

**Terms of Reference for the Nomination Committee of  
the Board of Directors of Fuyao Glass Industry Group Co., Ltd.  
(First Amendments in 2024)**

**Chapter 1    General Provisions**

**Article 1** In order to improve the corporate governance structure of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as "the Company"), the board of directors and managers and promote the process of nominating, appointing and removing directors and senior management by the board of directors more scientifically and democratically, the Nomination Committee of the board of directors (hereinafter referred to as the "Nomination Committee") has been established by Company's board of directors as a special committee, mainly responsible for researching and putting forward recommendations on matters regarding the criteria and procedures of nominating, changing and electing directors and senior management of the Company.

**Article 2** In order to ensure the standardized and efficient operation of the Nomination Committee, the Company's board of directors has formulated the Terms of

Reference for the Nomination Committee in accordance with the Measures for Administration of Independent Directors of Listed Companies published by the China Securities Regulatory

Commission, the Self Regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 Standardised Operation issued by the

Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules")

and other laws, regulations, rules and regulatory documents, as well as relevant provisions of the Articles of Association of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the "Articles of Association")

**Article 3** Resolutions made by the Nomination Committee shall comply with the provisions of relevant laws, regulations, regulatory documents, the Articles of Association, Hong Kong Listing Rules and the Terms of Reference. If any resolution considered and



human resources, corporate management, finance, laws and other related fields;

(5) The members shall be appointed in accordance with the provisions as stipulated by applicable laws, regulations and the Articles of Association.

**Article 10** If a member of the Nomination Committee does not conform to the qualifications stipulated in the Articles of Association, the Board of Directors shall have the right to remove him/her from his/her office. If a member of the Nomination Committee has a member of the Nomination Committee as a member of the Board of Directors, the member of the Board of Directors shall not conform to the provisions of the Articles of Association and the measures for administration of independent directors of listed companies.

The term of office of the members of the Nomination Committee shall be concurrent with the term of his directorship. Prior to the expiry of the term of office of a member of the Nomination Committee, the Company may remove him/her from his/her office through statutory procedures. In the event of early dismissal, the Company shall disclose the specific reasons and basis for such dismissal in a timely manner. The Company shall disclose in a timely manner any dissenting views of the members of the Nomination Committee.

If a member of the Nomination Committee ceases to be a director of the Company during his/her term of office, he/she shall automatically lose his/her qualification as a member of the Nomination Committee, and the Board of Directors shall make up the number of members of the Nomination Committee in accordance with the provisions.

In the event that a member of the Nomination Committee who is an independent director resigns as an independent director or a member of the Nomination Committee, which will result in the proportion of independent directors in the Nomination Committee not complying with the provisions of the Measures for Administration of Independent Directors of Listed Companies, the Listing Rules or the Articles of Association or will result in the absence of accounting professionals among the independent directors of the Company, such independent director who intends to resign shall continue to perform his/her duties until a new independent director or new member of the Nomination Committee is appointed.

Terms of Reference before the number of members of the Nomination Committee reaches two-thirds of the required number of members of the Nomination Committee.

**Article 10** The requirements of the applicable laws, regulations, listing rules of the places where the shares are listed and the Articles of Association on obligations of directors are applicable to members of the Nomination Committee.

### **Chapter 3    Terms of Reference**

**Article 11** The Nomination Committee is a special committee established by the board of directors which shall report to and hold responsibility for the Board. The Nomination Committee is responsible for formulating criteria and procedures for the selection of directors and senior management, and selecting and reviewing the selection of the candidates for directors and senior management and their qualifications for appointment, and the main terms of reference of the Nomination Committee are as follows:

(1) to review the size, composition and structure (including skills, knowledge and experience) of the board of directors and managers at least annually and make recommendations on any proposed changes to the board of directors to coordinate the

corporate strategy and balance the Board Diversity Policy, having regard to the operating activities, asset scale and shareholding structure of the Company;

(2) to study the criteria and procedures for selecting directors and senior management and to make recommendations thereon to the board of directors;

(3) to conduct extensive searches for qualified candidates for directors and senior management, and make recommendations to the board of directors on selecting and nominating relevant person to act as directors in a timely manner;

(4) to evaluate the performance of directors and senior management and provide advices or recommendations on the change of directors or senior management according to the evaluation result;

(5) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the General Manager, and make recommendations to the current Board on candidates for directors of the next session of the Board at the re-election of the Board;

(6) to examine the qualifications of the candidates for directors and put forward suggestions;

(7) to examine the qualifications of the candidates for senior management that must be recommended to the board of directors for appointment, and put forward suggestions;

(8) to assess the independence of independent non-executive directors;

(9) to monitor the implementation of the Board Diversity Policy and review such policy as appropriate, and to make recommendations to the Board on quantifiable objectives for achieving better diversity of the Board;

(10) other duties and authorities granted by laws, regulations, securities regulating authorities, the Articles of Association and the board of directors.

If the Board of Directors does not adopt or does not completely adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for non-adoption in a resolution of the Board of Directors and disclose the same.

**Article 12** After considering the matters set out in the previous article hereof, the Nomination Committee shall form meeting resolutions and report, along with relevant proposals, to the Board for review and approval.

**Article 13** The main tasks of the Nomination Committee to nominate candidates for directors and senior management are as follows:

(1) The Nomination Committee shall exchange views with relevant department of the Company, research on the demand of the Company for new directors and senior management;

(2) The Nomination Committee may search extensively for candidates for directors and senior management of the Company within the Company, its holding (affiliated) enterprises and human resources markets;

(3) The Nomination Committee shall collect information on preliminary candidates, including the occupation, academic qualifications, titles, detailed working experience and all part-time jobs;

(4) The Nomination Committee shall obtain consent from each nominee regarding the nomination, otherwise such nominee shall not be considered as candidate for director and senior management;

(5) The Nomination Committee shall convene a meeting of the Nomination Committee to conduct a qualification review on the preliminary candidate according to the employment requirements of directors and senior management of the Company;

(6) The Nomination Committee shall submit to the board of directors its recommendations on the candidates for directors and new senior management together with relevant materials prior to the election of new directors and appointment of new senior management;

(7) The Nomination Committee shall implement other follow-up works in accordance with the decisions and feedbacks of the board of directors.

**Article 14** When the Nomination Committee exercise its terms of reference, it shall comply with relevant requirements of the Company Law, applicable listing rules of the

Reference, and shall not damage the lawful interests of the Company and its shareholders.

**Article 15** The board of directors of the Company shall fully respect the recommendations from the Nomination Committee on nominating the candidates for directors and senior management, and shall not shelve or take no votes on any candidate for director and senior management nominated by the Nomination Committee without sufficient grounds or reliable evidences.

fully communicate and express their opinions, meetings may be convened by video, telephone or other means in accordance with the procedures when necessary. In case of a meeting by telecommunication means, members signing on the resolutions of meetings shall be considered to be present at such meetings and agree with such resolutions.

**Article 20** To hold a meeting of the Nomination Committee, all members of the Nomination Committee shall be notified of the convening of such meeting three days prior to the meeting in principle. The aforesaid notice period requirement may be waived with the unanimous consent of all members of the Nomination Committee.

**Article 25** The nomination committee meetings shall be held by at least two-thirds of the members present at the meeting.

Directors of the Company may attend the Nomination Committee meetings, but those who are not members of the Nomination Committee do not have voting rights on resolutions proposed at the meeting.

**Article 26** Members of the Nomination Committee may attend the meetings in person or by appointing other members as their proxies and exercise the voting right on their behalves. Each member of the Nomination Committee shall appoint only one other member as his proxy to exercise the voting right on his behalf. Where any member appoints two or more members to exercise the voting right on his behalf, such appointment shall be deemed invalid.

An independent director who is a member of the Nomination Committee shall attend the meetings of the Nomination Committee in person. If he/she is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion and appoint in writing another member of the Nomination Committee who is an independent director to attend the meeting on his/her behalf. In performing their duties, members of the Nomination Committee who are independent directors may, in accordance with the procedures, submit to the Nomination Committee for discussion and deliberation in a timely manner any significant matters of the Company within the scope of the terms of reference of the Nomination Committee.

**Article 27** Any member of the Nomination Committee who appoints another member to attend the meeting and exercise voting right on his behalf shall submit a power of attorney to the presider of the meeting. The power of attorney shall be submitted to the presider of the meeting no later than the voting of the meeting.

**Article 28** The power of attorney shall be signed by both of the appointer and proxy, and shall at least include the following information:

- (1) name of the appointer;
- (2) name of the proxy;
- (3) matters entrusted;
- (4) instructions as to how to exercise the voting rights on topics of the meeting (for, against or abstain) and, in the absence of specific instructions, descriptions on if the proxy may vote at his discretion;
- (5) expiry date of the power of attorney;
- (6) date of signing of the power of attorney.

**Article 29** A member of the Nomination Committee who does not attend a meeting in



person nor appoint another member to attend on his/her behalf shall be considered to give up the voting right at the meeting.

Should a member fails to attend the meetings of the Nomination Committee in person twice in a row nor appoint another member to attend on his/her behalf, he/she shall be deemed to be unable to carry out his duties and the Board may revoke his membership.

**Article 30** Resolutions made by the Nomination Committee shall not be valid unless passed by more than half of all members voting thereon. Each member shall be entitled to one vote when voting at the Nomination Committee meeting.

**Article 31** Proposals on each of the topics shall be considered after the presider of the Nomination Committee announces the opening of the meeting.

**Article 32** The Nomination Committee members may have a free discussion on topics considered at the meetings, but order shall be preserved. No speaker shall use any offensive or other threatening or insulting language. The presider of the meeting has the right to decide the time for discussion.

**Article 33** Items proposed at the Nomination Committee meeting are subject to collective consideration and voting on a case by case basis, i.e. all the proposals are considered by all members present and then are put to the vote one by one according to the order of consideration.

**Article 34** The Nomination Committee may, if considered necessary, invite other persons in connection with the proposals to attend the meeting to provide detailed information or express their opinions. Those who are not members of the Nomination Committee, however, do not have voting rights on the proposals.

**Article 35** Members present at the meeting shall consider the proposals and give full expression of their personal opinions with a conscientious and responsible attitude; members shall be responsible for their own votes.

**Article 36** The Nomination Committee meeting may carry out voting by open ballot or a show of hands, but where any member requires the voting to be held by ballot, it shall be held by ballot.

The voting intent of a member may be pro, con or abstention. Every attending member shall choose one out of the aforesaid intents. Where any member does not make any option or makes two or more options, the presider shall require the said member to make an option again, otherwise the said member shall be deemed as having abstained from voting; any members who has left the meeting midway without coming back and has not made any option shall be deemed as having abstained from voting.

**Article 37** For voting by open ballot, after voting of the attending members, the clerk

shall responsively collect and count ballots cast by the members. Where the meeting is held onsite, the chairman shall announce the statistic result onsite; in other circumstances, the presider shall require the secretary of the board of directors to notify the members of the voting result before the next workday after the prescribed voting deadline.

The ballots cast by the members after the presider announces the voting result or after the prescribed voting deadline shall not be counted.

## **Chapter 6    Resolutions and Minutes of Meetings**

**Article 38** Each proposal on which a prescribed number of valid votes are cast becomes a resolution of the Nomination Committee upon announcement by the presider of the meeting. Resolutions of the Nomination Committee come into effect upon signature by members present at the meeting. No change or alteration shall be made to the resolutions of Nomination Committee that have become effective without going through the legitimate procedure as required by applicable laws, regulations, listing rules of places where the

'        Articles of Association and the Terms of Reference.

**Article 39** A member of the Nomination Committee or secretary of the board of directors of the Company shall report details of the resolutions to the board of directors of the Company no later than the date immediately after such resolutions come into effect.

**Article 40** Members of the Nomination Committee who participate in the voting on a resolution shall be jointly liable for compensation to the Company should such resolution is

shares are listed or the Articles of Association. However, if a member is proven to have cast their votes against such resolution and stated specific reasons therefor and it was so recorded in the meeting minutes, he may be exempted from the liabilities.

**Article 41** In the process of implementing resolutions passed at the Nomination Committee meetings, the chairman of the Nomination Committee or another member designated by him shall conduct follow-up inspection on the implementation of the resolutions, and may request and urge the persons concerned to remedy the identified breach of resolutions. Should the persons concerned fail to follow such instructions, the chairman of the Nomination Committee or the member designated by him shall report to the board of directors for handling.

**Article 42** The Nomination Committee shall maintain written meeting minutes on which members present and the minutes taker shall sign their names. Members present shall

have the right to request explanatory remarks on his speech at the meeting to be written down in the minutes.

**Article 43** Minutes of the Nomination Committee meetings shall include at least the following information:

- (1) date and venue of the meeting and name of the convener;
- (2) names of attendees, with special notes added for proxies;
- (3) agenda of the meeting;
- (4) highlights of speeches;
- (5) way of voting on each item or proposal and voting results (numbers of votes for and against and the number of votes to abstain shall be set out);
- (6) other matters that shall be explained or stated in meeting minutes.

Drafts and final versions of minutes of meetings shall be sent to all members of the Nomination Committee for their comments and records respectively, within a reasonable time after the meetings.

**Article 44** Archives of Nomination Committee meetings, including notices of meetings, meeting materials, meeting attendance books, power of attorney for proxy members, votes, meeting minutes signed by the attending members and resolutions adopted at the meetings etc., shall be kept by the secretary of the board of directors. Archives of Nomination Committee meetings shall be kept for 10 years.

**Article 45** Before announcement of the resolutions by the Company in accordance with the legal procedure, the attending members, other attendants, and the recording and service personnel shall fulfill confidentiality obligation to the contents of resolutions.

## **Chapter 7 Rules of Abstention**

**Article 46** Where a member of the Nomination Committee or his close relatives and other entity controlled by the member of the Nomination Committee and his close relatives and the other affiliated/connected person of the member of committee has direct or indirect interest in the agenda discussed at the meeting, such member shall disclose the nature and extent of such interest to the committee as soon as possible.

parents, children aged 18 or above and their spouses, brothers and sisters and their spouses,

Rules.

**Article 47** Upon the occurrence of the above situation, the interested member shall provide a detailed explanation of the situation at the meeting of Nomination Committee and shall specify that he/she will abstain from voting. However, if the other members of the Nomination Committee unanimously agree that such interest will not have material impact on the matters to be voted, the interested member may vote.

In the event that the interested member has voted and the Board of Directors of the Company considers it inappropriate, the Board may revoke the voting results, and require the other members of the committee to vote again on the relevant proposals.

**Article 48** The Nomination Committee shall review the proposals and come to a resolution without counting the interested member in the quorum. In the event that there is no quorum after not including the interested member in the quorum, all members (including the interested member) shall resolve on procedural issues to have the proposals determined by the Board of Directors of the Company and the proposals will then be submitted to the Board of Directors of the Company for consideration.

**Article 49** The minutes and resolutions of Nomination Committee meeting shall specify the abstention of the interested member.

## **Chapter 8    Performance Evaluation**

**Article 50** The Nomination Committee are entitled to evaluate the performance of directors and senior management of the Company for the previous year, relevant departments shall actively cooperate with the Nomination Committee and provide the required information to the Nomination Committee in a timely manner.

**Article 51** The members of Nomination Committee are entitled to access the following relevant information:

- (1) regular reports and extraordinary reports of the Company;
- (2) financial and accounting information of the Company, such as audit reports and financial statements;
- (3) various management systems of the Company;
- (4) resolutions and minutes of the general meetings, board meetings, meetings of supervisory committee and meetings of the office of the general manager;
- (5) information disclosure documents announced by the Company;
- (6) other relevant information deemed to be necessary by the Nomination Committee.

**Article 52** Members of the Nomination Committee could raise any questions or

inquiries in respect to any issue to any director and senior management of the Company, whereupon the director and senior management shall answer or explain the questions or inquiries timely.

**Article 53** The Nomination Committee shall evaluate the performance of the directors and senior management for the previous year in accordance with their understanding of the information of the conditions.

**Article 54** Members of Nomination Committee shall be obliged to keep the corporate information acquired confidential prior to the disclosure of such information according to the legal procedures by the Company.

## **Chapter 9      Supplementary Provisions**

**Article 55**

**Article 56** Any matter not covered in the Terms of Reference shall be subject to relevant national laws, regulations, rules, regulatory documents and the provisions of the securities regulatory authorities in the place where the Company's shares are listed, the stock exchange on which the Company's shares are listed and the Articles of Association.

In the event of any inconsistency between the terms of reference and any future laws or regulations issued or amended by the State, or any rules, regulatory documents, business rules, etc. issued or amended by the securities regulatory authorities in the place where the Company's shares are listed, or by the stock exchange on which the Company's shares are listed, the Company shall comply with the provisions of the relevant laws, regulations, rules, regulatory documents, bd, el.000008875 0 595.56 842.04 reW\*nBT/F2 12 Tf1 0 0 1 89.904 290.57