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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3606)**

### PROPOSED ISSUANCE OF ADDITIONAL H SHARES UNDER SPECIFIC MANDATE AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND CERTAIN CORPORATE GOVERNANCE POLICIES

P A T



The 2021 second extraordinary general meeting (the “EGM”) of Fuyao Glass Industry Group Co., Ltd. will be held in the conference room of the Company located at Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone, Fuqing City, Fujian Province, the PRC at 2:00 p.m. on Friday, February 26, 2021, the 2021 first A share class meeting (the “A Share Class Meeting”) will be held at 2:15 p.m. on the same date or immediately after the conclusion of the EGM (whichever is later), and the 2021 first H share class meeting (the “H Share Class Meeting”, together with the A Share Class Meeting, the “Combined Meeting”) will be held at 2:30 p.m. on the same date or immediately after the conclusion of the A Share Class Meeting (whichever is later). Notices of the EGM and the H Share Class Meeting and the accompanying reply slips and proxy forms have been dispatched to Shareholders on January 12, 2021.

Whether or not you are attending the EGM and the H Share Class Meeting, you are requested to carefully read the notices of the EGM and the H Share Class Meeting and complete and return the accompanying proxy forms 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, and in any event not less than 24 hours before the time appointed for holding of the EGM and the H Share Class Meeting (i.e. before 2:00 p.m. on Thursday, February 25, 2021 for the purpose of the EGM, and before 2:30 p.m. on Thursday, February 25, 2021 for the purpose of the H Share Class Meeting) or any adjournments 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 EGM and the H Share Class Meeting or at any adjournments thereof should you so wish.

If you are an H Shareholder and intend to attend the EGM and the H Share Class Meeting in person or by proxy, you are requested to complete the reply slips attached to this circular in accordance with the instructions printed thereon and return the same to the Company's H Share Registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited, on or before Friday, February 5, 2021.

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

January 26, 2021

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## DEFINITIONS

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

“A Share Class Meeting”	the 2021 first A share class meeting of the Company to be held at 2:15 p.m. on Friday, February 26, 2021 or immediately after the conclusion of the EGM (whichever is later)
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“A Share(s)”	the ordinary shares of the Company, with a nominal value of RMB1.00 each, which are listed on the main board of the Shanghai Stock Exchange and traded in RMB
“A Shareholder(s)”	the registered holder(s) of A Shares
“Board” or “Board of Directors”	the board of Directors of the Company
“CSRC”	the China Securities Regulatory Commission
“Class Meetings”	the A Share Class Meeting and the H Share Class Meeting
“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 main board of the Shanghai Stock Exchange, respectively
“Company Law”	Company Law of the People’s Republic of China (2018 Revision)
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the 2021 second extraordinary general meeting of the Company to be held at 2:00 p.m. on Friday, February 26, 2021

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## DEFINITIONS

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“H Share Class Meeting”	the 2021 first H share class meeting of the Company to be held at 2:30 p.m. on Friday, February 26, 2021 or immediately after the conclusion of the EGM and the A Share Class Meeting or any adjournments thereof
“H Share(s)”	the overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the main board of the Hong Kong Stock Exchange and traded in HKD
“H Shareholder(s)”	holder(s) of the H Shares
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Issuance”	proposed issuance and placement of no more than 101,126,240 additional H Shares by the Company to qualified investors under the Specific Mandate
“HKD”	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
“Latest Practicable Date”	January 20, 2021, 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”	the People’s Republic of China, and for the purposes of this circular only, excluding Hong Kong, Macao Special Administrative Region and Taiwan region
“Rules of Procedure of the Board of Directors”	Rules of Procedure of the Board of Directors of the Company

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## DEFINITIONS

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“Rules of Procedure of General Meetings of Shareholders”	Rules of Procedure of General Meetings of Shareholders of the Company
“Share(s)”	shares of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	the shareholders of the Company, including the A Shareholders and the H Shareholders
“Specific Mandate”	the specific mandate in relation to the Issuance that the Company will seek for granting to the Board by the Shareholders at the EGM and the Class Meetings

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Cho Tak Wong (*Chairman of the Board*)  
Mr. Tso Fai (*Vice Chairman of the Board*)  
Mr. Ye Shu  
Mr. Chen Xiangming

*Non-executive Directors:*

Mr. Wu Shinong  
Ms. Zhu Dezhen

*Independent Non-executive Directors:*

Ms. Cheung Kit Man Alison  
Mr. Liu Jing  
Mr. Qu Wenzhou

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

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

*Principal place of business in Hong Kong:*

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

January 26, 2021

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED ISSUANCE OF ADDITIONAL H SHARES  
UNDER SPECIFIC MANDATE  
AND**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
CERTAIN CORPORATE GOVERNANCE POLICIES**

**I. INTRODUCTION**

References are made to the announcements of the Company dated January 9, 2021 in relation to the Issuance and the amendments to the Articles of Association, respectively. The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM and the Class Meetings.

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## LETTER FROM THE BOARD

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### II. THE ISSUANCE

In view of the fact that the Group has recorded nearly half of its revenue since 2019 from overseas businesses, the Board and the senior management of the Company would like to broaden the H Shareholder base and increase the proportion of H shares in the Company's equity structure, so as to further attract more international reputable investors with strategic value and improve equity structure of the Company. In addition, the Company expects that the PRC automobile industry will recover and rebound in 2021. By using the funds raised from the Issuance in its working capital, debt repayment, research and development projects and photovoltaic glass market expansion, the Company may further expand its businesses and optimize its capital structure. As such, on January 8, 2021, the Board resolved that according to the provisions of the Articles of Association, the Company proposed to issue and place not more than 101,126,240 additional H Shares to qualified investors, representing 20% of the total number of issued H Shares of the Company as at the date of the Board meeting. Subject to the approval of the Shareholders, the Issuance will proceed under the Specific Mandate.

#### 1. I P t I

The Issuance will be made under the Specific Mandate, and details of the issuance plan are as follows:

##### (I) C t S t

The Shares under the Issuance are the foreign shares issued overseas and listed on the Main Board of the Hong Kong Stock Exchange (i.e. H Shares) with a par value of RMB1 per Share.

##### (II) M t t

The Issuance is a placing of H Shares to qualified investors in accordance with the provisions of the Articles of Association. The Issuance is subject to the approval of the CSRC and is conditional upon the Hong Kong Stock Exchange granting approval for the listing of and permission to deal in the underlying Shares. Meanwhile, as for the Issuance, the Company undertakes to strictly comply with relevant domestic and overseas laws and regulations (including information disclosure requirements involving changes in equity, etc.) during the process of overseas issuance in multiple tranches.

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## LETTER FROM THE BOARD

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*(III) T t t t t*

The target subscribers of the Issuance will be the qualified investors independent of the Company and its connected persons (other than those restricted by law) in compliance with the requirements of the Hong Kong Stock Exchange, and all of them are entitled to subscribe for the H Shares of the Company under the Issuance in cash.

*(IV) I t*

Subject to compliance with applicable laws and regulations, the pricing of the Issuance is to be determined by the Company and the placing agent(s) in accordance with international practices and relevant rules of the Hong Kong Stock Exchange, taking full account of the interests of the existing Shareholders of the Company, on the basis of the international capital market conditions and with reference to the price trend of the Company's H Shares and the valuation level in the international market. The issue price of the Issuance shall not be less than 80% of the average closing price of the first five trading days prior to the date on which the placing or subscription price is determined, and shall conform with the PRC laws, regulations and practice.

In addition, according to Rule 7.27B of the Listing Rules, the Company may not undertake a specific mandate placing that would result in a theoretical dilution effect of 25% or more, unless the Stock Exchange found that there are exceptional circumstances. The Issuance would not result in a theoretical dilution effect (as defined in Rule 7.27B of the Listing Rules) of 25% or more for the 12 months immediately preceding the Latest Practicable Date.

The Company has not determined the minimum issue price at this preliminary stage. However, when determining the final price of the Issuance, the Company will pay close attention to the conditions of the international capital market, the price trend of the H Shares of the Company and the valuation level in the international market. It will select the appropriate time for the Issuance according to the above-mentioned pricing method, so as to ensure the fairness and reasonableness of the issue price of H Shares and reduce the impact of the price discount and dilution on the existing Shareholders.

*(V) N S t*

Subject to the approvals of the general meeting and the Class Meetings of the Company, the total number of additional H Shares proposed to be issued under the Issuance shall not exceed 101,126,240 Shares. The actual number of H Shares to be issued will be determined by the Company and the placing agent(s) according to market conditions, the capital requirements of the Company and the Listing Rules.



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## LETTER FROM THE BOARD

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**(VI) Distribution of Undistributed Profits Retained Prior to the Issuance**

All the Shareholders will be entitled to share in the Company's accumulated undistributed profits retained prior to the Issuance according to their respective shareholdings upon completion of the Issuance.

**(VII) Listing of New H Shares on the Main Board of the Hong Kong Stock Exchange**

The new H Shares under the Issuance will be listed on the Main Board of the Hong Kong Stock Exchange.

**(VIII) Use of Proceeds**

All the proceeds from the Issuance will be used to replenish the working capital, repay interest-bearing debts, invest in the research and development projects, optimize the Company's capital structure, and expand the photovoltaic glass market as well as for general corporate purposes.

The proportion of proceeds to be allocated to each specific usage and the considerations thereof are as follow:

- approximately 60% of the Issuance proceeds will be used to replenish the working capital and optimize the Group's capital structure — The Company expects the PRC automobile industry to recover and rebound in 2021. As one of the world's largest suppliers of automotive glass, the Company expects that the business volume of the Group will grow accordingly and, therefore, it is necessary to increase and replenish the working capital to meet the daily operating capital needs of the Group;
- approximately 15% of the Issuance proceeds will be used to repay interest-bearing debts — As of September 30, 2020, the Group's interest-bearing debts amounted to approximately RMB12,087.15 million, RMB9,102.15 million out of which were short-term loans due within 12 months, and RMB2,985 million were long-term loans due after 12 months. The Company will determine a specific loan repayment plan by using the Issuance proceeds, based on the debt structure (including but not limited to debt interest rate and maturity date) and capital needs of the Group upon completion of the Issuance. By partial repaying of its interest-bearing debts with the Issuance proceeds, the interest expenses of the Group will be reduced, and the capital structure and financial performance will be improved.
- approximately 15% of the Issuance proceeds will be used to invest in the research and development ("R&D") projects — The Company takes the lead in R&D innovation and technology as an industry leader in the automotive glass

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## LETTER FROM THE BOARD

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market. With the anticipated recovery and rebound of the PRC automobile industry in 2021, many automobile manufactures have speeded up launching new models. The Company will further increase the R&D investment to keep the pace with the development trend of CASE (namely connected, autonomous, shared and electrified) in the automobile industry, based on which, the Company will promote the technology application in automotive glass. The R&D direction of the Company includes but not limited to panoramic sunroof, display technology, signal reception, intelligent sensing, and lightweight and ultra-thin applications in automotive glass. The Company will continuously conduct R&D innovation and speed up its development.

- approximately 10% of the Issuance proceeds will be used to expand the photovoltaic glass market — the Company possesses the production technology for solar backplane glass, and currently manufactures and sells solar backplane glass through Fuyao Glass Illinois Co., Ltd., its wholly-owned subsidiary in the United States. The Company plans to use 10% of the proceeds for its further expansion of the domestic and international photovoltaic glass markets, including but not limited to market research, marketing and promotion and equipment upgrade, etc.

(IX) ~~V~~ ~~t~~ ~~t~~ ~~t~~ ~~t~~ ~~t~~ ~~t~~ ~~I~~ ~~t~~

The resolution in relation to the Issuance shall be valid for 12 months from the date on which the issuance plan of the Issuance is considered and passed at the general meeting and the Class Meetings of the Company. If the Company has obtained the approval or permission from or completed the filing or registration (if applicable) with regulatory authorities within the validity period of the resolution in relation to the Issuance at the general meeting and the Class Meetings, the Company may complete relevant work in relation to the Issuance of additional H Shares during the validity period as confirmed in such approval, permission, filing or registration issued by regulatory authorities in relation to the Issuance.

2. ~~S~~ ~~M~~ ~~t~~ ~~t~~ ~~B~~ ~~t~~ ~~A~~ ~~t~~ ~~P~~ ~~t~~ ~~D~~ ~~t~~ ~~I~~ ~~t~~  
~~F~~ ~~D~~ ~~t~~

As at the Latest Practicable Date, the total number of issued Shares of the Company is 2,508,617,532 Shares, comprising 2,002,986,332 A Shares and 505,631,200 H Shares. Pursuant to the issuance plan of the Issuance, assuming that 101,126,240 H Shares are fully issued, it represents (i) approximately 20% of the existing issued H Shares and 4.03% of the total existing issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 16.67% of the enlarged issued H Shares and approximately 3.87% of the total enlarged issued share capital of the Company upon completion of the Issuance. The Issuance is proposed to be made under the Specific Mandate, and pursuant to the Articles of Association and Rule 19A.38 of the Listing Rules, the Company shall seek the approvals of the Shareholders for the grant of the Specific Mandate for the purpose of the Issuance.

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## LETTER FROM THE BOARD

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In this regard, the Board seeks the approvals from the Shareholders at the EGM and the Class Meetings to grant the Special Mandate to the Board to issue not more than 101,126,240 H Shares to the qualified investors independent of the Company and its connected persons in accordance with the plan for the Issuance and the pricing method for the issue price as approved by the Shareholders.

In addition, in order to facilitate the smooth implementation of the Issuance, the Board proposed to the EGM to grant authorization to Mr. Cho Tak Wong, the chairman of the Board, or Mr. Ye Shu, the general manager of the Company, either of whom shall have the right to deal with and decide, at his full discretion, the specific matters regarding the Issuance, including but not limited to:

1. deal with the procedures such as consideration, registration, filing, approval and consent to the relevant regulatory departments, institutions and stock exchanges in the PRC and abroad with regard to the Issuance, and apply for the listing and trading of H Shares to be issued under the Issuance on the main board of the Hong Kong Stock Exchange;
2. consider, approve and execute the agreements (including but not limited to the placing agreement and its amendment and supplement) and documents (including but not limited to the relevant filing documents submitted to the CSRC and the official listing application for the issuance of H Shares (Form C1)) regarding the Issuance, publish all announcements (including but not limited to the announcement on the placing and the announcement on the completion of the placing) related to the Issuance, next day disclosure return, relevant waivers of disclosure and other relevant documents) related to the Issuance, and approve the execution, implementation, amendment and supplement of relevant agreements and documents;
3. decide the target subscribers and number of Shares to be issued according to the specific situation of the Issuance;
4. decide, at his full discretion, the time of issuance of the Issuance;
5. appoint the legal counsel(s), placing agent(s), settlement agent and other intermediaries to conduct the Issuance and negotiate their terms of engagement;
6. approve the matters relating to the Issuance and allocate and issue the H Shares to all eligible places;

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## LETTER FROM THE BOARD

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7. handle the Company's bank account opening procedure with bank(s);
8. authorize and instruct the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, to record the names and particulars of the newly H Shareholders or HKSCC Nominees Limited (if applicable) onto and manage the register of members of the Company;
9. perform and execute (no matter whether the official seal of the Company is needed or not) all acts, matters, deeds, documents and other related matters necessary, appropriate, desirable and relevant for the matters discussed and approved under the Issuance, and delegate the power stated in this item to any Director of the Company for handling and implementing all relevant acts and matters necessary or desirable to the resolutions passed under the Issuance on behalf of the Company;
10. amend the relevant articles of the Articles of Association as appropriate and necessary according to the actual situation of the Issuance upon the completion of the Issuance, so as to reflect the changes in the shareholding structure of the Company due to the Issuance;
11. execute the relevant documents and authorize the specific handling personnel to apply for managing the modification registration and filing procedures of the registered capital and the Articles of Association to the commercial competent department (if necessary) and market regulatory authority and take other necessary actions upon the completion of the Issuance;
12. take all necessary actions for managing and handling the matters relevant to the Issuance.

The Specific Mandate shall be valid for 12 months from the date on which the plan for the Issuance is considered and approved at the EGM and the Class Meetings. If the Company has obtained the approval or permission from, or completed the filing or registration (if applicable) with regulatory authorities within the validity period of the resolution in relation to the Issuance at the general meeting and the Class Meetings, the validity period of the Specific Mandate shall be the period as confirmed in such approval, permission, filing or registration issued by regulatory authorities.

### 3. F - ~~X~~ A t t t C ~~X~~ t P~~X~~t 12 M t

The Directors confirm that the Company has not conducted any fund-raising activities involving the issue of its equity securities in the 12 months immediately preceding the Latest Practicable Date.

## LETTER FROM THE BOARD

### 4. Issuance of Shares to the Company

Assuming that, save for the Issuance, there is no other change in the total issued share capital of the Company from the Latest Practicable Date to the completion date of the Issuance, (1) as at the Latest Practicable Date; and (2) immediately after the completion of the proposed Issuance (assuming that 101,126,240 H Shares are fully issued), the shareholding structures of the Company are set out as follows:

	As at Latest Practicable Date	As at Issuance	As at Issuance	As at Issuance
	Number of Shares	Percentage	Number of Shares	Percentage
A Shares	2,002,986,332	79.84%	2,002,986,332	76.75%
including:				
Mr. Cho Tak Wong <sup>(2)</sup>	314,828	0.01%	314,828	0.01%
Sanyi Development Limited <sup>(2)</sup>	390,578,816	15.57%	390,578,816	14.97%
Fujian Yaohua Industrial Village Development Co., Ltd. <sup>(2)</sup>	34,277,742	1.37%	34,277,742	1.31%
Homekiu Overseas Holdings Limited <sup>(3)</sup>	12,086,605	0.48%	12,086,605	0.46%
A Shares (held by the public Shareholders)	1,565,728,341	62.41%	1,565,728,341	60.00%
H Shares (held by the public Shareholders)	505,631,200	20.16%	606,757,440	23.25%
<b>Total</b>	<b>2,508,617,532</b>	<b>100.00%</b>	<b>2,609,743,772</b>	<b>100.00%</b>

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## LETTER FROM THE BOARD

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*Notes:*

- (1) Certain amounts and percentage figures in the table above have been rounded to the nearest whole figures. The discrepancies between the total amounts and the amounts shown in the table are due to rounding.
- (2) Mr. Cho Tak Wong directly holds 314,828 A Shares (long position) and indirectly holds 390,578,816 A Shares (long position) through Sanyi Development Limited. In addition, Mr. Cho Tak Wong is deemed to be interested in the 34,277,742 A Shares (long position) indirectly held by his spouse, Ms. Chan Fung Ying.
- (3) Mr. Tso Fai indirectly holds 12,086,605 A Shares (long position) through Homekiu Overseas Holdings Limited.

**5. Other Financing Methods**

The Board had also considered to raise funds through other equity financing methods, including rights issue and public offering. The Board is of the view that it is more difficult for the rights issue and public offering of H Shares to achieve the goal of attracting new long-term or strategic investors and it will also involve a higher transaction cost. In respect to the debt financing, given that the fund-raising activities principally aims at enhancing the capital base of the Company, the Board is of the view that the equity financing is more in the long-term interests of the Company than the debt financing.

Relevant resolutions of the Issuance shall be submitted to the EGM and the Class Meetings for consideration and approval, and meanwhile, shall also be subject to the approval of the CSRC. The Company will apply for the approval of the listing and trading of all H Shares to the Listing Committee of Hong Kong Stock Exchange.

**6. Appointment of Placing Agent**

The Company has engaged UBS AG Hong Kong Branch to act as a placing agent for the Issuance and expects to enter into a formal placing agreement with it in due course, although details of the transaction (including the issue price and placing arrangement) are yet to be finalized.

Since the Board has considered the appointment of UBS AG Hong Kong Branch as the placing agent for the Issuance, the Board has resolved to submit the relevant resolutions to the EGM and the Class Meetings for consideration and approval, and meanwhile, shall also be subject to the approval of the CSRC and the Listing Committee of Hong Kong Stock Exchange. The Company will apply for the approval of the listing and trading of all H Shares to the Listing Committee of Hong Kong Stock Exchange.

## LETTER FROM THE BOARD

### III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On January 8, 2021, the Board of the Company approved the resolution in relation the proposed amendments to certain articles of the Articles of Association. The amendments were made mainly according to the provisions under the Company Law, the Securities Law of the People’s Republic of China, 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 (Guo Han [2019] No. 97), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (revised in April 2019), and by taking into account the actual business needs of the Company. The amendments to the Articles of Association will take effect upon the approvals at the EGM and the Class Meetings.

The proposed amendments to the Articles of Association are specified as follows:

C	t	A
<p>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 Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Guidelines on Articles of Association of Listed Companies (hereinafter referred to as the “Guidelines on Articles”), Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant requirements in the People’s Republic of China (the “PRC”, for</p>	<p>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 Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”),</p>	<p>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 Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”),</p> <p><del>t R t St t C t</del>  <del>A t t t P A</del>  <del>t t N t P C G</del>  <del>M t S t Ot M</del>  <del>A t t C t L t A</del>,</p> <p>the Guidelines on Articles of Association of Listed Companies (hereinafter referred to as the “Guidelines on Articles”), Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong</p>





**LETTER FROM THE BOARD**

C	t	A
<p>Article 81</p> <p>Shareholders individually or jointly holding more than three percent of shares of the Company may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the shareholders' general meeting. The convenor shall issue a supplementary notice of shareholders' general meeting within two days of receiving the proposals to publish particulars of the provisional proposals, and shall submit the provisional proposals to the shareholders' general meeting for consideration.</p> <p>.....</p>	<p>Article 81</p> <p>Shareholders individually or jointly holding more than three percent of shares of the Company may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the shareholders' general meeting _____</p> <p>_____ ,</p> <p>_____ . The convenor shall issue a supplementary notice of shareholders' general meeting within two days of receiving the proposals to publish particulars of the provisional proposals, and shall submit the provisional proposals to the shareholders' general meeting for consideration.</p> <p>.....</p>	<p>Article 81</p> <p>Shareholders individually or jointly holding more than three percent of shares of the Company may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the shareholders' general meeting _____</p> <p>_____ ,</p> <p>_____ . The convenor shall issue a supplementary notice of shareholders' general meeting within two days of receiving the proposals to publish particulars of the provisional proposals, and shall submit the provisional proposals to the shareholders' general meeting for consideration.</p> <p>.....</p>
<p>Article 82 To hold a shareholders' general meeting, the Company shall issue a written notice stating the matters intended to be considered and the date and venue of the meeting to shareholders who are in the register forty-five days prior to the meeting. Shareholders who intend to attend the shareholders' general meeting shall serve a written reply on attending the meeting to the Company twenty days prior to the meeting.</p> <p>The date on which the meeting is convened and held shall not be included when calculating the starting term.</p>	<p>Article 82 T _____</p> <p>_____ , t C _____</p> <p>_____ t _____</p> <p>_____ t _____</p> <p>_____ t _____</p> <p>_____ t _____</p> <p>_____ ; t _____</p> <p>_____ , t C _____</p> <p>_____ t _____</p> <p>_____ ( _____ ) _____</p> <p>_____ .</p> <p>The date on which the meeting is convened and held shall not be included when calculating the starting term.</p>	<p>Article 82 T _____</p> <p>_____ , t C _____</p> <p>_____ t _____</p> <p>_____ t _____</p> <p>_____ t _____</p> <p>_____ t _____</p> <p>_____ ; t _____</p> <p>_____ , t C _____</p> <p>_____ t _____</p> <p>_____ ( _____ ) _____</p> <p>_____ .</p> <p>The date on which the meeting is convened and held shall not be included when calculating the starting term.</p>

**LETTER FROM THE BOARD**

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<p>Article 83 B t tt  t t t t  t t , t C t t t t  t t t t t t  t t t t t t  t tt t t . I t t t t  t t t t t t  t t t t t t  t tt t t t t t t  t t t t t C t  t t t t , t C t t  t t ' t t . I t  t t tt t t t t t  t t t t t t t t ,  t C t t t t t t  t t t t t tt  t t t t t t t t  t t t t t t t t  t t . O t t  t t t C t t t  t t ' t t .</p> <p>Matters not stated in an announcement may not be decided at an extraordinary general meeting.</p>	<p>Article 83 Matters not stated in an announcement may not be decided at an extraordinary general meeting.</p>

**LETTER FROM THE BOARD**

C t	A
<p>Article 86 Unless otherwise prescribed by the Articles of Association, the notice of a general meeting of shareholders shall be served on shareholder (whether or not such shareholder is entitled to vote at the general meeting of shareholders) by personal delivery or pre-paid mail to the address of the shareholder as shown in the register of shareholders. For the domestic shareholders, the notice of a general meeting of shareholders can also be served by means of public announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers designated by the securities regulatory authority of the place where the Company is listed _____ t _____            _____ t _____ (45) _____ t _____ t _____ (50)            _____ t t _____ t _____ t _____. All holders of the domestic shares shall be deemed to have received the notice of the relevant general meeting of shareholders upon the publication of such announcement.</p> <p>.....</p>	<p>Article 86 Unless otherwise prescribed by the Articles of Association, the notice of a general meeting of shareholders shall be served on shareholder (whether or not such shareholder is entitled to vote at the general meeting of shareholders) by personal delivery or pre-paid mail to the address of the shareholder as shown in the register of shareholders. For the domestic shareholders, the notice of a general meeting of shareholders can also be served by means of public announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers designated by the securities regulatory authority of the place where the Shares of the Company are listed. All holders of the domestic shares shall be deemed to have received the notice of the relevant general meeting of shareholders upon the publication of such announcement.</p> <p>.....</p>
<p>Article 137 In the following conditions, rights of a class of shareholders shall be deemed to have been changed or abrogated:</p> <p>.....</p>	<p>Article 137 In the following conditions, rights of a class of shareholders shall be deemed to have been changed or abrogated:</p> <p>.....</p> <p>N _____ t q            _____ t _____            _____ t _____            _____ , _____ t t t            _____ t C _____ ' t _____            t , _____ t t            _____ t _____ t            _____ t t _____ .</p>

**LETTER FROM THE BOARD**

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<p>Article 140 Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders 45 days before the date of the class meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement or in other manners as stipulated in these Articles of Association, if applicable. The Company may then hold the class meeting after such public announcement or such notice in other manners as stipulated in these Articles of Association, if applicable, has been made.</p>	<p>Article 140</p> <p><u>A t</u> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <u>t</u></p> <p><input checked="" type="checkbox"/> <u>t</u> <u>t t t</u></p> <p><input checked="" type="checkbox"/> <u>t</u> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/></p> <p><u>t</u> <u>A t</u> <u>82</u> <u>t</u> <u>A t</u></p> <p><u>A</u> <input checked="" type="checkbox"/> <u>t</u> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/></p> <p><u>t</u> <input checked="" type="checkbox"/> <u>t</u> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <u>t</u></p> <p><u>t</u> <input checked="" type="checkbox"/> <u>t</u> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/></p> <p><u>t</u> <input checked="" type="checkbox"/> <u>t</u> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/></p> <p><u>t</u> <input checked="" type="checkbox"/> <u>t</u> .</p>	

**LETTER FROM THE BOARD**

C	t	A
Article 158	Article 158	Article 158
<p>Any connected transaction between the Company and the connected natural person involving an amount less than RMB300,000 and any connected transaction between the Company and the connected legal person involving an amount less than RMB3 million and less than 0.5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the general manager of the Company. The Company shall not provide borrowings for the directors, supervisors and senior executives directly or through subsidiaries.</p> <p>Any connected transaction between the Company and the connected natural person involving over RMB300,000 (inclusive) but less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company. Any connected transaction between the Company and the connected legal person involving over RMB3 million (inclusive) or accounting for over 0.5% (inclusive) of the absolute value of the latest audited net assets of the Company but involving less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company.</p> <p>.....</p>	<p>Any connected transaction between the Company and the connected natural person involving an amount less than RMB300,000 and any connected transaction between the Company and the connected legal person involving an amount less than RMB3 million ___ less than 0.5 % of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the general manager of the Company. The Company shall not provide borrowings for the directors, supervisors and senior executives directly or through subsidiaries.</p> <p>Any connected transaction between the Company and the connected natural person involving over RMB300,000 (inclusive) but less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company. Any connected transaction between the Company and the connected legal person involving over RMB3 million (inclusive) <del>___</del> accounting for over 0.5% (inclusive) of the absolute value of the latest audited net assets of the Company but involving less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company.</p> <p>.....</p>	<p>Any connected transaction between the Company and the connected natural person involving an amount less than RMB300,000 and any connected transaction between the Company and the connected legal person involving an amount less than RMB3 million ___ less than 0.5 % of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the general manager of the Company. The Company shall not provide borrowings for the directors, supervisors and senior executives directly or through subsidiaries.</p> <p>Any connected transaction between the Company and the connected natural person involving over RMB300,000 (inclusive) but less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company. Any connected transaction between the Company and the connected legal person involving over RMB3 million (inclusive) <del>___</del> accounting for over 0.5% (inclusive) of the absolute value of the latest audited net assets of the Company but involving less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company.</p> <p>.....</p>

**LETTER FROM THE BOARD**

C t	A
<p>Article 169 Voting of the Board of Directors shall be conducted by a show of hands or name-recording ballots.</p> <p>W t B t D t ,  t t t t t  t t t , t t t t , t  t t t t t t t  q t t t  t t t t  t t t t  t t t t .</p> <p>Unless otherwise provided by the laws, regulations and regulatory documents, a resolution can be considered and resolved by correspondence at the provisional board meeting, with the resolution signed by the participating directors, provided that all directors can fully express their opinions.</p>	<p>Article 169 Voting of the Board of Directors shall be conducted by a show of hands or name-recording ballots.</p> <p>Unless otherwise provided by the laws, regulations and regulatory documents, a resolution can be considered and resolved by correspondence at the provisional board meeting, with the resolution signed by the participating directors, provided that all directors can fully express their opinions.</p>
<p>Article 179 The Board of Directors of the Company establishes certain special committees such as the Strategic Development Committee, the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee.</p> <p>Special committees shall only comprise of directors, independent directors shall constitute the majority of the Nomination Committee and the Remuneration and Appraisal Committee and the convener (head/chairman) shall be independent directors. The Audit Committee shall comprise of three independent directors, among which at least one independent director shall be an accounting professional, and the convener (head/chairman) shall be the independent directors.</p>	<p>Article 179 The Board of Directors of the Company establishes certain special committees such as the Strategic Development Committee, the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee.</p> <p>Special committees shall only comprise of directors, independent directors shall constitute the majority of the Nomination Committee and the Remuneration and Appraisal Committee and the convener (head/chairman) shall be independent directors; t A t C tt  t t t , t  t t t t t  t t t , among which at least one independent director shall be an accounting professional, and the convener (head/chairman) shall be the independent director.</p>

**LETTER FROM THE BOARD**

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Article 255	Unless otherwise stipulated in the Articles of Association, the notices of general meetings, information and written statements of the Company to holders of overseas listed foreign shares shall be delivered by any of the following methods <del>☒ t 45 ☒ t</del> <del>☒ t t t</del> : .....	Article 255 Unless otherwise stipulated in the Article s of Association, the notices of general meetings, information and written statements of the Company to holders of overseas listed foreign shares shall be delivered by any of the following methods: .....
Article 288	Definitions .....	Article 288 Definitions .....  (IV) <del>A ☒ t t</del> <del>A t A ☒ t t t</del> <del>t H K St</del> <del>E ☒ t</del> <del>t .</del>

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

**LETTER FROM THE BOARD**

**IV. PROPOSED AMENDMENT TO THE RULES OF PROCEDURES OF GENERAL MEETINGS OF SHAREHOLDERS**

In light of the above-mentioned proposed amendments to the Articles of Association, the Company proposes to make the corresponding amendments to the Rules of Procedures of General Meetings of Shareholders. Such amendments will take effect upon obtaining the approvals at the EGM.

The proposed amendments to the Rules of Procedures of General Meetings of Shareholders are as follow:

C	t	A
<p>Article 1 In order to regulate the conduct of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”) and to ensure the lawful exercise of powers and functions at general meetings of the Company, the following rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing Shareholders’ General Meetings of Listed Companies (Zheng Jian Fa [2006] No. 21) issued by the China Securities Regulatory Commission (hereinafter referred to as “CSRC”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other</p>	<p>Article 1 In order to regulate the conduct of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”) and to ensure the lawful exercise of powers and functions at general meetings of the Company, the following rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), <u>t R</u> <u>t St</u><u>t C</u>      <u>t A</u>   <u>t t t</u> <u>P</u>      <u>A</u>   <u>t t N t P</u> <u>C</u>      <u>G</u>   <u>M t S</u> <u>O t M t A</u>   <u>t t</u> <u>C</u>   <u>L t A</u> , Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing Shareholders’ General Meetings of Listed Companies (Zheng Jian Fa [2006] No. 21) issued by the China</p>	<p>Article 1 In order to regulate the conduct of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”) and to ensure the lawful exercise of powers and functions at general meetings of the Company, the following rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), <u>t R</u> <u>t St</u><u>t C</u>      <u>t A</u>   <u>t t t</u> <u>P</u>      <u>A</u>   <u>t t N t P</u> <u>C</u>      <u>G</u>   <u>M t S</u> <u>O t M t A</u>   <u>t t</u> <u>C</u>   <u>L t A</u> , Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing Shareholders’ General Meetings of Listed Companies (Zheng Jian Fa [2006] No. 21) issued by the China</p>



**LETTER FROM THE BOARD**

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	<p>relevant laws, administrative rules, regulations and normative documents in the People’s Republic of China (the “PRC”, for the rules, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan region) and the provisions of the Articles of Association of Fuyao Glass Industry Group Co., Ltd. (the “Articles of Association”), taking into consideration the actual conditions of the Company.</p>	<p>Securities Regulatory Commission (hereinafter referred to as “CSRC”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant laws, administrative rules, regulations and normative documents in the People’s Republic of China (the “PRC”, for the rules, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan region) and the provisions of the Articles of Association of Fuyao Glass Industry Group Co., Ltd. (the “Articles of Association”), taking into consideration the actual conditions of the Company.</p>
Article 15	<p>Shareholders individually or jointly holding more than three percent of shares of the Company may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the shareholders’ general meeting. The convenor shall issue a supplementary notice of shareholders’ general meeting within two days of receiving the proposals to publish particulars of the provisional proposals.</p> <p>.....</p>	<p>Article 15</p> <p>Shareholders individually or jointly holding more than three percent of shares of the Company may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the shareholders’ general meeting _____</p> <p>_____ ,</p> <p>_____ . The convenor shall issue a supplementary notice of shareholders’ general meeting within two days of receiving the proposals to publish particulars of the provisional proposals.</p> <p>.....</p>

**LETTER FROM THE BOARD**

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<p>Article 16 To hold a shareholders' general meeting, the Company shall issue a written notice stating the matters intended to be considered and the date and venue of the meeting to shareholders who are in the register forty-five days prior to the meeting. Shareholders who intend to attend the shareholders' general meeting shall serve a written reply on attending the meeting to the Company twenty days prior to the meeting.</p> <p>The date on which the meeting is convened and held shall not be included when calculating the starting term.</p>	<p>Article 16 T <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p> <p>t ,t C <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> t</p> <p><del>t</del> t <del>t</del> t <input type="checkbox"/> t</p> <p><del>t</del> <del>t</del> t t t <input type="checkbox"/></p> <p><del>t</del> <input type="checkbox"/> t <input type="checkbox"/> t t</p> <p>t ;t <input type="checkbox"/> t <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p> <p>t ,t C <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> t</p> <p><del>t</del> t <input type="checkbox"/> t <input type="checkbox"/> t</p> <p><input type="checkbox"/> ( <input type="checkbox"/> ) t t</p> <p>t .</p> <p>The date on which the meeting is convened and held shall not be included when calculating the starting term.</p>
<p>Article 17 <del>B</del> t <del>t</del> <del>t</del></p> <p><del>t</del> t <input type="checkbox"/> t <input type="checkbox"/> <input type="checkbox"/></p> <p><del>t</del> t ,t C <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <del>t</del></p> <p>t <input type="checkbox"/> <del>t</del> t t t</p> <p>t t <input type="checkbox"/> <input type="checkbox"/> t</p> <p>t <del>t</del> t t . I t t t <del>t</del></p> <p>t <input type="checkbox"/> <del>t</del> t t t</p> <p>t t t <input type="checkbox"/> <input type="checkbox"/> t</p> <p>t <del>t</del> t t <input type="checkbox"/> t <input type="checkbox"/> <input type="checkbox"/></p> <p>t t <del>t</del> <input type="checkbox"/> t C <input type="checkbox"/></p> <p><del>t</del> t t ,t C <input type="checkbox"/> <input type="checkbox"/></p> <p>t <input type="checkbox"/> , <input type="checkbox"/> t . I t</p> <p>t t <del>t</del> t t <input type="checkbox"/> <input type="checkbox"/> t</p> <p>t t <input type="checkbox"/> <input type="checkbox"/> <del>t</del> t t ,</p> <p>t C <input type="checkbox"/> <input type="checkbox"/> <del>t</del> t <input type="checkbox"/> t</p> <p><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> t <del>t</del></p> <p>t <del>t</del> t t <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p> <p>t <del>t</del> <input type="checkbox"/> t <del>t</del></p> <p><input type="checkbox"/> t. O <input type="checkbox"/> t <input type="checkbox"/></p> <p><input type="checkbox"/> t,t C <input type="checkbox"/> <input type="checkbox"/> t</p> <p><input type="checkbox"/> , <input type="checkbox"/> t .</p> <p>Matters not stated in an announcement may not be decided at an extraordinary general meeting.</p>	<p>Article 17 Matters not stated in an announcement may not be decided at an extraordinary general meeting.</p>



**LETTER FROM THE BOARD**

<b>C t</b>	<b>A</b>
<p>Article 52 Resolutions of a general meeting shall consist of ordinary resolutions and special resolutions, of which:</p> <p>.....</p> <p>(II) The following issues shall be approved by special resolutions at a general meeting:</p> <ol style="list-style-type: none"> <li>1. increase or reduction in the registered capital of the Company and the issue of shares of any class, warrants and other similar securities;</li> <li>2. issue of corporate bonds;</li> <li>3. split-up, merger, dissolution and liquidation of the Company;</li> <li>4. amendments to the Articles of Association;</li> <li>5. the Company's acquisition or disposal of major assets or guarantee for any obligation within one year in an aggregate amount exceeding 30% of the latest audited total assets of the Company;</li> <li>6. repurchase of shares of the Company;</li> <li>7. equity incentive scheme;</li> <li>8. any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</li> </ol> <p>.....</p>	<p>Article 52 Resolutions of a general meeting shall consist of ordinary resolutions and special resolutions, of which:</p> <p>.....</p> <p>(II) The following issues shall be approved by special resolutions at a general meeting:</p> <ol style="list-style-type: none"> <li>1. increase or reduction in the registered capital of the Company and the issue of shares of any class, warrants and other similar securities;</li> <li>2. issue of corporate bonds;</li> <li>3. split-up, merger, dissolution and liquidation of the Company;</li> <li>4. amendments to the Articles of Association;</li> <li>5. the Company's acquisition or disposal of major assets or guarantee for any obligation within one year in an aggregate amount exceeding 30% of the latest audited total assets of the Company;</li> <li>6. <u>          <del>  </del>                                  <del>  </del>                                  t</u> <u>C   <del>  </del>                                  t t                                  t</u> <u>  t                  t                  <del>  </del>t<del>  </del>                  t</u> <u>C   <del>  </del> ;</u></li> <li>7. equity incentive scheme;</li> <li>8. any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</li> </ol> <p>.....</p>

**LETTER FROM THE BOARD**

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<p>Article 62 In the following conditions, rights of a class of shareholders shall be deemed to have been changed or abrogated:</p> <p>.....</p>	<p>Article 62 In the following conditions, rights of a class of shareholders shall be deemed to have been changed or abrogated:</p> <p>.....</p> <p>N <del>  </del> <del>  </del> <del>  </del> <del>  </del> t q</p> <hr/> <p><del>  </del> <del>  </del> <del>  </del> <del>  </del> t <del>  </del></p> <hr/> <p><del>  </del> t <del>  </del> <del>  </del></p> <hr/> <p><del>  </del> <del>  </del> <del>  </del> , <del>  </del> t t</p> <hr/> <p>t <del>  </del> <del>  </del> t t t</p> <hr/> <p>C <del>  </del> <del>  </del> t , <del>  </del> t t</p> <hr/> <p><del>  </del> t <del>  </del> <del>  </del></p> <hr/> <p><del>  </del> <del>  </del> t t <del>  </del> t <del>  </del>.</p>

**LETTER FROM THE BOARD**

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<p>Article 65 Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders 45 days before the date of the class meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.</p>	<p>Article 65 <u>W t C</u> <del>W</del></p> <p><del>W</del> <del>W</del> <u>t</u> , <del>W</del> <u>t</u> <del>W</del></p> <hr/> <p><del>W</del> <del>t</del> <del>t</del> <u>t</u> <u>q</u> <u>t</u> <del>W</del> <u>t</u></p> <hr/> <p><u>t</u> <del>W</del> <u>t</u> <del>W</del> <u>A t</u> <b>16</b></p> <hr/> <p><u>t</u> <u>t</u> <del>W</del> <del>W</del> <del>W</del> <del>W</del></p> <hr/> <p><u>t</u> <del>W</del> <u>t</u> <del>W</del> <u>t</u> <del>W</del> <u>t</u></p> <hr/> <p><u>t</u> <del>W</del> <u>t</u> <del>W</del> <u>t</u> <del>W</del> <u>t</u></p> <hr/> <p><u>t</u> <del>W</del> <u>t</u> <u>t</u> , <del>W</del> <u>t</u> <del>W</del></p> <hr/> <p><del>W</del> <u>t</u> <del>W</del> <u>t</u> .</p>	
<p>Article 70 The “above”, “within” and “below” referred to herein shall be inclusive of the stated figure; while “other than”, “lower than” and “more than” are not inclusive of the stated figure.</p>	<p>Article 70 The “above” and “within” referred to herein shall be inclusive of the stated figure; while “other than”, “lower than” and “more than” are not inclusive of the stated figure.</p> <p><u>A</u> <del>W</del> <del>W</del> <u>t</u> <u>t</u> <b>R</b></p> <hr/> <p><del>W</del> <del>W</del> <del>W</del> <del>W</del> <del>W</del> <u>t</u> <b>H</b> <b>K</b></p> <hr/> <p><u>St</u> <b>E</b> <del>W</del> <u>t</u></p> <hr/> <p><del>W</del> <u>t</u> .</p>	

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

**LETTER FROM THE BOARD**

**V. RESOLUTION ON PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS**

Pursuant to the provisions under the Company Law, the Code of Corporate Governance for Listed Companies, the Detailed Rules for Implementation of the Buyback of Shares by Listed Companies on the Shanghai Stock Exchange, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (as revised in April 2019) and other relevant laws and regulations, and based on the Company’s actual operation needs, the Resolution on Amendments to the Rules of Procedure of the Board of Directors was considered and approved at the 18th meeting of the Board held on January 8, 2021, pursuant to which, it was proposed to amend the Rules of Procedure of the Board of Directors covering such articles as related to buyback of shares and authority to approve connected transactions. The relevant amendments will take effect upon approvals at the EGM.

Specific amendments to the Rules of Procedure of the Board of Directors are as follows:

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Article 3	The Board of Directors shall exercise the following powers:  .....	Article 3 The Board of Directors shall exercise the following powers:  .....
(16)	Exercising other powers conferred by the laws, administrative regulations, departmental rules or provisions of the Articles of Association and shareholders’ general meeting.  The Board of Directors may resolve on the issues specified in the preceding paragraphs by approval of more than half of the directors save for the issues specified in Items (6), (7), (12) and by laws, administrative regulations and the Articles of Association, of which approval by more than two thirds of the directors is required. Issues beyond the scope authorized by the general meeting shall be submitted to the general meeting for consideration.	(16) <del>P</del> <del>t</del> <del>It</del> <del>shall</del> <del>be</del> <del>exercised</del> <del>by</del> <del>the</del> <del>Board</del> <del>of</del> <del>Directors</del> <del>to</del> <del>exercise</del> <del>the</del> <del>following</del> <del>powers</del> <del>:</del> <del>the</del> <del>laws</del> <del>,</del> <del>administrative</del> <del>regulations</del> <del>,</del> <del>departmental</del> <del>rules</del> <del>or</del> <del>provisions</del> <del>of</del> <del>the</del> <del>Articles</del> <del>of</del> <del>Association</del> <del>and</del> <del>shareholders’</del> <del>general</del> <del>meeting</del> <del>.</del> <del>The</del> <del>Board</del> <del>of</del> <del>Directors</del> <del>may</del> <del>resolve</del> <del>on</del> <del>the</del> <del>issues</del> <del>specified</del> <del>in</del> <del>the</del> <del>preceding</del> <del>paragraphs</del> <del>by</del> <del>approval</del> <del>of</del> <del>more</del> <del>than</del> <del>half</del> <del>of</del> <del>the</del> <del>directors</del> <del>save</del> <del>for</del> <del>the</del> <del>issues</del> <del>specified</del> <del>in</del> <del>Items</del> <del>(6)</del> <del>,</del> <del>(7)</del> <del>,</del> <del>(12)</del> <del>and</del> <del>by</del> <del>laws</del> <del>,</del> <del>administrative</del> <del>regulations</del> <del>and</del> <del>the</del> <del>Articles</del> <del>of</del> <del>Association</del> <del>,</del> <del>of</del> <del>which</del> <del>approval</del> <del>by</del> <del>more</del> <del>than</del> <del>two</del> <del>thirds</del> <del>of</del> <del>the</del> <del>directors</del> <del>is</del> <del>required</del> <del>.</del> <del>Issues</del> <del>beyond</del> <del>the</del> <del>scope</del> <del>authorized</del> <del>by</del> <del>the</del> <del>general</del> <del>meeting</del> <del>shall</del> <del>be</del> <del>submitted</del> <del>to</del> <del>the</del> <del>general</del> <del>meeting</del> <del>for</del> <del>consideration</del> <del>.</del>
		(17) Exercising other powers conferred by the laws, administrative regulations, departmental rules or provisions of the Articles of Association and shareholders’ general meeting.

**LETTER FROM THE BOARD**

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		<p>The Board of Directors may resolve on the issues specified in the preceding paragraphs by approval of more than half of the directors save for the issues specified in Items (6), (7), (12) and by laws, administrative regulations and the Articles of Association, of which approval by more than two thirds of the directors is required. Issues beyond the scope authorized by the general meeting shall be submitted to the general meeting for consideration.</p>
<p>Article 5 .....</p> <p>A single donation or sponsorship involving over RMB30 million but not more than RMB60 million, and those involving a cumulative amount of not more than RMB70 million in a fiscal year shall be subject to consideration and approval by the Board of Directors. A single donation or sponsorship involving over RMB60 million or those involving a cumulative amount of more than RMB70 million in a fiscal year shall be subject to consideration and approval at the general meeting of the Company. Any connected transaction between the Company and the connected natural person involving an amount less than RMB300,000 and any connected transaction between the Company and the connected legal person involving an amount less than RMB3 million and less than 0.5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the general manager of the Company. The Company shall not provide borrowings for directors, supervisors and senior executives directly or through subsidiaries.</p>		<p>Article 5 .....</p> <p>A single donation or sponsorship involving over RMB30 million but not more than RMB60 million, and those involving a cumulative amount of not more than RMB70 million in a fiscal year shall be subject to consideration and approval by the Board of Directors. A single donation or sponsorship involving over RMB60 million or those involving a cumulative amount of more than RMB70 million in a fiscal year shall be subject to consideration and approval at the general meeting of the Company. Any connected transaction between the Company and the connected natural person involving an amount less than RMB300,000 and any connected transaction between the Company and the connected legal person involving an amount less than RMB3 million __ less than 0.5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the general manager of the Company. The Company shall not provide borrowings for directors, supervisors and senior executives directly or through subsidiaries.</p>



**LETTER FROM THE BOARD**

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<p>Any connected transaction between the Company and the connected natural person involving over RMB300,000 (inclusive) but less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company. Any connected transaction between the Company and the connected legal person involving over RMB3 million (inclusive) or accounting for over 0.5% (inclusive) of the absolute value of the latest audited net assets of the Company but involving less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company.</p> <p>.....</p>		<p>Any connected transaction between the Company and the connected natural person involving over RMB300,000 (inclusive) but less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company. Any connected transaction between the Company and the connected legal person involving over RMB3 million (inclusive) and accounting for over 0.5% (inclusive) of the absolute value of the latest audited net assets of the Company but involving less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company.</p> <p>.....</p>
<p>Article 26 In accordance with the relevant resolutions in general meeting, the Board of Directors set up special committees including Strategic Development Committee, Audit Committee, Nomination Committee, and Remuneration and Appraisal Committee.</p> <p>All such committees shall consist of directors. The majority of the members of the nomination committee and the remuneration and assessment committee shall be independent directors, who shall be convener(director/chairman) of such committees; the audit committee shall comprise three independent directors, at least one of whom shall be an accounting professional being the convener (director/chairman).</p>		<p>Article 26 In accordance with the relevant resolutions in general meeting, the Board of Directors set up special committees including Strategic Development Committee, Audit Committee, Nomination Committee, and Remuneration and Appraisal Committee.</p> <p>All such committees shall consist of directors. The majority of the members of the nomination committee and the remuneration and assessment committee shall be independent directors, who shall be convener(director/chairman) of such committees; the audit committee shall comprise three directors, <u>t A t C tt</u> <u>t t ,</u> <u>t t t t t</u> <u>t</u>, among which at least one of whom shall be an accounting professional being the convener (director/chairman).</p>

**LETTER FROM THE BOARD**

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<p>Article 40 The Board meeting shall be convened on site in principle. If necessary, the meeting, on the condition that the directors can fully express their opinions, can be held through video, telephone, fax, email voting, etc. upon the consent of the convener (moderator). In addition, the on-site mode and other modes can be concurrently adopted for the convocation of the Board meeting.</p> <p>If the meeting is convened in an off-site way, the directors present via video and any expressing opinions on the phone as well as the valid votes casted via fax, email or other means within the prescribed period and any directors confirming the attendance thereof in writing afterwards shall be counted in the attendance of the meeting.</p> <p>W t B <input checked="" type="checkbox"/> D t  <input checked="" type="checkbox"/> t t , t t t t  t t <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> t , t <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> t ,  <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> q t <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> t  <input checked="" type="checkbox"/> t q <input checked="" type="checkbox"/>  t t , <input checked="" type="checkbox"/> t.</p>	<p>Article 40 The Board meeting shall be convened on site in principle. If necessary, the meeting, on the condition that the directors can fully express their opinions, can be held through video, telephone, fax, email voting, etc. upon the consent of the convener (moderator). In addition, the on-site mode and other modes can be concurrently adopted for the convocation of the Board meeting.</p> <p>If the meeting is convened in an off-site way, the directors present via video and any expressing opinions on the phone as well as the valid votes casted via fax, email or other means within the prescribed period and any directors confirming the attendance thereof in writing afterwards shall be counted in the attendance of the meeting.</p>

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

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## LETTER FROM THE BOARD

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### VI. THE EGM AND THE CLASS MEETINGS

The EGM, the A Share Class Meeting and the H Share Class Meeting of the Company will be held in the conference room of the Company located at Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone, Fuqing City, Fujian Province, the PRC at 2:00 p.m., 2:15 p.m and 2:30 p.m on Friday, February 26, 2021, respectively. Notices of the EGM and the Class Meetings together with relevant proxy forms were dispatched to Shareholders on January 12, 2021.

Whether or not you are attending the EGM and the Class Meetings, you are requested to carefully read the notices of the EGM and the Class Meetings 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, and in any event not less than 24 hours before the time appointed for holding of the EGM and the H Share Class Meeting (i.e. before 2:00 p.m. on Thursday, February 25, 2021 for the purpose of the EGM; and before 2:30 p.m. on Thursday, February 25, 2021 for the purpose of the H Share Class Meeting) or any adjournment thereof by hand or by post. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM and the H Share Class Meeting or at any adjournment thereof should you so wish.

Should you intend to attend the EGM and the H Share Class Meeting in person or by proxy, you are requested to complete the reply slips attached to this circular in accordance with the instructions printed thereon and return the same to the Company's H Share Registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited, on or before Friday, February 5, 2021 (if you are an H Shareholder).

### VII. VOTING BY POLL

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

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder has a material interest in the matters in relation to the Issuance, the Specific Mandate and the proposed amendments to the Articles of Association, Rules of Procedure for General Meetings and Rules of Procedure for the Board of Directors, and no Shareholder has to abstain from voting at the EGM and the Class Meetings on the above resolutions.

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## LETTER FROM THE BOARD

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### VIII. RECOMMENDATION

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

By order of the Board

**F U Z H O U I T G C ., L t .**

**C H A I R M A N**

*Chairman*

Fuzhou, Fujian, the PRC