THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 forms, 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 2025 ANNUAL GENERAL MEETING AND 2026 FIRST H SHARE CLASS MEETING

The 2025 annual general meeting (the "**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 2:30 p.m. on Tuesday, April 21, 2026. The 2026 first H share class meeting (the "**H Share Class Meeting**", together with the 2026 first A share class meeting (the "**A Share Class Meeting**"), collectively the "**Class Meetings**") will be held at 3:00 p.m. on the same date or immediately after the conclusion of the A Share Class Meeting or any adjournments thereof (whichever is later). Notices of the AGM and H Share Class Meeting are set out on pages 58 to 62 and pages 63 to 65 of this circular, respectively.

Whether or not you are attending the AGM and H Share Class Meeting, you are requested to read the notices of the AGM and H Share Class Meeting and complete and return the proxy forms attached to this circular in accordance with the instructions printed thereon as soon as possible. To be valid, H Shareholders shall return the proxy forms or other authorization documents to the Company's H Share Registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any event not less than 24 hours before the time appointed for holding of the AGM and H Share Class Meeting (i.e. before 2:30 p.m. on Monday, April 20, 2026 for the purpose of the AGM and before 3:00 p.m. on Monday, April 20, 2026 for the purpose of the H Share Class Meeting) or any adjournment thereof by hand or by post. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM and H Share Class Meeting 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 24, 2026

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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
"A Share Class Meeting"	the 2026 first A share class meeting of the Company to be held at 2:45 p.m. on Tuesday, April 21, 2026 or immediately after the conclusion of the AGM (whichever is later)
"AGM"	the 2025 annual general meeting of the Company to be held at 2:30 p.m. on Tuesday, April 21, 2026
"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
"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
"H Share Class Meeting"	the 2026 first H share class meeting of the Company to be held at 3:00 p.m. on Tuesday, April 21, 2026 or immediately after the conclusion of the AGM and A Share Class Meeting or any adjournments thereof (whichever is later)
"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

"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 Director(s)"	the independent non-executive Director(s) of the Company
"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 18, 2026, 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, 2025 to December 31, 2025
"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

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 *(honorary Chairman for life)*
Mr. Tso Fai *(Chairman of the Board)*
Mr. Ye Shu
Mr. Chen Xiangming
Ms. Zhang Haiyan *(employee Director)*

Non-executive Directors:
Mr. Wu Shinong
Ms. Zhu Dezhen

Independent Non-executive Directors:
Ms. Liu Xiaozhi
Ms. Cheng Yan
Mr. Xue Zuyun
Mr. Dat Dzeng Hao Daniel

Registered office and principal place of business in PRC:
Fuyao Industrial Zone
Rongqiao Economic & Technological Development Zone
Fuqing City
Fujian Province
the PRC

Principal place of business in Hong Kong:
Room 1907
Shun Tak Centre West Tower
200 Connaught Road
Central, Hong Kong

March 24, 2026

To the Shareholders

Dear Sir/Madam,

THE 2025 ANNUAL GENERAL MEETING AND 2026 FIRST H SHARE CLASS 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 2:30 p.m. on Tuesday, April 21, 2026. The H Share Class Meeting will be held at 3:00 p.m. on the same date or immediately after the conclusion of the A Share Class Meeting or any adjournments thereof (whichever is later).

The purpose of this circular is to give notices of the AGM and H Share Class Meeting 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 resolutions to be proposed at the AGM and H Share Class Meeting.

2. MATTERS TO BE DEALT WITH AT THE AGM

Ordinary resolutions proposed to be approved by the Shareholders at the AGM include:

(1) Work Report of the Board of Directors for the Year 2025

(2) Profit Distribution Plan for the Year 2025

(3) Resolution on the Proposal to the Shareholders' Meeting in Relation to the Authorization to the Board of Directors to Formulate the Interim Dividend Distribution Plan for the Year 2026

(4) 2025 Annual Report and Summary of the Annual Report

(5) Resolution on the Reappointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the Domestic Audit Institution and Internal Control Audit Institution of the Company for the Year 2026

(6) Resolution on the Reappointment of Ernst & Young as the Overseas Audit Institution of the Company for the Year 2026

(7) Duty Report of Independent Directors for the Year 2025

(8) Resolution on the Formulation of the Remuneration Management System of Directors and Senior Management

Special resolutions proposed to be approved by the Shareholders at the AGM include:

(9) Resolution on the Amendments to the Articles of Association

(10) Resolution on the Amendments to the Rules of Procedure of Shareholders' Meetings

(11) Resolution on the Amendments to the Rules of Procedure for the Board of Directors

3. MATTERS TO BE DEALT WITH AT THE H SHARE CLASS MEETING

Special resolutions proposed to be approved by the Shareholders at the H Share Class Meeting include:

(1) Resolution on the Amendments to the Articles of Association

(2) Resolution on the Amendments to the Rules of Procedure of Shareholders' Meetings

4. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2025

The work report of the Board of Directors for the year 2025 will be presented at the AGM to be approved by way of an ordinary resolution. The full text of the work report of the Board of Directors for the year 2025 is set out in the two sections headed "Report of the Board of Directors" and "Management Discussion and Analysis" of the 2025 annual report of the Company, which has been dispatched together with this circular.

5. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025

As audited by Ernst & Young Hua Ming LLP (Special General Partnership), the net profit attributable to shareholders of ordinary shares of the parent company for the year 2025 recorded in the consolidated financial statements, which were prepared in accordance with the China Accounting Standards for Business Enterprises, amounted to RMB9,312,304,150. As audited by Ernst & Young, the net profit attributable to shareholders of ordinary shares of the parent company for the year 2025 recorded in the consolidated financial statements, which were prepared in accordance with the International Financial Reporting Standards, amounted to RMB9,311,873,589.

As audited by Ernst & Young Hua Ming LLP (Special General Partnership), the net profit recorded in the financial statements of the parent company for the year 2025, which were prepared in accordance with the China Accounting Standards for Business Enterprises, amounted to RMB6,024,633,376. After adding the undistributed profits of RMB8,717,965,322 at the beginning of the year 2025, deducting the distributed profits for the year 2024 and interim profits for the year 2025 of RMB7,046,307,536, and allocating 10% of the net profit of the parent company of the year 2025 to the statutory surplus reserve, which amounted to RMB602,463,338, the profits distributable to the Shareholders as of December 31, 2025 amounted to RMB7,093,827,824.

The profit distribution plan for the year 2025 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 2025, 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 distribution for the year of 2025, with a cash dividend of RMB1.20 (tax inclusive) per Share, and the remaining undistributed profits of the Company will be carried forward to the following year. As of December 31, 2025, 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 RMB3,131,692,238.40 (tax inclusive). In view of the Company having implemented the 2025 interim profit distribution for its A Shares and H Shares on October 13, 2025 and November 13, 2025, respectively, the Company proposed 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 interim equity distribution for the year of 2025, with a cash dividend of RMB0.90 (tax inclusive) per Share, totaling RMB2,348,769,178.80 (tax inclusive). After the aforesaid 2025 cash dividend estimated to be distributed and the amount of 2025 interim profit distribution implemented are calculated together, the total cash dividend for the year 2025 is RMB5,480,461,417.20 (tax inclusive), accounting for 58.85% of the net profit attributable to shareholders of ordinary shares 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 2025. 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.

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 also approved to authorize, subject to the approval of the profit distribution plan for the year 2025 at the AGM, either Mr. Ye Shu, the president of the Company, or Mr. Chen Xiangming, the chief financial officer of the Company, either of whom shall be entitled 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.

If the total share capital of the Company changes prior to the record date for the implementation of equity 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.

6. RESOLUTION ON THE PROPOSAL TO THE SHAREHOLDERS' MEETING IN RELATION TO THE AUTHORIZATION TO THE BOARD OF DIRECTORS TO FORMULATE THE INTERIM DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2026

In full consideration of providing reasonable returns to investors while ensuring the sustainable development of the Company, and in accordance with the Guidelines for Supervision of Listed Companies No. 3 – Cash Dividends Distribution for Listed Companies (Revised in 2025), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and other relevant laws, regulations and the Articles of Association, the Board of Directors proposes at the AGM to authorize the Board of Directors to fully handle all matters related to the interim dividend distribution plan for 2026, including but not limited to deciding whether to proceed with such cash dividend distribution, and determining the specific amount and timing of such cash dividend distribution. Such authorization shall be effective from the date of approval at the 2025 AGM until the date of the 2026 annual general meeting.

7. 2025 ANNUAL REPORT AND SUMMARY OF THE ANNUAL REPORT

The 2025 annual report and summary of the annual report will be presented at the AGM to be approved by way of an ordinary resolution. The 2025 annual report and summary of the 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).

8. RESOLUTION ON THE REAPPOINTMENT OF ERNST & YOUNG HUA MING LLP (SPECIAL GENERAL PARTNERSHIP) AS THE DOMESTIC AUDIT INSTITUTION AND INTERNAL CONTROL AUDIT INSTITUTION OF THE COMPANY FOR THE YEAR 2026

As the domestic audit institution and internal control audit institution engaged by the Company for the year 2025, Ernst & Young Hua Ming LLP (Special General Partnership) (hereinafter referred to as "**EY Hua Ming**") fulfilled their obligations, followed the principles of independence, objectivity and fairness when conducting audit for the Company, and duly accomplished the annual audit. The Company paid EY Hua Ming RMB6.11 million as the remuneration for the audit services for the year 2025, among which, the remuneration in relation to financial statements audit services amounted to RMB5.36 million (for the year 2024, such remuneration was RMB5.06 million), and the remuneration in relation to internal control audit services amounted to RMB0.75 million (for the year 2024, 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 EY Hua Ming as the domestic audit institution and internal control audit institution of the Company for the year 2026 to audit the Company's 2026 financial statements and the effectiveness of its internal control, and issue the audit reports for both, with a term of one year. The Board proposed at the AGM to authorize the management of the Company to determine through negotiation with EY Hua Ming the audit fee for the year 2026 based on the above pricing principles.

9. RESOLUTION ON THE REAPPOINTMENT OF ERNST & YOUNG AS THE OVERSEAS AUDIT INSTITUTION OF THE COMPANY FOR THE YEAR 2026

As the overseas audit institution engaged by the Company for the year 2025, Ernst & Young (hereinafter referred to as "**EY HK**") 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 EY HK RMB1.3125 million as the remuneration for the audit services for the year 2025 (with an additional HKD265,000 in 2025 for the audit of a subsidiary in Hong Kong, equivalent to approximately RMB242,500; for the year 2024, 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 EY HK as the overseas audit institution of the Company for the year 2026 to audit the Company's 2026 financial statements prepared in accordance with the International Financial Reporting Standards and issue the audit report, with a term of one year. The Board proposed at the AGM to authorize the management of the Company to determine through negotiation with EY HK the audit fee for the year 2026 based on the above pricing principles.

10. DUTY REPORT OF INDEPENDENT DIRECTORS FOR THE YEAR 2025

The duty report of Independent Directors for the year 2025 will be presented at the AGM to be approved by way of an ordinary resolution. The duty report of Independent Directors for the year 2025 is set out in Appendix I to this circular.

11. RESOLUTION ON THE FORMULATION OF THE REMUNERATION MANAGEMENT SYSTEM OF DIRECTORS AND SENIOR MANAGEMENT

The Resolution on the Formulation of the Remuneration Management System of Directors and Senior Management will be present at the AGM to be approved by way of an ordinary resolution. The Remuneration Management System of Directors and Senior Management is set out in Appendix II to this circular.

12. RESOLUTION ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board of the Company passed a resolution on March 17, 2026 to amend certain provisions of the Articles of Association. The amendments to the Articles of Association are primarily based on the repeal by the CSRC of the relevant provisions of the Mandatory Provisions for the Articles of Association of Companies Listing Overseas. According to the new regulatory requirements, Chinese issuers shall formulate their articles of association with reference to the Guidelines on Articles of Association of Listed Companies issued by the CSRC. With the new regulations in place, A-share shareholders and H-share shareholders of listed companies will no longer be treated as separate classes, and the previous requirements for class meetings of A-share and H-share shareholders will no longer be applicable. Meanwhile, in response to the above regulatory changes, certain amendments have been made to the Listing Rules, which took effect on August 1, 2023.

In accordance with the provisions of relevant laws, regulations, rules and normative documents such as the Guidelines on Articles of Association of Listed Companies (CSRC Announcement 2025 No. 6), the Rules for the Shareholders' Meetings of Listed Companies (CSRC Announcement 2025 No. 7), both published by the CSRC on March 28, 2025, and taking into account the actual situation of the Company, amendments are proposed to be made to the relevant provisions of the existing Articles of Association of the Company. The amendments will take effect upon approval by way of a special resolution at the AGM and the Class Meetings. The details of the proposed amendments to the Articles of Association are set out below:

Original articles before the amendments	Articles after the 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"), 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 the "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, staff and creditors and regulate the organization and conduct of the Company.	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"), the Interim Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, 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 the "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, staff and creditors and regulate the organization and conduct of the Company.

Original articles before the amendments	Articles after the amendments
Article 12 Senior management in the Articles of Association refers to the general manager, the deputy general manager, secretary to the Board, chief financial officer of the Company and other personnel specified in the Articles of Association.	Article 12 Senior management in the Articles of Association refers to the general manager, the deputy general manager, secretary to the Board, chief financial officer **(i.e. the person in charge of finance, the same below)** of the Company and other personnel specified in the Articles of Association.
~~Article 72 Shareholders who request the convening of a class meeting shall do so according to the following procedures:~~ ~~(1) two or more shareholders who jointly hold more than ten percent (including ten percent) of the voting shares at a proposed meeting may sign one or several copies of written request with the same format and particulars to be submitted to the Board of Directors for convening a class meeting, and state the agenda of the meeting. The Board of Directors shall, after receipt of the above written request, convene the class meeting as soon as possible. The number of shares held as referred to above shall be calculated on the basis of the date of making the written request by the shareholders.~~ ~~(2) in the event that the Board of Directors does not issue a notice to convene the meeting within thirty days of receiving the above written request, the shareholders who have made such request may convene their own meeting within four months after the Board of Directors' receipt of the request. The procedures for convening the meeting shall be as similar as possible to the Board of Directors' procedures for convening a shareholders' general meeting.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~In the event that the shareholders convene and hold their own meeting because the Board of Directors does not hold the meeting at the request above, the reasonable expenses incurred therefrom shall be borne by the Company, and deducted from the amount of the Company owed to delinquent directors.~~	
Article 85 ……	**Article 84** ……
If the shareholder is a Recognized Clearing House (or proxy thereof) as defined in relevant regulations formulated by Hong Kong from time to time, the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any shareholders' meeting ~~or class general meeting~~; however, where more than one person is thus authorized, the power of attorney shall specify the numbers and classes of shares involved for each authorized person. The power of attorney shall be signed by the authorized personnel of the Recognized Clearing House. The persons thus authorized may attend the meetings (without being required to present share certificate, notarized authorization and/or further evidence of due authorization) and exercise rights (including the rights to speak and vote) on behalf of the Recognized Clearing House (or proxy thereof), as if the said persons were the individual shareholders of the Company.	If the shareholder is a Recognized Clearing House (or proxy thereof) as defined in relevant regulations formulated by Hong Kong from time to time, the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any shareholders' meeting; however, where more than one person is thus authorized, the power of attorney shall specify the numbers and classes of shares involved for each authorized person. The power of attorney shall be signed by the authorized personnel of the Recognized Clearing House. The persons thus authorized may attend the meetings (without being required to present share certificate, notarized authorization and/or further evidence of due authorization) and exercise rights (including the rights to speak and vote) on behalf of the Recognized Clearing House (or proxy thereof), as if the said persons were the individual shareholders of the Company.

Original articles before the amendments	Articles after the amendments
Article 94 Where the shareholders' meeting is convened by the Board of Directors, the chairman shall preside over the meeting and act as the chairman of the meeting. If the chairman is unable to attend due to some reasons, the vice chairman shall preside over and act as the chairman of the meeting. If both the chairman and the vice chairman are unable to attend or unable or fail to perform duties, a director jointly elected by a majority of the directors shall preside over the meeting and act as the chairman of the meeting. ……	**Article 93** Where the shareholders' meeting is convened by the Board of Directors, the chairman shall preside over the meeting and act as the chairman of the meeting. If the chairman is unable to attend due to some reasons, the vice chairman **(if any)** shall preside over and act as the chairman of the meeting. If both the chairman and the vice chairman **(if any)** are unable to attend or unable or fail to perform duties, a director jointly elected by a majority of the directors shall preside over the meeting and act as the chairman of the meeting. ……
Article 109 …… Where shareholder(s) separately or aggregately holding more than 1% shares of the Company nominate the candidates for the positions of the directors through the proposal, the aforesaid proposal shall be submitted in writing to the Board of Directors ten days before a shareholders' meeting is convened and the number of the candidates for the positions of the directors in the proposal shall not exceed the number required by the Articles of Association, and the biographies and basic information in respect of each candidate shall be supplied at the same time (which shall include the relevant information of the candidates for directorship as stipulated in Article 80 of the Articles of Association).	**Article 108** …… Where shareholder(s) separately or aggregately holding more than 1% shares of the Company nominate the candidates for the positions of the directors through the proposal, the aforesaid proposal shall be submitted in writing to the Board of Directors ten days before a shareholders' meeting is convened and the number of the candidates for the positions of the directors in the proposal shall not exceed the number required by the Articles of Association, and the biographies and basic information in respect of each candidate shall be supplied at the same time (which shall include the relevant information of the candidates for directorship as stipulated in **Article 79** of the Articles of Association).

Original articles before the amendments	Articles after the amendments
Article 126 Any shareholder who holds different classes of shares is a holder of shares of that class. A holder of shares of that class shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.	**Article 125** Any shareholder who holds different classes of shares is a holder of shares of that class. A holder of shares of that class shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association. **For the avoidance of doubt, domestic shareholders and overseas listed foreign shareholders are not considered as different classes of shareholders.**
~~Article 127 Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders at a shareholders' meeting and by holders of shares of that class at a separate meeting convened in accordance with Articles 129 to 133.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 128 In the following conditions, rights of a class of shareholders shall be deemed to have been changed or abrogated:~~ ~~(1) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~ ~~(2) a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;~~ ~~(3) a removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;~~ ~~(4) a reduction or removal of a dividend preference or property distribution preference during liquidation of the company, attached to shares of such class;~~ ~~(5) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, pre-emptive placing rights, or rights to acquire securities of the company attached to shares of such class;~~ ~~(6) a removal or reduction of rights to receive amounts payable by the company in a particular currency attached to shares of such class;~~	Deleted

Original articles before the amendments	Articles after the amendments
~~(7) a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~ ~~(8) an imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;~~ ~~(9) an issuance of rights to subscribe for, or convert into, shares of such type or other classes;~~ ~~(10) an increase in the rights and privileges of shares of other classes;~~ ~~(11) restructuring of the company causing shareholders of different categories to bear liability to different extents during the restructuring; or~~ ~~(12) an amendment or cancellation of the above provisions.~~ ~~No approval by a class meeting is required for variation or abrogation of rights of class shareholders resulting from any change in laws, regulations and the listing rules of the place where the Company's securities are listed, and those resulting from decisions made by domestic and overseas regulatory authorities in accordance with the laws.~~	

Original articles before the amendments	Articles after the amendments
~~Article 129 Shareholders of the affected class, whether or not otherwise having the right to vote at a shareholders' meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) to (12) of Article 128, but interested shareholder(s) shall not be entitled to vote at such class meetings.~~ ~~Interested shareholders referred to above shall have the following meanings:~~ ~~(1) after the Company has made a repurchase offer to all shareholders equally on a pro rata basis or made a repurchase by means of public transaction at the stock exchange in accordance with Article 31 of the Articles of Association, "interested shareholders" refers to the controlling shareholders defined in Article 253 of the Articles of Association;~~ ~~(2) after the Company has made a repurchase by means of agreement outside the stock exchange in accordance with Article 31 of the Articles of Association, "interested shareholders" refers to the shareholders concerned with this agreement;~~ ~~(3) in the Company's restructuring plan, "interested shareholders" refers to those shareholders who assume responsibilities with smaller proportion than other shareholders of the same class or those shareholders who enjoy different interests from other shareholders of the same class.~~	Deleted

Original articles before the amendments	Articles after the amendments
Article 130 Any resolutions at a class meeting shall be approved by more than two-thirds of equity with voting rights held by the shareholders present at the meeting, in accordance with Article 129 of the Articles of Association.	**Article 126** Any resolution at a class meeting **to change the rights attached to class shares** shall be approved by more than two-thirds of **shares** with voting rights held by the shareholders present at the meeting.
Article 131 A notice of a class meeting shall be given with reference to the notice period for holding an extraordinary shareholders' meeting under Article 78 of the Articles of Association to all shareholders who are registered as holders of that class in the register of shareholders stating the matters to be considered and the date and venue of the class meeting.	**Article 127** A notice of a class meeting shall be given with reference to the notice period for holding an extraordinary shareholders' meeting under **Article 77** of the Articles of Association to all shareholders who are registered as holders of that class in the register of shareholders stating the matters to be considered and the date and venue of the class meeting.
~~Article 133 Other than holders of other classes of shares, holders of domestic shares and overseas listed foreign shares are deemed as shareholders of different classes.~~ ~~Special procedures for voting by shareholders of different classes do not apply to the following circumstances:~~ ~~(1) where the Company issues, upon the approval by special resolution of its shareholders at a shareholders' meeting, either separately or concurrently, domestic shares and overseas listed foreign shares once every twelve months, provided that the number of each type of shares to be issued does not exceed 20% of the respective existing issued shares of that class;~~ ~~(2) where the Company's plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is carried out within fifteen months from the date of approval of the securities regulatory authority under the State Council;~~	Deleted

Original articles before the amendments	Articles after the amendments
~~(3) domestic shares of the Company, after approval from the securities regulatory authority under the State Council and other examination and approval authorities (including but not limited to Securities and Futures Commission and SEHK, if applicable) can be converted to foreign shares and be listed and traded on an overseas stock exchange.~~	
Article 140 ……	**Article 135** ……
Directors' obligation of confidentiality in respect of the Company's secrets survives after the termination of their tenure until the same is made public. In addition, they should comply with the fiduciary obligations stipulated by Article 136 of the Articles of Association within one year after the termination of their tenure.	Directors' obligation of confidentiality in respect of the Company's secrets survives after the termination of their tenure until the same is made public. In addition, they should comply with the fiduciary obligations stipulated by **Article 131** of the Articles of Association within one year after the termination of their tenure.
Article 144 The Company shall have a Board of Directors consisting of eleven directors, among whom four are independent directors and one is an employee representative director. The Board of Directors of the Company shall have one chairman and one vice chairman. The chairman and vice chairman shall be elected by the Board of Directors with a majority of all directors.	**Article 139** The Company shall have a Board of Directors consisting of eleven directors, among whom four are independent directors and one is an employee representative director. The Board of Directors of the Company shall have one chairman and **may also have** one vice chairman. The chairman and vice chairman (**if any**) shall be elected by the Board of Directors with a majority of all directors.

Original articles before the amendments	Articles after the amendments
Article 148 The Board of Directors shall determine the rights relating to external investment, acquisition and disposal of assets, asset mortgage, external guarantees, entrusted financial management and connected transactions and external donation, and shall establish strict examination and decision making procedure; and organize relevant experts and professionals to make assessments on material investment projects and submit them to the shareholders' meeting for approval.	**Article 143** The Board of Directors shall determine the rights relating to external investment, acquisition and disposal of assets, asset mortgage, external guarantees, entrusted financial management and connected transactions and external donation, and shall establish strict examination and decision making procedure; and organize relevant experts and professionals to make assessments on material investment projects and submit them to the shareholders' meeting for approval.
The right of the Board of Directors to approve matters involving use of the Company's assets at a single time, such as asset disposal (including but not limited to purchase, sale, replacement and retirement of assets), external investment, entrusted financial management, entrusted loans, lease of assets, and provision of guarantees for the Company's debts by mortgaging or pledging the Company's assets, securities investment, futures and derivatives transactions, shall be limited to not more than 20% of the latest audited net assets of the Company, and subject to a strict examination and decision making procedure; and if the aforesaid matters involve more than 20% of the latest audited net assets of the Company, the Board of Directors shall ~~organize relevant experts and professionals to make assessments and~~ submit them to the shareholders' meeting for approval.	The right of the Board of Directors to approve matters involving use of the Company's assets at a single time, such as asset disposal (including but not limited to purchase, sale, replacement and retirement of assets), external investment, entrusted financial management, entrusted loans, lease of assets, and provision of guarantees for the Company's debts by mortgaging or pledging the Company's assets, securities investment, futures and derivatives transactions, shall be limited to not more than 20% of the latest audited net assets of the Company, and subject to a strict examination and decision making procedure; and if the aforesaid matters involve more than 20% of the latest audited net assets of the Company, the Board of Directors shall submit them to the shareholders' meeting for approval.
……	……
For requirements above otherwise provided by laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.	For requirements above otherwise provided by laws, regulations, **rules,** regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.

Original articles before the amendments	Articles after the amendments
Article 149 …… For requirements involved in (6) and (7) above otherwise provided by laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.	**Article 144** …… For requirements involved in (6) and (7) above otherwise provided by laws, regulations, **rules,** regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.
Article 150 The vice chairman of the Company shall assist the chairman in performing his duties. If the chairman is unable or fails to perform his duties, such duties shall be performed by the vice chairman; if the vice chairman is unable or fails to perform his duties, a director shall be elected jointly by a majority of all directors to perform such duties.	**Article 145** The vice chairman (**if any**) of the Company shall assist the chairman in performing his duties. If the chairman is unable or fails to perform his duties, such duties shall be performed by the vice chairman (**if any**); if the vice chairman (**if any**) is unable or fails to perform his duties, **or if the Company does not have the vice chairman,** a director shall be elected jointly by a majority of all directors to perform such duties.
Article 151 The Board of Directors shall hold at least four regular meetings every year, which shall be convened by the chairman, with the notice of meeting sent in writing to all the directors 14 days in advance. If the chairman is unable to convene or preside over the meeting, the vice chairman shall convene and preside over the meeting. Where the vice chairman cannot or does not fulfill the duty thereof, a majority of the directors shall jointly elect a director to convene and preside over the meeting.	**Article 146** The Board of Directors shall hold at least four regular meetings every year, which shall be convened by the chairman, with the notice of meeting sent in writing to all the directors 14 days in advance. If the chairman is unable to convene or preside over the meeting, the vice chairman (**if any**) shall convene and preside over the meeting. Where the vice chairman (**if any**) cannot or does not fulfill the duty thereof, **or where the Company does not have the vice chairman,** a majority of the directors shall jointly elect a director to convene and preside over the meeting.

Original articles before the amendments	Articles after the amendments
Article 168 The Company shall establish a mechanism for special meetings attended solely by independent directors. Matters such as connected transactions to be considered by the Board of Directors shall be approved in advance by a special meeting of the independent directors. The Company shall hold special meetings of independent directors on a regular or irregular basis. The matters set out in items (1) to (3) of the first paragraph of Article 166 and Article 167 of the Articles of Association shall be considered by the special meetings of independent directors. ……	**Article 163** The Company shall establish a mechanism for special meetings attended solely by independent directors. Matters such as connected transactions to be considered by the Board of Directors shall be approved in advance by a special meeting of the independent directors. The Company shall hold special meetings of independent directors on a regular or irregular basis. The matters set out in items (1) to (3) of the first paragraph of **Article 161** and **Article 162** of the Articles of Association shall be considered by the special meetings of independent directors. ……

Original articles before the amendments	Articles after the amendments
Article 235 Where, after covering losses in accordance with the second paragraph of Article 199 of the Articles of Association, there remains a deficit, the Company may reduce its registered capital to cover the remaining losses. When reducing registered capital to cover losses, the Company shall not make any distribution to shareholders, nor shall it exempt shareholders from their obligation to pay capital contributions or share subscription amounts.	**Article 230** Where, after covering losses in accordance with the second paragraph of **Article 194** of the Articles of Association, there remains a deficit, the Company may reduce its registered capital to cover the remaining losses. When reducing registered capital to cover losses, the Company shall not make any distribution to shareholders, nor shall it exempt shareholders from their obligation to pay capital contributions or share subscription amounts.
Where the registered capital is reduced in accordance with the preceding paragraph, the provisions of the second paragraph of Article 234 of the Articles of Association shall not apply; however, the Company shall, within 30 days from the date on which the resolution to reduce the registered capital is passed by the shareholders' meeting, make an announcement in Shanghai Securities News or other newspapers that meet the requirements of the CSRC or through the National Enterprise Credit Information Publicity System.	Where the registered capital is reduced in accordance with the preceding paragraph, the provisions of the second paragraph of **Article 229** of the Articles of Association shall not apply; however, the Company shall, within 30 days from the date on which the resolution to reduce the registered capital is passed by the shareholders' meeting, make an announcement in Shanghai Securities News or other newspapers that meet the requirements of the CSRC or through the National Enterprise Credit Information Publicity System.
After reducing its registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the aggregate amount of its statutory reserve fund and discretionary common reserve fund reaches 50% of its registered capital.	After reducing its registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the aggregate amount of its statutory reserve fund and discretionary common reserve fund reaches 50% of its registered capital.

Original articles before the amendments	Articles after the amendments
Article 240 In the circumstances described in item (1) and item (2) under Article 239 of the Articles of Association, if no asset has been distributed to shareholders, the Company may continue to subsist by amending the Articles of Association or through a resolution of the shareholders' meeting. Any amendment to the Articles of Association or a resolution of the shareholders' meeting pursuant to the preceding paragraph shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders present at the shareholders' meeting.	**Article 235** In the circumstances described in item (1) and item (2) under **Article 234** of the Articles of Association, if no asset has been distributed to shareholders, the Company may continue to subsist by amending the Articles of Association or through a resolution of the shareholders' meeting. Any amendment to the Articles of Association or a resolution of the shareholders' meeting pursuant to the preceding paragraph shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders present at the shareholders' meeting.
Article 241 Where the Company is dissolved according to the provisions of items (1), (2), (4) and (5) under Article 239 of the Articles of Association, it shall undergo liquidation. The directors, who are the liquidation obligors of the Company, shall set up a liquidation group to carry out liquidation within 15 days after the occurrence of the cause of dissolution. The liquidation group shall be composed of directors, unless otherwise stipulated in the Articles of Association or if a shareholders' meeting resolves to appoint other persons. Where the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.	**Article 236** Where the Company is dissolved according to the provisions of items (1), (2), (4) and (5) under **Article 234** of the Articles of Association, it shall undergo liquidation. The directors, who are the liquidation obligors of the Company, shall set up a liquidation group to carry out liquidation within 15 days after the occurrence of the cause of dissolution. The liquidation group shall be composed of directors, unless otherwise stipulated in the Articles of Association or if a shareholders' meeting resolves to appoint other persons. Where the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

Note: The amendments to the Articles of Association as stated in the above table 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. Save for the amendments set out in the above comparison table, there are no substantive amendments to other articles of the Articles of Association. Adjustments to the wording of some articles which do not involve changes in substance, adjustments to the numbers including chapters/sections/articles/paragraphs/items as a result of additions/deletions/mergers/separations and amendments to the relevant punctuation marks will not be set out on an article-by-article basis.

13. RESOLUTION ON THE AMENDMENTS TO THE RULES OF PROCEDURE OF SHAREHOLDERS' MEETINGS

Pursuant to the above proposed amendments to the Articles of Association, the Company intends to simultaneously amend the Rules of Procedure of Shareholders' Meetings. The amendments will take effect upon approval by way of a special resolution at the AGM and the Class Meetings.

The specific proposed amendments to the Rules of Procedure of Shareholders' Meetings are set out as below:

Original articles before the amendments	Articles after the amendments
~~Article 10 Shareholders who request the convening of a class meeting shall do so according to the following procedures:~~ ~~(1) two or more shareholders who jointly hold more than ten percent (including ten percent) of the voting shares at a proposed meeting may sign one or several copies of written request with the same format and particulars to be submitted to the Board of Directors for convening a class meeting, and state the agenda of the meeting. The Board of Directors shall, after receipt of the above written request, convene the class meeting as soon as possible. The number of shares held as referred to above shall be calculated on the basis of the date of making the written request by the shareholders.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~(2) in the event that the Board of Directors does not issue a notice to convene the meeting within thirty days of receiving the above written request, the shareholders who have made such request may convene their own meeting within four months after the Board of Directors' receipt of the request. The procedures for convening the meeting shall be as similar as possible to the Board of Directors' procedures for convening a shareholders' meeting.~~ ~~In the event that the shareholders convene and hold their own meeting because the Board of Directors does not hold the meeting at the request above, the reasonable expenses incurred therefrom shall be borne by the Company, and deducted from the amount of the Company owed to delinquent directors.~~	
Article 15 ..... Proposals that are not listed in the notice of the shareholders' meeting or do not comply with the provisions of Article 14 of these rules shall not be voted on and resolutions shall not be made by the shareholders' meeting.	**Article 14** ..... Proposals that are not listed in the notice of the shareholders' meeting or do not comply with the provisions of **Article 13** of these rules shall not be voted on and resolutions shall not be made by the shareholders' meeting.

Original articles before the amendments	Articles after the amendments
Article 26 ……	**Article 25** ……
If the shareholder is a Recognized Clearing House (or proxy thereof) as defined in relevant regulations formulated by Hong Kong from time to time, the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any shareholders' meeting ~~or class general meeting~~; however, where more than one person is thus authorized, the power of attorney shall specify the numbers and classes of shares involved for each authorized person. The power of attorney shall be signed by the authorized personnel of the Recognized Clearing House. The persons thus authorized may attend the meetings (without being required to present share certificate, notarized authorization and/or further evidence of due authorization) and exercise rights (including the rights to speak and vote) on behalf of the Recognized Clearing House (or proxy thereof), as if the said persons were the individual shareholders of the Company.	If the shareholder is a Recognized Clearing House (or proxy thereof) as defined in relevant regulations formulated by Hong Kong from time to time, the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any shareholders' meeting; however, where more than one person is thus authorized, the power of attorney shall specify the numbers and classes of shares involved for each authorized person. The power of attorney shall be signed by the authorized personnel of the Recognized Clearing House. The persons thus authorized may attend the meetings (without being required to present share certificate, notarized authorization and/or further evidence of due authorization) and exercise rights (including the rights to speak and vote) on behalf of the Recognized Clearing House (or proxy thereof), as if the said persons were the individual shareholders of the Company.
Article 35 Where the shareholders' meeting is convened by the Board of Directors, the chairman shall preside over the meeting and act as the chairman of the meeting. If the chairman is unable to attend due to some reasons, the vice chairman shall preside over and act as the chairman of the meeting. If both the chairman and the vice chairman are unable to attend or unable or fail to perform duties, a director jointly elected by a majority of the directors shall preside over the meeting and act as the chairman of the meeting. ……	**Article 34** Where the shareholders' meeting is convened by the Board of Directors, the chairman shall preside over the meeting and act as the chairman of the meeting. If the chairman is unable to attend due to some reasons, the vice chairman **(if any)** shall preside over and act as the chairman of the meeting. If both the chairman and the vice chairman **(if any)** are unable to attend or unable or fail to perform duties, a director jointly elected by a majority of the directors shall preside over the meeting and act as the chairman of the meeting. ……

Original articles before the amendments	Articles after the amendments
Article 58 Any shareholder who holds different classes of shares is a holder of shares of that class. A holder of shares of that class shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.	**Article 57** Any shareholder who holds different classes of shares is a holder of shares of that class. A holder of shares of that class shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association. **For the avoidance of doubt, domestic shareholders and overseas listed foreign shareholders are not considered as different classes of shareholders.**
~~Article 59 Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders at a shareholders' meeting and by holders of shares of that class at a separate meeting convened in accordance with Articles 61 to 65.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 60 In the following conditions, rights of a class of shareholders shall be deemed to have been changed or abrogated:~~ ~~(1) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~ ~~(2) a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;~~ ~~(3) a removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;~~ ~~(4) a reduction or removal of a dividend preference or property distribution preference during liquidation of the company, attached to shares of such class;~~ ~~(5) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, pre-emptive placing rights, or rights to acquire securities of the company attached to shares of such class;~~ ~~(6) a removal or reduction of rights to receive amounts payable by the company in a particular currency attached to shares of such class;~~	Deleted

Original articles before the amendments	Articles after the amendments
~~(7) a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~ ~~(8) an imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;~~ ~~(9) an issuance of rights to subscribe for, or convert into, shares of such type or other classes;~~ ~~(10) an increase in the rights and privileges of shares of other classes;~~ ~~(11) restructuring of the company causing shareholders of different categories to bear liability to different extents during the restructuring; or~~ ~~(12) an amendment or cancellation of the above provisions.~~ ~~No approval by a class meeting is required for variation or abrogation of rights of class shareholders resulting from any change in laws, regulations and the listing rules of the place where the Company's securities are listed, and those resulting from decisions made by domestic and overseas regulatory authorities in accordance with the laws.~~	

Original articles before the amendments	Articles after the amendments
~~Article 61 Shareholders of the affected class, whether or not otherwise having the right to vote at a shareholders' meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) to (12) of Article 60, but interested shareholder(s) shall not be entitled to vote at such class meetings.~~ ~~Interested shareholders referred to above shall have the following meanings:~~ ~~(1) after the Company has made a repurchase offer to all shareholders equally on a pro rata basis or made a repurchase by means of public transaction at the stock exchange in accordance with Article 31 of the Articles of Association, "interested shareholders" refers to the controlling shareholders defined in Article 253 of the Articles of Association;~~ ~~(2) after the Company has made a repurchase by means of agreement outside the stock exchange in accordance with Article 31 of the Articles of Association, "interested shareholders" refers to the shareholders concerned with this agreement;~~ ~~(3) in the Company's restructuring plan, "interested shareholders" refers to those shareholders who assume responsibilities with smaller proportion than other shareholders of the same class or those shareholders who enjoy different interests from other shareholders of the same class.~~	Deleted

Original articles before the amendments	Articles after the amendments
Article 62 Any resolutions at a class meeting shall be approved by more than two-thirds of equity with voting rights held by the shareholders present at the meeting~~, in accordance with the preceding article of these rules~~.	**Article 58** Any resolution at a class meeting **to change the rights attached to class shares** shall be approved by more than two-thirds of **shares** with voting rights held by the shareholders present at the meeting.
Article 63 A notice of a class meeting shall be given with reference to the notice period for holding an extraordinary shareholders' meeting under Article 16 of these rules to all shareholders who are registered as holders of that class in the register of shareholders stating the matters to be considered and the date and venue of the class meeting.	**Article 59** A notice of a class meeting shall be given with reference to the notice period for holding an extraordinary shareholders' meeting under **Article 15** of these rules to all shareholders who are registered as holders of that class in the register of shareholders stating the matters to be considered and the date and venue of the class meeting.
~~Article 65 Other than holders of other classes of shares, holders of domestic shares and overseas listed foreign shares are deemed as shareholders of different classes.~~ ~~Special procedures for voting by shareholders of different classes do not apply to the following circumstances:~~ ~~(1) where the Company issues, upon the approval by special resolution of its shareholders at a shareholders' meeting, either separately or concurrently, domestic shares and overseas listed foreign shares once every twelve months, provided that the number of each type of shares to be issued does not exceed 20% of the respective existing issued shares of that class;~~ ~~(2) where the Company's plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is carried out within fifteen months from the date of approval of the securities regulatory authority under the State Council;~~	Deleted

Original articles before the amendments	Articles after the amendments
~~(3) domestic shares of the Company, after approval from the securities regulatory authority under the State Council and other examination and approval authorities (including but not limited to Securities and Futures Commission and SEHK, if applicable) can be converted to foreign shares and be listed and traded on an overseas stock exchange.~~	
Article 70 These rules, as an appendix to the Articles of Association, shall be drafted by the Board of Directors of the Company and come into effect after being considered and approved by the shareholders' meeting of the Company. The same shall apply to any amendments. From the effective date of these rules, the original "Rules of Procedure of Shareholders' Meetings (First Revision in 2024)" of the Company shall automatically become invalid.	**Article 65** These rules, as an appendix to the Articles of Association, shall be drafted by the Board of Directors of the Company and come into effect after being considered and approved by the shareholders' meeting of the Company. The same shall apply to any amendments. From the effective date of these rules, the original "Rules of Procedure of Shareholders' Meetings (First Revision in **2025**)" of the Company shall automatically become invalid.

Note: The proposed amendments to the Rules of Procedure of Shareholders' Meetings 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 the Rules of Procedure of Shareholders' Meetings, the Chinese version shall prevail. Save for the amendments set out in the above comparison table, there are no substantive amendments to the other articles of the the Rules of Procedure of Shareholders' Meetings. Adjustments to the wording of some articles which do not involve changes in substance, adjustments to the numbers including chapters/sections/articles/paragraphs/items as a result of additions/deletions/mergers/separations and amendments to the relevant punctuation marks will not be set out on an article-by-article basis.

14. 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 by way of a special resolution at the AGM.

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

Original articles before the amendments	Articles after the amendments
Article 3 The Board of Directors shall exercise the following powers: …… (9) decide on the appointment or dismissal of the Company's general manager, secretary to the Board, and other senior management personnel, and determine their remuneration and rewards and punishments; based on the nomination of the general manager, decide on the appointment or dismissal of senior management personnel such as the deputy general manager and chief financial officer of the Company, and determine their remuneration and rewards and punishments; ……	Article 3 The Board of Directors shall exercise the following powers: …… (9) decide on the appointment or dismissal of the Company's general manager, secretary to the Board, and other senior management personnel, and determine their remuneration and rewards and punishments; based on the nomination of the general manager, decide on the appointment or dismissal of senior management personnel such as the deputy general manager and chief financial officer **(i.e. the person in charge of finance, the same below)** of the Company, and determine their remuneration and rewards and punishments; ……

Original articles before the amendments	Articles after the amendments
Article 5 The right of the Board of Directors to approve matters involving use of the Company's assets at a single time, such as asset disposal (including but not limited to purchase, sale, replacement and retirement of assets), external investment, entrusted financial management, entrusted loans, lease of assets, and provision of guarantees for the Company's debts by mortgaging or pledging the Company's assets, securities investment, futures and derivatives transactions, shall be limited to not more than 20% of the latest audited net assets of the Company, and subject to a strict examination and decision making procedure; and if the aforesaid matters involve more than 20% of the latest audited net assets of the Company, the Board of Directors shall ~~organize relevant experts and professionals to make assessments and~~ submit them to the shareholders' meeting for approval. …… For requirements above otherwise provided by laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.	Article 5 The right of the Board of Directors to approve matters involving use of the Company's assets at a single time, such as asset disposal (including but not limited to purchase, sale, replacement and retirement of assets), external investment, entrusted financial management, entrusted loans, lease of assets, and provision of guarantees for the Company's debts by mortgaging or pledging the Company's assets, securities investment, futures and derivatives transactions, shall be limited to not more than 20% of the latest audited net assets of the Company, and subject to a strict examination and decision making procedure; and if the aforesaid matters involve more than 20% of the latest audited net assets of the Company, the Board of Directors shall submit them to the shareholders' meeting for approval. …… For requirements above otherwise provided by laws, regulations, **rules,** regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.
Article 21 The Board of Directors shall have one chairman and one vice chairman. The chairman and vice chairman are elected and dismissed by the Board of Directors with a majority vote of all directors.	Article 21 The Board of Directors shall have one chairman and **may have** one vice chairman. The chairman and vice chairman **(if any)** are elected and dismissed by the Board of Directors with a majority vote of all directors.

Original articles before the amendments	Articles after the amendments
Article 23 …… For requirements involved in (6) and (7) above otherwise provided by laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.	Article 23 …… For requirements involved in (6) and (7) above otherwise provided by laws, regulations, **rules,** regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.
Article 24 The vice chairman of the Company shall assist the chairman in performing his duties. If the chairman is unable or fails to perform his duties, such duties shall be performed by the vice chairman; if the vice chairman is unable or fails to perform his duties, a director shall be elected jointly by a majority of all directors to perform such duties.	**Article 24** The vice chairman **(if any)** of the Company shall assist the chairman in performing his duties. If the chairman is unable or fails to perform his duties, such duties shall be performed by the vice chairman **(if any)**; if the vice chairman **(if any)** is unable or fails to perform his duties, **or if the Company does not have the vice chairman,** a director shall be elected jointly by a majority of all directors to perform such duties.
Article 33 The meeting of the Board of Directors shall be convened and presided over by the chairman. If the chairman cannot or does not fulfill the duty thereof, the vice chairman shall convene and preside over the meeting. Where the vice chairman cannot or does not fulfill the duty thereof, a majority of the directors shall jointly elect a director to convene and preside over the meeting.	Article 33 The meeting of the Board of Directors shall be convened and presided over by the chairman. If the chairman cannot or does not fulfill the duty thereof, the vice chairman **(if any)** shall convene and preside over the meeting. Where the vice chairman **(if any)** cannot or does not fulfill the duty thereof **or where the Company does not have the vice chairman,** a majority of the directors shall jointly elect a director to convene and preside over the meeting.

Original articles before the amendments	Articles after the amendments
Article 47 Except as provided in Article 48 of these Rules, if the Board of Directors approves a proposal at a meeting and forms a relevant resolution, a majority of the directors of the Company shall vote in favor of the proposal. If laws, administrative regulations, normative documents, and the Articles of Association stipulate that resolutions of the Board of Directors shall obtain the consent of more directors, their provisions shall apply. ……	Article 47 Except as provided in Article 48 of these Rules, if the Board of Directors approves a proposal at a meeting and forms a relevant resolution, a majority of the directors of the Company shall vote in favor of the proposal. If laws, administrative regulations, **rules,** normative documents, and the Articles of Association stipulate that resolutions of the Board of Directors shall obtain the consent of more directors, their provisions shall apply. ……
Article 60 Matters not covered by these rules shall be executed in accordance with relevant laws, administrative regulations, normative documents, rules of the stock exchange where the Company's stock is listed, and the provisions of the Articles of Association. If these rules conflict with future laws, regulations issued or revised by the state, or rules, normative documents, business rules, etc. issued or revised by the securities regulatory authorities of the place where the Company's stock is listed or the stock exchange where the Company's stock is listed, the Company shall comply with the relevant laws, regulations, rules, normative documents, business rules, etc.	Article 60 Matters not covered by these rules shall be executed in accordance with relevant laws, administrative regulations, **rules,** normative documents, rules of the stock exchange where the Company's stock is listed, and the provisions of the Articles of Association. If **the provisions of** these rules conflict with future laws, regulations issued or revised by the state, or rules, normative documents, business rules, etc. issued or revised by the securities regulatory authorities of the place where the Company's stock is listed or the stock exchange where the Company's stock is listed, the Company shall comply with the relevant laws, regulations, rules, normative documents, business rules, etc.

Original articles before the amendments	Articles after the amendments
Article 62 These rules, as an appendix to the Articles of Association, shall be drafted by the Board of Directors of the Company and come into effect after being considered and approved by the shareholders' meeting of the Company. The same shall apply to any amendments. From the effective date of these rules, the original "Rules of Procedure for the Board of Directors (First Revision in 2024)" of the Company shall automatically become invalid.	Article 62 These rules, as an appendix to the Articles of Association, shall be drafted by the Board of Directors of the Company and come into effect after being considered and approved by the shareholders' meeting of the Company. The same shall apply to any amendments. From the effective date of these rules, the original "Rules of Procedure for the Board of Directors (First Revision in 2025)" of the Company shall automatically become invalid.

Note: The proposed amendments to the Rules of Procedure for the Board of Directors 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 the Rules of Procedure for the Board of Directors, the Chinese version shall prevail. Save for the amendments set out in the above comparison table, there are no substantive amendments to the other articles of the Rules of Procedure for the Board of Directors. Adjustments to the wording of some articles which do not involve changes in substance, adjustments to the numbers including chapters/sections/articles/paragraphs/items as a result of additions/deletions/mergers/separations and amendments to the relevant punctuation marks will not be set out on an article-by-article basis.

15. AGM AND CLASS MEETINGS

The AGM, the A Share Class Meeting and the H Share Class Meeting of the Company 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 on Tuesday, April 21, 2026. Notices of the AGM and H Share Class Meeting are set out on pages 58 to 62 and pages 63 to 65 of this circular, respectively.

Whether or not you intend to attend the AGM and H Share Class Meeting, you are requested to read the notices of the AGM and H Share Class Meeting and complete and return the proxy forms attached to this circular in accordance with the instructions printed thereon as soon as possible. To be valid, H Shareholders shall return the proxy forms or other authorization documents to the Company's H Share Registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any event not less than 24 hours before the time appointed for holding of the AGM and H Share Class Meetings (i.e. before 2:30 p.m. on Monday, April 20, 2026 for the purpose of the AGM and before 3:00 p.m. on Monday, April 20, 2026 for the purpose of the H Share Class Meeting) or any adjournment thereof by hand or by post. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM and H Share Class Meeting or at any adjournment thereof should you so wish.

16. VOTING BY POLL

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

17. RECOMMENDATION

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

By order of the Board
Fuyao Glass Industry Group Co., Ltd.
Tso Fai
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)

DUTY REPORT OF INDEPENDENT DIRECTORS FOR THE YEAR 2025

As the Independent Directors of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the "**Company**"), in 2025, in strict compliance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), the Code of Corporate Governance for Listed Companies and the Measures for the Administration of Independent Directors of Listed Companies published by the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**"), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (Revised in April 2025) (hereinafter referred to as the "**SSE Listing Rules**") and the Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operation (Revised in May 2025) (hereinafter referred to as the "**Standard Operation**") published 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 Stock Exchange Listing Rules**") published by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Stock Exchange**") and other relevant laws, regulations and normative 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 a 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 Shareholders with due discretion, actively participated in the general meetings and the meetings of the Board of the Company and expressed objective and fair independent opinions on the significant matters considered by the Board 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 2025 is hereby presented as follows:

I. BASIC INFORMATION ON THE INDEPENDENT DIRECTORS

Given the imminent expiry of Mr. Liu Jing's six-year term as an Independent Director of the Company, he has submitted a resignation report to the Board of the Company, resigning from his positions as an Independent Director and as a member and/or chairman of various specialized committees under the Board. After his departure, Mr. Liu Jing would no longer hold any position in the Company. The Company convened the 2025 first extraordinary general meeting on September 16, 2025, at which it was resolved to elect Ms. Liu Xiaozhi as an Independent Director of the eleventh session of the Board of the Company.

In accordance with the latest provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines on Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and other relevant laws, regulations, rules and normative documents, amendments had been made to the existing Articles of Association of the Company. After the amendments to the Articles of Association became effective, the Company would no longer have the Board of Supervisors and would instead appoint an employee Director. Following the addition of an employee Director, the current number of independent Directors (three) would fall below one-third of the total number of members of the Board of Directors. Consequently, it was resolved to elect Ms. Cheng Yan as an Independent Director of the eleventh session of the Board at the 2025 first extraordinary general meeting.

Ms. Liu Xiaozhi has served an independent non-executive Director of the Company since September 2025. She is the founder of and has served as president of ASL Automobile Science & Technology (Shanghai) Co., Ltd., a company that focuses on the development of advanced automobile technology in China, since June 2009. Ms. Liu Xiaozhi served as an independent non-executive Director of the Company from October 2013 to October 2019 and was the president, Director and vice chairperson of the Company from November 2005 to September 2006. Ms. Liu Xiaozhi worked for NeoTek China, a manufacturer of chassis brake casting components, as chairperson from January 2008 to February 2012 and president and chief executive officer from September 2006 to December 2007. Ms. Liu Xiaozhi served as the director of the electronic, control and software integration department of General Motors U.S.A. from March 2004 to September 2005, the chairperson and president of General Motors Taiwan from March 2001 to March 2004, the chief technical officer and general engineer of General Motors in Greater China from August 1998 to January 2001, and the managing director of Delphi (China) Corporation (德爾福(中國)公司) in Shanghai from July 1997 to July 1998.

Ms. Cheng Yan has served an independent non-executive Director of the Company since September 2025. She is the founder of Grand Horizon Investment Management (HK) Company Limited (博宇資本管理(香港)有限公司) (the main business of which is investment advisory for family capital) and has served as its executive director and chairperson since January 2018. Ms. Cheng Yan has held various positions in multiple organizations. She served as an executive director and vice chairperson (part-time) of IBO Technology Company Limited from September 2019 to May 2020, an executive director, the chief executive officer and a senior advisor of China Shandong Hi-Speed Financial Group Limited (中國山東高速金融集團有限公司) from December 2016 to August 2019, an executive director and the chairperson of Huarong Financial Holdings Group Limited (華融金控集團有限公司) from September 2015 to September 2016, an independent non-executive Director of the Company from November 2011 to January 2018, the managing director, executive head of the global customer center, vice chairperson of the investment banking and other positions of BOC International Holdings Limited from April 2005 to September 2015, and the chief representative of South China Securities Limited (南華證券有限公司) from April 2004 to April 2005.

Mr. Xue Zuyun has served as an independent non-executive Director of the Company since January 2024. Mr. Xue Zuyun is currently an independent non-executive director of Joeone Co., Ltd. (a company listed on the SSE, stock code: 601566) and Xiamen Xiangyu Co. Ltd. (a company listed on the SSE, stock code: 600057), and was a professor in the Department of Accounting of the School of Management of Xiamen University from May 2001 to July 2023.

Mr. Dat Dzeng Hao Daniel has served as an independent non-executive Director of the Company since January 2024 and the partner and managing director of Asia Carbon Search Limited since April 2019, and was a director of Executive Access Limited from August 2007 to January 2019. From August 2002 to July 2007, he served as a senior manager of Retail Banking at HSBC in Hong Kong.

Mr. Liu Jing (retired) served as an independent non-executive Director of the Company from October 2019 to September 16, 2025. Mr. Liu served as the dean of the Faculty of Social Works of the Open University of China from July 2014 to May 2023, the head of China Philanthropy Times from June 2001 to July 2022 and the vice president and general secretary of China Federation of Social Workers from March 2007 to December 2021.

We, as Independent Directors of the Company, do not hold any position in the Company other than that of Independent Directors, and do not hold any position or receive any emoluments from shareholders' entities of the Company. Therefore, there are no circumstances 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
Liu Xiaozhi (劉小稚)	2	2	0	0	0
Cheng Yan (程雁)	2	2	0	0	0
Xue Zuyun (薛祖雲)	4	4	0	0	0
Dat Dzeng Hao Daniel (達正浩)	4	4	1	0	0
Liu Jing (劉京) *(retired)*	3	3	1	0	0

Poll results: We voted for all the resolutions considered at the meetings of the Board held in 2025, 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 2025, 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 one meeting

Date	Topic	Key opinions and proposals
March 18, 2025	The fifth meeting of the Strategy and Development Committee under the eleventh session of the Board of Directors was held in combination of physical meeting and telecommunication methods, at which the Resolution in Relation to the Company's Development Strategy, the Resolution in Relation to the Company's 2025 Development Plan, the 2024 Environmental, Social and Governance Report of Fuyao Glass Industry Group Co., Ltd., and the Resolution in Relation to the Additional Investment in a Wholly-owned Subsidiary Fuyao Glass Illinois Inc. (福耀玻璃伊利諾伊有限公司) were 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 18, 2025	The sixth meeting of the Audit Committee under the eleventh session of the Board of Directors was held by way of physical meeting, at which the Final Financial Report for the Year 2024, the 2024 Annual Report and Summary of the Annual Report, the 2024 Annual Audit Work Summary Report of Ernst & Young Hua Ming LLP (Special General Partnership) and Ernst & Young, the Report of the Audit Committee of the Board of Directors on the Performance of Supervisory Duties by the Accounting Firm, the Resolution on the Reappointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the Domestic Audit Institution and Internal Control Audit Institution of the Company for the Year 2025, the Resolution on the Reappointment of Ernst & Young as the Overseas Audit Institution of the Company for the Year 2025, the Annual Internal Control Evaluation Report of Fuyao Glass Industry Group Co., Ltd. for 2024, the Duty Report of the Audit Committee under the Board of Directors of Fuyao Glass Industry Group Co., Ltd. for 2024, and the Work Summary of the Audit Department for 2024 were considered.	All members of the Audit Committee considered and passed all of the resolutions

Date	Topic	Key opinions and proposals
April 17, 2025	The seventh meeting of the Audit Committee under the eleventh session of the Board of Directors was held by way of physical meeting, at which the Resolution in Relation to the 2025 First Quarterly Report was considered.	All members of the Audit Committee considered and passed all of the resolutions
August 19, 2025	The eighth meeting of the Audit Committee under the eleventh session of the Board of Directors was held by way of physical meeting, at which the Resolution in Relation to the 2025 Interim Report of the Company and its Summary and the Resolution in Relation to the Change of the Director of the Audit Department were considered.	All members of the Audit Committee considered and passed all of the resolutions
October 16, 2025	The ninth meeting of the Audit Committee under the eleventh session of the Board of Directors was held through telecommunication methods, at which the Resolution in Relation to the 2025 Third Quarterly Report was considered.	All members of the Audit Committee considered and passed all of the resolutions

3. The Nomination Committee held 3 meetings

Date	Topic	Key opinions and proposals
March 18, 2025	The third meeting of the Nomination Committee under the eleventh session of the Board of Directors was held in combination of physical meeting and telecommunication methods, at which the effectiveness of the Board Diversity Policy was reviewed.	All members of the Nomination Committee considered and passed all of the resolutions

Date	Topic	Key opinions and proposals
August 19, 2025	The fourth meeting of the Nomination Committee under the eleventh session of the Board of Directors was held through telecommunication methods, at which the Resolution in Relation to the Nomination of Two Independent Directors and the Resolution in Relation to the Nomination of an Employee Director were considered.	All members of the Nomination Committee considered and passed all of the resolutions
October 16, 2025	The fifth meeting of the Nomination Committee under the eleventh 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 Honorary Chairman for Life and the Resolution in Relation to the Nomination of Chairman of the Company were 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 18, 2025	The third meeting of the Remuneration and Assessment Committee under the eleventh session of the Board of Directors was held through telecommunication methods, at which the Summary Report of Duty Performance of the Remuneration and Assessment Committee of the Board of Directors for the Year of 2024 was considered.	All members of the Remuneration and Assessment Committee considered and passed all of the resolutions

Date	Topic	Key opinions and proposals
August 19, 2025	The fourth meeting of the Remuneration and Assessment Committee under the eleventh session of the Board of Directors was held in combination of physical meeting and telecommunication methods, at which the Resolution in Relation to the Election of the Chairperson of the Remuneration and Assessment Committee under the Eleventh Session of the Board of Directors was considered.	All members of the Remuneration and Assessment Committee considered and passed all of the resolutions

5. One special meeting of Independent Directors was held

Date	Topic	Key opinions and proposals
October 16, 2025	The third special meeting of the Independent Directors of the eleventh 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 of 2026 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
Liu Xiaozhi (劉小稚)	1	1
Cheng Yan (程雁)	1	0
Xue Zuyun (薛祖雲)	2	1
Dat Dzeng Hao Daniel (達正浩)	2	1
Liu Jing (劉京) *(retired)*	2	1

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 principles of diligence and responsibility, and consider that the periodic reports 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 they objectively and truthfully reflected the financial condition and operating results of the Company, with no false representations, misleading statements or material omissions found. The Company's internal control evaluation report was effective and there were no material weaknesses in internal control over financial reporting or non-financial reporting.

(II) Connected Transactions

Pursuant to the relevant regulations such as the SSE Listing Rules, the Hong Kong Stock Exchange Listing Rules, the Articles of Association and the Administrative Measures for Connected Transactions of the Company, we attended the third special meeting of Independent Directors of the eleventh session of the Board of Directors held on October 16, 2025.

1. At the third special meeting of Independent Directors of the eleventh session of the Board of Directors, the Resolution in Relation to the Projected Daily Connected Transactions between the Company and Tri-Wall Packaging (Fuzhou) Co., Ltd. for the Year of 2026 was considered and passed. 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 of 2026 is reasonable, and such daily connected transactions are for the purpose of meeting the needs of the normal production and operation of the Company, leverage synergies between the Company and its related parties, and facilitate the Company's development. Such daily connected transactions will not affect the Company's independence, jeopardize the interests of the Company and its 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 aforementioned related parties as a result. We agree to the submission of the aforesaid resolution to the tenth meeting of the eleventh 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.

(III) Nomination and Remuneration of Directors and Senior Management

1. At the third meeting of the Nomination Committee under the eleventh session of the Board of Directors held on March 18, 2025, at which the Review of the Effectiveness of the Board Diversity Policy was considered and passed, and we are of the view that the existing Board Diversity Policy was effective, and that in designing the composition of the Board of Directors, the Company considered the diversity of the Board members from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, expertise, skills, know-how and term of service.

2. At the third meeting of the Remuneration and Assessment Committee under the eleventh session of the Board of Directors held on March 18, 2025, at which the Summary Report of Duty Performance of the Remuneration and Assessment Committee of the Board of Directors for the Year of 2024 was considered and passed, and we are of the view that all the Directors, supervisors and senior management of the Company performed well with diligence and dedication in 2024. The remuneration for 2024 paid by the Company to its Directors, supervisors and senior management was fair, reasonable and in compliance with relevant remuneration rules and assessment criteria of the Company, without any occurrence of violation of the Company's remuneration system and the service contract signed with the Company.

3. At the eighth meeting of the Audit Committee under the eleventh session of the Board of Directors held on August 19, 2025, the Resolution in Relation to the Change of the Director of the Audit Department was considered and passed. Due to work adjustments, Mr. Cao Changqing, the director of the Audit Department, submitted his resignation report to the Board of Directors, resigning from his position as the director of the Audit Department. The Audit Committee under the Board of Directors proposes to nominate Mr. Qiu Yongnian as the Director of the Audit Department of the Company for consideration by the Board of Directors.

4. At the fourth meeting of the Nomination Committee under the eleventh session of the Board of Directors held on August 19, 2025, the Resolution in Relation to the Nomination of Two Independent Directors and the Resolution in Relation to the Nomination of an Employee Director were considered and passed. Given the imminent expiry of Mr. Liu Jing's six-year term as an Independent Director of the Company, he had submitted a resignation report to the Board of the Company, resigning from his positions as an Independent Director and as a member and/or chairman of various specialized committees under the Board. After his departure, Mr. Liu Jing would no longer hold any position in the Company. To safeguard the Company's normal operations, the Nomination Committee agreed to propose to the Board of Directors the election of Ms. Liu Xiaozhi as a candidate for Independent Director, and proposed that the cumulative voting system will be adopted for election at the general meeting of the Company.

   In accordance with the latest provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines on Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and other relevant laws, regulations, rules and normative documents, and taking into account the actual business needs of the Company, amendments had been made to the existing Articles of Association of the Company, and it was proposed the same for consideration at the general meeting. After the amendments to the Articles of Association became effective, the Company would no longer have the Board of Supervisors and would instead appoint an employee Director. After consultation with the Trade Union Committee of the Company, it was agreed to nominate Ms. Zhang Haiyan as a candidate for employee Director of the eleventh session of the Board of the Company, and proposed the candidate to the employee representative meeting of the Company for election. Following the addition of an employee Director, the current number of Independent Directors (three) would fall below one-third of the total number of members of the Board of Directors. Consequently, the Company intended to appoint an additional Independent Director. The Nomination Committee agreed to propose to the Company's Board of Directors the election of Ms. Cheng Yan as a candidate for Independent Director, and proposed that the cumulative voting system would be adopted for election at the general meeting of the Company.

5. At the fourth meeting of the Remuneration and Assessment Committee under the eleventh session of the Board of Directors held on August 19, 2025, the Resolution in Relation to the Election of the Chairperson of the Remuneration and Assessment Committee under the Eleventh Session of the Board of Directors was considered and passed. Mr Liu Jing has served as an Independent Director of the ninth, tenth and eleventh session of the Board of Directors since October 30, 2019. Given the imminent expiry of Mr. Liu Jing's six-year term as an Independent Director of the Company, and in accordance with the requirements of the Measures for the Administration of Independent Directors of Listed Companies (Revised in 2025) and the Independent Directorship System of the Company, the Board of Directors of the Company proposed to replace the said Independent Director. To safeguard the Company's normal operations, the Board of Directors, having considered and approved by the Nomination Committee under the Board of Directors, agreed to nominate Ms. Liu Xiaozhi as a candidate for Independent Director for the eleventh session of the Board of Directors of the Company, and proposed that the cumulative voting system would be adopted for election at the general meeting of the Company. Following the election of Ms. Liu Xiaozhi as an Independent Director of the eleventh session of the Board of Directors of the Company at the general meeting, Ms. Liu Xiaozhi was elected as the chairperson of the Remuneration and Assessment Committee under the eleventh session of the Board of Directors of the Company.

6. At the fifth meeting of the Nomination Committee under the eleventh session of the Board of Directors held on October 16, 2025, at which the Resolution in Relation to the Nomination of Honorary Chairman for Life and the Resolution in Relation to the Nomination of Chairman of the Company were considered and passed. To advance the strategic optimization and sustainable development of the corporate governance structure, Mr. Cho Tak Wong, chairman of the Company, had tendered his resignation from the position of the chairman, and he would continue to serve as a director of the Company. The Nomination Committee agreed to propose to the Board of Directors the election of Mr. Tso Fai as the chairman of the Company.

(IV) Communication with the Audit Department and the Audit Institutions

On March 18, 2025, the Audit Committee, the Independent Directors and the audit institutions of the Company held a communication meeting on the results of the 2024 annual audit, at which we listened to the report of the audit institutions and the Audit Department on the 2024 annual audit, and we agreed with the opinion of the audit report issued by the audit institutions and considered that the audit institutions had performed their duties diligently in the course of the audit of the Company and had followed the practice guidelines of being independent, objective and impartial and completed the annual audit.

On November 4, 2025, the Audit Committee of the Company, the Independent Directors and the audit institutions held a communication meeting regarding the annual audit work plan. The meeting covered the 2025 audit service plan, including but not limited to the scope of audit services, the staffing of the service team, service schedule arrangements, cross-regional audit plans, key audit areas and other core matters. We agreed with its work arrangement and maintained smooth communication with the audit institutions.

(V) Communication with Shareholders

In 2025, we actively studied the relevant regulations of the Company and external institutions, made on-site visits and researched the situation of subsidiaries, etc., to increase our understanding of the Company; we actively attended the Company's Board meetings and general meetings, and fully communicated with the controlling Shareholders and the Company's management and assessed the risks before making major decisions to ensure that the decisions were scientific and reasonable; we interacted with the investors at the general meetings, shared views and responded to their concerns and obtained suggestions; we paid attention to the fulfilment of the Company's commitments, such as whether the profit distribution policy complies with the provisions of laws, regulations and normative documents such as the Company Law of the People's Republic of China and the Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operation, and whether it is in line with the requirements relating to the profit distribution policy as set out in the Company's Dividend Distribution Plan for the Shareholders for the Upcoming Three Years (2024–2026) and the Articles of Association, and paid active attention to the market and the response of the Shareholders to the profit distribution policy and its implementation; and we actively attended the Company's annual results briefing to interact with investors and answer questions.

(VI) On-site Work

		Number of working days (day)				
Date	Content	Liu Xiaozhi	Cheng Yan	Xue Zuyun	Dat Dzeng Hao Daniel	Liu Jing (retired)
March 18, 2025	Attendance at the seventh meeting of the eleventh session of the Board of Directors and the communication meeting with the audit institutions			2	2	1
April 17, 2025	Attendance at the eighth meeting of the eleventh session of the Board of Directors and the 2024 annual general meeting			2	2	2
May 6, 2025	Participation in the training sessions on the Guidelines on Articles of Association of the Listed Companies and related regulations			1	1	1
July 15, 2025 to July 18 2025	On-site inspection and investigation of Fuyao Group Tongliao Co., Ltd. (福耀集團通遼有限公司)			4	4	
August 19, 2025	Attendance at the ninth meeting of the eleventh session of the Board of Directors	2	2	2	2	1
August 22, 2025	Participation in the training sessions on corporate governance guidelines for the Board of Directors and directors			1	1	1
August 28, 2025	Participation in the pre-appointment training for proposed directors	1	1			
September 16, 2025	Attendance at the 2025 first extraordinary general meeting	1				
September 22, 2025	Participation in the training sessions on methods and evaluation results of the S&P global sustainability assessment	1	1	1	1	
October 16, 2025	Attendance at the tenth meeting of the eleventh session of the Board of Directors	2	2	2	1	
November 4, 2025	Attendance at the communication meeting with the audit institutions	1	1	1	1	
Total		**8**	**7**	**16**	**15**	**6**

Note: Given the imminent expiry of Mr. Liu Jing's six-year term as an Independent Director of the Company, the Company convened the 2025 first extraordinary general meeting on September 16, 2025, at which Ms. Liu Xiaozhi was elected as an Independent Director of the eleventh session of the Board of the Company. Mr. Liu Jing retired upon the election of the new Independent Director. Concurrently, Ms. Cheng Yan was elected as an Independent Director of the eleventh session of the Board at the 2025 first extraordinary general meeting.

(VII) Implementation of Internal Control

In 2025, 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.

(VIII) Operation of the Board and its Special Committees

There are four special committees under the Board of the Company, namely, the Audit Committee, the Nomination Committee, the Remuneration and Assessment Committee and the Strategy and Development Committee. In 2025, 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 2025. 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 the audit department, 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 2025 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) Pursuant to relevant requirements including the SSE Listing Rules and the Hong Kong Stock Exchange 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., 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), Fujian Yidao Daka Business Management Co., Ltd. (福建易道大咖商業管理有限公司) and China Intelligent and Connected Vehicles (Beijing) Research Institute Co., Ltd. for the year 2025, 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.

(5) 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 independent 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.

Current Independent Directors of the eleventh session of the Board:

Liu Xiaozhi **Cheng Yan** **Xue Zuyun** **Dat Dzeng Hao Daniel**

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)

REMUNERATION MANAGEMENT SYSTEM OF DIRECTORS AND SENIOR MANAGEMENT

CHAPTER 1 GENERAL PROVISIONS

Article 1 This system (the "**System**") is formulated in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies, and other relevant laws, regulations, rules, normative documents and the relevant provisions of the Articles of Association of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the "**Articles of Association**"), and taking into account the actual situation of the Company, with an aim to further improve the remuneration management for directors and senior management of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the "**Company**"), establish a scientific and effective incentive and restraint mechanism, effectively motivate the work enthusiasm of the Company's directors and senior management, enhance the Company's operational and management efficiency, and ensure the achievement of the Company's strategic development goals.

Article 2 The System shall apply to directors and senior management as stipulated in the Articles of Association, specifically including:

(1) Internal directors (executive directors) refers to directors (including employee representative directors) who are the Company's employees (including senior management, the same hereinafter) and receive remuneration;

(2) External directors (non-executive directors) refers to non-executive directors who are not the Company's employees and do not hold any position within the Company other than that of director;

(3) Independent directors (independent non-executive directors) refers to directors appointed by the Company in accordance with the Measures for the Administration of Independent Directors of Listed Companies, who do not hold any other positions within the Company other than that of director, and who have no direct or indirect interests with the Company, its substantial shareholders or de facto controllers, or any other relationships that may affect their ability to make independent and objective judgments;

(4) Senior management refers to the general manager, deputy general managers, chief financial officer, secretary to the Board, and other senior management personnel (if any) as stipulated in the Articles of Association.

Article 3 The Company's remuneration system shall adhere to the following principles:

(1) Fairness: Remuneration levels shall align with the scale and performance of the Company, while referencing prevailing market rate to maintain competitiveness within the industry and regional market in which the Company operates. Relative fairness shall be ensured based on factors including job value, capability and contribution.

(2) Competitiveness: Remuneration levels shall benchmark against the market, with competitive remuneration offered for core positions or key talent.

(3) Legality: Remuneration levels shall comply with national and local laws and regulations;

(4) Long-term development: Remuneration levels shall support the Company's strategic development and align with its goals for sustained and healthy growth;

(5) Balance between incentives and constraints: Remuneration distribution shall be linked to performance evaluation, rewards and penalties, and incentive mechanisms.

(6) Flexibility: The remuneration system shall adapt to the Company's development stage, business changes, and market environment, with regular or irregular assessments and adjustments.

CHAPTER 2 MANAGEMENT ORGANIZATIONS

Article 4 The remuneration and assessment committee of the Board (hereinafter referred to as the "**Remuneration and Assessment Committee**") shall be responsible for formulating the assessment standards for directors and senior management of the Company and conducting assessment thereof, formulating and reviewing the remuneration determination mechanisms, decision-making procedures, arrangements for payment, suspension of payment and right of recourse, and other remuneration policies and plans for directors and senior management of the Company, and making recommendations to the Board on the remuneration of directors and senior management.

The remuneration plans for the Company's directors and senior management shall be formulated by the Remuneration and Assessment Committee, with the basis of determination and specific components clearly defined.

Article 5 The remuneration plans for the Company's directors shall be decided by the shareholders' meeting and disclosed. When the Board or the Remuneration and Assessment Committee evaluates the performance of an individual director or discusses his/her remuneration, such director shall be absent from such evaluation and discussion.

The remuneration plans for the Company's senior management shall be approved by the Board, explained to the shareholders' meeting, and fully disclosed.

Article 6 The Human Resources Management Center, the Financial Management Center, and other relevant departments of the Company shall cooperate with the Remuneration and Assessment Committee to implement specific tasks related to the remuneration plans for directors and senior management of the Company.

The performance evaluation of directors and senior management shall be organized by the Remuneration and Assessment Committee. The Company may engage third parties to conduct performance evaluations. The evaluation of duty performance by independent directors shall be conducted by way of self-evaluation and mutual evaluation.

The Board shall report to the shareholders' meeting on the performance of duties by directors, the results of performance evaluations, and their remuneration, which shall be disclosed by the Company.

The accounting firm engaged by the Company shall focus on the effectiveness of performance evaluation controls and whether the payment of remuneration complies with internal control requirements when conducting audits on internal control.

CHAPTER 3 REMUNERATION STRUCTURE

Article 7 The remuneration for the Company's executive directors and senior management shall be determined based on their specific management positions, work experience, and job responsibilities within the Company. Such remuneration shall include all immediate income components, such as base salary, performance-based compensation, and benefits, as well as deferred payment components, and shall be paid in accordance with the Company's relevant remuneration and performance appraisal policies.

Where an executive director or senior management personnel holds multiple positions within the Company, his/her remuneration shall be determined based on the principle of selecting the higher remuneration level.

Article 8 Non-executive directors and independent non-executive directors of the Company shall receive fixed allowances and attendance subsidies. The standards for such allowances shall be reviewed by the shareholders' meeting and disclosed in the Company's annual report. No additional remuneration shall be paid other than these allowances.

In accordance with relevant laws, regulations, and the Articles of Association, all necessary costs incurred by directors in the performance of their duties shall be borne by the Company.

Article 9 Where the Company moves from profitability to a loss or experiences an increased loss compared to the preceding fiscal year, and the average performance-based compensation of directors and senior management has not correspondingly decreased, the reasons for this discrepancy shall be disclosed.

Where the Company incurs losses, it shall specifically state during each stage of the remuneration review process for directors and senior management whether the changes to their remuneration align with the performance-linked requirements.

Article 10 The remuneration and allowances of the Company's directors and senior management are all pre-tax amounts. The Company shall withhold and pay individual income tax on their behalf in accordance with relevant national regulations and its own requirements.

Article 11 The Company shall contribute to social insurance and housing provident fund for executive directors and senior management in accordance with relevant regulations. The portion attributable to the individual shall be withheld and paid by the Company from their remuneration.

CHAPTER 4 PAYMENT OF REMUNERATION

Article 12 Allowances for independent non-executive directors and non-executive directors shall be paid on a monthly basis.

Article 13 The base salary for executive directors and senior management of the Company shall be paid on a monthly basis. Performance-based compensation shall be determined and paid primarily based on performance evaluations conducted by the Remuneration and Assessment Committee, which assesses relevant indicators such as annual operational and management performance. The proportion of performance-based compensation shall, in principle, not be less than 50% of the total of the annual base salary and performance-based compensation.

A certain proportion of performance-based compensation for the Company's executive directors and senior management will be paid after the disclosure of the annual report and the performance evaluation. The performance evaluation shall be based on the audited financial data.

Article 14 The remuneration for directors and senior management of the Company who leave their positions due to rotation, re-election, resignation during their term, retirement, or other reasons shall be calculated and paid based on their actual tenure and actual performance.

CHAPTER 5 SUSPENSION OF PAYMENT AND RIGHT OF RECOURSE

Article 15 Where a director or senior management of the Company has any of the following circumstances during their tenure, the Company shall have the right to reduce, suspend, or terminate the payment of their remuneration or allowances based on the severity of the circumstances:

(1) Being publicly reprimanded by a securities exchange or publicly determined to be unfit to serve as a director or senior management personnel of a listed company;

(2) Being subject to administrative penalties by the securities regulatory authority where the Company's shares are listed due to major violations of laws or regulations, or being subject to market entry restrictions by the China Securities Regulatory Commission that prohibit serving as a director or senior management personnel of a listed company;

(3) Causing the Company to suffer major economic or reputational losses due to decision-making errors for which he/she personally bears primary responsibility;

(4) Other circumstances where violations of the relevant requirements of the Company result in significant economic losses or major negative impacts on the Company;

(5) Other circumstances deemed by the shareholders' meeting or the Board as serious violations of the relevant requirements of the Company.

Article 16 When the Company retrospectively restates its financial reports due to misstatements such as financial fraud, it shall promptly reassess the performance-based compensation and medium-to-long-term incentive income (if any) of directors and senior management, and recover any excess payments from them accordingly.

Where directors or senior management of the Company breach their duties and cause losses to the Company, or are at fault for illegal or non-compliant acts such as financial fraud, misappropriation of shareholder funds, or unauthorized guarantees, the Company shall, based on the severity of the circumstances, reduce or suspend payment of any outstanding performance-based compensation and medium-to-long-term incentive income (if any), and recover in full or in part any performance-based compensation and medium-to-long-term incentive income (if any) already paid during the period in which the relevant acts occurred.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 17 Matters not covered by the System shall be governed by relevant laws, administrative regulations, rules, normative documents, the business rules of the securities exchange where the Company's shares are listed, and the provisions of the Articles of Association.

If any provision of the System conflicts with any law or regulation subsequently promulgated or amended by the state, or any rule, normative document or business rule promulgated or amended by the securities regulatory authority or the securities exchange where the Company's shares are listed, the Company shall comply with the relevant laws, regulations, rules, normative documents, or business rules.

Article 18 The Board shall be responsible for the interpretation of the System. The explanatory text of the System, once reviewed and approved by the Board, shall have the same legal effect as the System.

Article 19 The System shall be put into force from the date of its approval by the shareholders' meeting of the Company, and any amendments thereto shall take effect in the same manner.

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 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that Fuyao Glass Industry Group Co., Ltd. (the "**Company**") will hold the 2025 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 2:30 p.m. on Tuesday, April 21, 2026 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 24, 2026.

ORDINARY RESOLUTIONS

1. Work Report of the Board of Directors for the Year 2025

2. Profit Distribution Plan for the Year 2025

3. Resolution on the Proposal to the Shareholders' Meeting in Relation to the Authorization to the Board of Directors to Formulate the Interim Dividend Distribution Plan for the Year 2026

4. 2025 Annual Report and Summary of the Annual Report

5. Resolution on the Reappointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the Domestic Audit Institution and Internal Control Audit Institution of the Company for the Year 2026

6. Resolution on the Reappointment of Ernst & Young as the Overseas Audit Institution of the Company for the Year 2026

7. Duty Report of Independent Directors for the Year 2025

8. Resolution on the Formulation of the Remuneration Management System of Directors and Senior Management

SPECIAL RESOLUTIONS

9. Resolution on the Amendments to the Articles of Association

10. Resolution on the Amendments to the Rules of Procedure of Shareholders' Meetings

11. Resolution on the Amendments to the Rules of Procedure for the Board of Directors

By order of the Board
Fuyao Glass Industry Group Co., Ltd.
Tso Fai
Chairman

Fuzhou, Fujian, the PRC
March 24, 2026

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 Tuesday, April 14, 2026 to Tuesday, April 21, 2026 (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 Tuesday, April 14, 2026 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 Monday, April 13, 2026.

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.

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 2025, 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 distribution for the year of 2025, with a cash dividend of RMB1.20 (tax inclusive) per share. As of December 31, 2025, 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 RMB3,131,692,238.40 (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 Monday, June 15, 2026. 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) (《國家税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税有關問題的通知》(國税函[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, 2025 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) (《關於個人所得税若干政策問題的通知》(財税字[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, 2025 to overseas individual shareholders as appearing on the H Share register of members of the Company.

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税收政策的通知》(財税[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.

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 AGM (i.e. before 2:30 p.m. on Monday, April 20, 2026) 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.

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, Mr. Chen Xiangming and Ms. Zhang Haiyan, as executive Directors; Mr. Wu Shinong and Ms. Zhu Dezhen, as non-executive Directors; Ms. Liu Xiaozhi, Ms. Cheng Yan, Mr. Xue Zuyun and Mr. Dat Dzeng Hao Daniel, as independent non-executive Directors.

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 2026 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that Fuyao Glass Industry Group Co., Ltd. (the "**Company**") will hold the 2026 first H share class meeting (the "**H Share Class Meeting**") in the Company's conference room located at Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone, Fuqing City, Fujian Province, the PRC at 3:00 p.m. on Tuesday, April 21, 2026 or immediately after the conclusion of the 2025 AGM and the 2026 First A Share Class Meeting or any adjournments thereof of the Company to be held on the same date and at the same place (whichever is later) 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 24, 2026.

SPECIAL RESOLUTIONS

1. Resolution on the Amendments to the Articles of Association

2. Resolution on the Amendments to the Rules of Procedure of Shareholders' Meetings

By order of the Board
Fuyao Glass Industry Group Co., Ltd.
Tso Fai
Chairman

Fuzhou, Fujian, the PRC
March 24, 2026

Notes:

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

To determine the name list of H Shareholders eligible to attend the H Share Class Meeting, the Company will close registration for H Share transfers from Tuesday, April 14, 2026 to Tuesday, April 21, 2026 (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 Tuesday, April 14, 2026 are entitled to attend and vote at the H Share Class Meeting. Holders of H Shares who wish to attend the H Share Class Meeting 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 Monday, April 13, 2026.

2. PROXY

The proxy form enclosed with the notice of the H Share Class Meeting 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 H Share Class Meeting may appoint one or more proxies (who needs not be a Shareholder of the Company) to attend the H Share Class Meeting 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 H Share Class Meeting (i.e. before 3:00 p.m. on Monday, April 20, 2026) or its adjourned meeting.

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

3. REGISTRATION PROCEDURE FOR ATTENDING THE H SHARE CLASS MEETING

Shareholders or their proxies shall present their identity documents when attending the H Share Class Meeting. 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.

4. VOTING BY POLL

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

5. OTHERS

a) The H Share Class Meeting 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.

b) 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

6. 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, Mr. Chen Xiangming and Ms. Zhang Haiyan, as executive Directors; Mr. Wu Shinong and Ms. Zhu Dezhen, as non-executive Directors; Ms. Liu Xiaozhi, Ms. Cheng Yan, Mr. Xue Zuyun and Mr. Dat Dzeng Hao Daniel, as independent non-executive Directors.