437 250">Article 158   .....</p> <p data-bbox="165 304 785 1697">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, <del>and the independent directors shall express their special opinions.</del> 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 data-bbox="165 1751 236 1774">.....</p>	<p data-bbox="810 219 1082 250">Article 158   .....</p> <p data-bbox="810 304 1430 1617">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 data-bbox="810 1671 880 1693">.....</p>

Articles before amendments	Articles after amendments
<p data-bbox="165 219 785 293">Article 166 A written notice of board meeting shall include:</p> <ol data-bbox="165 344 785 678" style="list-style-type: none"> <li data-bbox="165 344 785 383">(1) time and venue of the meeting;</li> <li data-bbox="165 432 785 470">(2) duration of the meeting;</li> <li data-bbox="165 519 785 593">(3) reasons for and agenda of the meeting;</li> <li data-bbox="165 642 785 678">(4) the date of issue of such notice.</li> </ol> <p data-bbox="165 728 785 936">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 data-bbox="165 985 785 1227"><del>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.</del></p>	<p data-bbox="810 219 1433 293">Article 166 A written notice of board meeting shall include:</p> <ol data-bbox="810 344 1433 678" style="list-style-type: none"> <li data-bbox="810 344 1433 383">(1) time and venue of the meeting;</li> <li data-bbox="810 432 1433 470">(2) duration of the meeting;</li> <li data-bbox="810 519 1433 593">(3) reasons for and agenda of the meeting;</li> <li data-bbox="810 642 1433 678">(4) the date of issue of such notice.</li> </ol> <p data-bbox="810 728 1433 936">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>

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 <del>shall constitute the majority</del> 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 <del>shall constitute the majority thereof</del>, among which at least one independent director shall be an accounting professional, and the convener (head/chairman) shall be the independent director <del>who is an accounting professional</del>.</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 <b>shall be more than half</b> 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 <b>who do not hold senior management positions in the Company</b>, and independent directors <b>shall be more than half thereof</b>, among which at least one independent director shall be an accounting professional, and the convener (head/chairman) shall be <b>an accounting professional among</b> the independent directors.</p>

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) <del>He is under investigation by the judiciary authority for violation of the criminal law;</del></p> <p>(8) <del>He is disqualified as corporate leader in laws and administrative regulations;</del></p> <p>(9) He is not a natural person;</p> <p>(10) <del>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;</del></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, <b>prohibiting him from acting as a director, supervisor and senior management of a listed company</b>, which penalty is still effective;</p> <p>(7) <b>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;</b></p> <p>(8) He is not a natural person;</p> <p>(9) He is otherwise disqualified by the laws, administrative regulations, departmental rules <b>or rules of the stock exchange on which the shares of the Company are listed.</b></p>

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, <b>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</b>, the distribution of dividend (or shares) shall be completed within two months.</p>

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><b>(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.</b></p>

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 <del>and</del> 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 <del>preceding</del> 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, <b>debt repayment ability</b>, whether it has significant capital expenditure arrangements, <b>and investor return</b> 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 <b>aforesaid</b> provisions of <b>item (3)</b> may still be followed.</p> <p><b>The proportion of cash dividends in this profit distribution shall be cash dividends divided by the sum of cash dividends and stock dividends.</b></p>

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; <del>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.</del></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. <b>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.</b></p> <p>.....</p>

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, <del>and the independent directors shall give an independent opinion in such regard and disclose it publicly.</del></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. <b>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.</b></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>

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 <del>independent directors and</del> minority shareholders by phone, fax, correspondence, email, the interactive platform for investor relations on the website of the Company (<a href="http://www.fuyaogroup.com">http://www.fuyaogroup.com</a>), etc., thereby fully listening to opinions and appeals of <del>independent directors and</del> minority shareholders and responsively answering questions that minority shareholders concern.</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 <b>shareholders especially</b> minority shareholders by phone, fax, correspondence, email, the interactive platform for investor relations on the website of the Company (<a href="http://www.fuyaogroup.com">http://www.fuyaogroup.com</a>), 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 <del>and more than half of the independent directors.</del></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>

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 <del>independent directors and</del> minority shareholders. When considering the profit distribution policy adjustment, the Board of Directors shall obtain approval from the majority of all directors <del>and more than half of the independent directors.</del></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) <del>Whether the independent directors have duly performed their duties and played their proper roles;</del></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) <b>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;</b></p> <p>.....</p>

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><del>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.</del></p> <p><del>If the aforesaid power is not exercised by the inaugural meeting, the Board of Directors shall exercise the said power.</del></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>

Articles before amendments	Articles after amendments
<p data-bbox="165 219 785 338">Article 246 <del>The accounting firm engaged by the Company shall have the following rights:</del></p> <p data-bbox="165 389 785 678">(1) <del>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;</del></p> <p data-bbox="165 730 785 974">(2) <del>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;</del></p> <p data-bbox="165 1025 785 1312">(3) <del>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.</del></p>	<p data-bbox="810 219 1430 463"><b>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.</b></p>

Articles before amendments	Articles after amendments
<p data-bbox="165 219 785 465"><del>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.</del></p> <p data-bbox="165 517 785 891"><del>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:</del></p> <p data-bbox="165 943 785 1272">1. <del>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.</del></p> <p data-bbox="240 1323 785 1406">Termination of service shall include dismissal, resignation or retirement.</p> <p data-bbox="165 1458 785 1736">2. <del>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:</del></p>	<p data-bbox="810 219 1430 548"><b>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.</b></p>

Articles before amendments	Articles after amendments
<p><del>(1) Describe in the notice issued for the resolution that the accounting firm about to terminate service have made a statement; and</del></p> <p><del>(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.</del></p> <p><del>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.</del></p> <p><del>4. An accounting firm about to terminate service shall have the right to attend the following meetings:</del></p> <p><del>(1) the general meeting at which its term of appointment expires;</del></p>	

Articles before amendments	Articles after amendments
<p>(2) <del>the general meeting for filling the vacancy due to the dismissal thereof;</del></p> <p>(3) <del>the general meeting held due to resignation thereof;</del></p> <p><del>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.</del></p>	
<p><del>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.</del></p>	<p><b>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.</b></p>

Articles before amendments	Articles after amendments
<p>Article 250 <del>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.</del></p>	<p>Article 250 <b>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.</b></p>
<p>Article 251 <del>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.</del></p>	<p>Article 251 <b>The audit fee of the accounting firm shall be decided by the general meeting.</b></p>

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, <del>and the accounting firm shall be entitled to state its opinions at the general meeting.</del></p> <p>Where the accounting firm tenders its resignation, it shall state to the general meeting whether the Company has improper matters.</p> <p><del>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:</del></p> <ol style="list-style-type: none"> <li><del>1. Statement that its resignation does not involve any information needed to be disclosed to the shareholders or creditors of the Company; or</del></li> <li><del>2. Statement that any information is to be disclosed.</del></li> </ol>	<p>Article 252 Where the Company dismisses or does not reappoint the accounting firm, <b>15 days'</b> prior notice shall be given to the accounting firm. <b>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.</b></p> <p>Where the accounting firm tenders its resignation, it shall state to the general meeting whether the Company has <b>any improper circumstances.</b></p>

Articles before amendments	Articles after amendments
<p data-bbox="164 219 783 801"><del>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.</del></p> <p data-bbox="164 857 783 1171"><del>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.</del></p>	

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

Articles before amendments	Articles after amendments
<p><del>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:</del></p> <p><del>(1) Reports of the Board of Directors, annual accounts of the Company, auditors' reports and summary financial reports (if applicable);</del></p> <p><del>(2) Interim reports and interim summary reports of the Company (if applicable);</del></p> <p><del>(3) Notices of meetings;</del></p> <p><del>(4) Listing documents;</del></p> <p><del>(5) Circulars;</del></p> <p><del>(6) Proxy forms.</del></p>	<p><b>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),</b> the Company may choose to release such corporate communications by means provided under item 5 <b>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</b> in place of delivering <b>corporate communications</b> by hand or by post to each holder of <b>H Shares</b>, subject to <b>the listing rules of the place where the shares of the Company are listed and</b> relevant requirements of the securities regulatory authority.</p>

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 <del>securities regulatory authority under the State Council</del> or the website of the Shanghai Stock Exchange. <del>Once the announcement is published, all holders of domestic shares shall be deemed to have received such announcement.</del></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 <b>the CSRC</b> or the website of the Shanghai Stock Exchange.</p>

Articles before amendments	Articles after amendments
<p data-bbox="165 219 785 506"><del>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:</del></p> <p data-bbox="165 560 785 763">(1) <del>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;</del></p> <p data-bbox="165 813 785 1102">(2) <del>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;</del></p> <p data-bbox="165 1151 785 1317">(3) <del>by the methods required by other stock exchanges where the Company's shares are listed and the Listing Rules.</del></p> <p data-bbox="165 1366 785 1532">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 data-bbox="165 1581 785 1778">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 data-bbox="810 219 1430 551"><b>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).</b></p>

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><del>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.</del></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>

Articles before amendments	Articles after amendments
<p>Article 262 The Company has designated Shanghai Securities News or other newspapers <del>designated by the securities regulatory authority under the State Council</del> and the website of Shanghai Stock Exchange (website: <a href="http://www.sse.com.cn">http://www.sse.com.cn</a>) 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 <b>that comply with the requirements of the CSRC</b> and the website of Shanghai Stock Exchange (website: <a href="http://www.sse.com.cn">http://www.sse.com.cn</a>) 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><del>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.</del></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>

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 <del>for at least three times</del> on Shanghai Securities News or other newspapers <del>designated by the securities regulatory authority under the State Council</del> 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 <b>that comply with the requirements of the CSRC</b> 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 <del>for at least three times</del> on Shanghai Securities News or other newspapers <del>designated by the securities regulatory authority under the State Council</del> 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 <b>that comply with the requirements of the CSRC</b> within 30 days, from the date when the resolution on the division is made.</p>

Articles before amendments	Articles after amendments
<p data-bbox="165 219 785 338">Article 270 The Company shall prepare the balance sheet and a list of property when it reduces its registered capital.</p> <p data-bbox="165 389 785 1144">The Company shall notify its creditors within 10 days, and make an announcement on the reduction of registered capital <del>for at least three times</del> on Shanghai Securities News or other newspapers <del>designated by the securities regulatory authority under the State Council</del> 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 data-bbox="810 219 1433 338">Article 270 The Company shall prepare the balance sheet and a list of property when it reduces its registered capital.</p> <p data-bbox="810 389 1433 1059">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 <b>that comply with the requirements of the CSRC</b> 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 data-bbox="810 1111 1433 1227"><b>The registered capital of the Company after the reduction shall not be less than the statutory minimum amount.</b></p>

Articles before amendments	Articles after amendments
<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><del>(6) The Company is declared insolvent according to law because it is unable to pay its debts as they fall due.</del></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>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><del>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.</del></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>

Articles before amendments	Articles after amendments
<p><del>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.</del></p> <p><del>After the resolution on liquidation is adopted at the general meeting, the powers of the Board of Directors shall terminate immediately.</del></p> <p><del>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.</del></p>	<p>(Delete)</p>
<p><del>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.</del></p> <p>.....</p>	<p><b>Article 276</b> The liquidation group shall notify the creditors within 10 days, and make an announcement on Shanghai Securities News or other newspapers <b>that comply with the requirements of the CSRC</b> 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>

Articles before amendments	Articles after amendments
<p><del>Article 280</del> 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><b>Article 279</b> After the completion of the liquidation of the Company, the liquidation group shall prepare a liquidation report <b>for the confirmation by general meeting or the people's court, and</b> 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>
<p><del>Article 284</del> 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><b>Article 283</b> 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>

Articles before amendments	Articles after amendments
Article 288 Definitions  .....	<b>Article 287</b> Definitions  .....
(4) <del>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.</del>	(4) <b>The “Hong Kong Stock Exchange” referred to in the Articles of Association shall mean The Stock Exchange of Hong Kong Limited.</b>

*Note:* The AoA Amendments 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 AoA Amendments result in a change in the serial numbers of the relevant articles of the Articles of Association, they shall be renewed and/or amended in that order.

The AoA Amendments are subject to the consideration and approval of the AGM and a circular and notice of the AGM will be published by the Company in due course.

At the same time, the Company will propose to the AGM to authorize the Board or its authorized person(s) to deal with, at its/his/her/their absolute discretion, all relevant procedures including filing and/or registration of changes involved in the AoA Amendments with the company registration authority (the Administration for Market Regulation of Fuzhou City), and the Board or its authorized person(s) shall be entitled to make necessary amendments to the terms of the above-mentioned amended Articles of Association as appropriate according to the approval opinions or requirements put forward by the company registration authority or other relevant competent governmental authorities. The Chinese version of the amended Articles of Association to be finally filed with and/or approved for registration by the company registration authority (the Administration for Market Regulation of Fuzhou City) shall prevail.

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

Fuzhou, Fujian, the PRC  
22 March 2024

*As of the date of this announcement, 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 Dzeng Hao Daniel, as independent non-executive Directors.*