
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3606)

**PROPOSED ELECTION OF DIRECTORS AND SUPERVISOR
AND
NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING**

The 2019 first extraordinary general meeting 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 Wednesday, October 30, 2019. Notice of the EGM is set out on pages 8 to 11 of this circular.

Whether or not you are attending the EGM, you are requested to read the notice of the EGM and complete and return the proxy form attached to this circular in accordance with the instructions printed thereon as soon as possible. To be valid, H Shareholders shall return the proxy form or other authorization documents to the Company's H Share Registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited, and in any event not less than 24 hours before the time appointed for holding of the EGM (i.e. before 2:00 p.m. on Tuesday, October 29, 2019 for the purpose of the EGM) 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 or at any adjournment thereof should you so wish.

Should you intend to attend the EGM in person or by proxy, you are requested to complete the reply slip 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 Wednesday, October 9, 2019 (if you are an H Shareholder).

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

September 12, 2019

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DEFINITIONS

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

“A Share(s)”	the domestic shares of the Company, with a nominal value of RMB1.00 each, which are listed on the SSE and traded in RMB
“A Shareholder(s)”	holder(s) of the A Shares
“EGM”	the 2019 first extraordinary general meeting of the Company to be held at 2:00 p.m. on Wednesday, October 30, 2019
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Company”	Fuyao Glass Industry Group Co., Ltd., a joint stock company incorporated in the PRC with limited liability, whose H Shares and A Shares are listed on the Main Board of the Hong Kong Stock Exchange and the SSE, respectively
“Board” or “Board of Directors”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share(s)”	the overseas listed foreign shares of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of the H Shares
“HK\$” or “HKD” or “HK dollars” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“SSE”	the Shanghai Stock Exchange
“Latest Practicable Date”	September 5, 2019, being the latest practicable date for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
“PRC” or “China”	the People’s Republic of China, and for the purposes of this circular, excluding Hong Kong, Macao Special Administrative Region and Taiwan region
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	shares of the Company with a nominal value of RMB1.00 each, comprising the A Shares and H Shares
“Shareholder(s)”	the shareholders of the Company, including the A Shareholders and the H Shareholders
“Supervisor(s)”	the supervisor(s) of the Company

LETTER FROM THE BOARD



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

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3606)

Executive Directors:

Mr. Cho Tak Wong (*Chairman of the Board*)
Mr. Chen Xiangming

Non-executive Directors:

Mr. Tso Fai (*Vice Chairman of the Board*)
Mr. Wu Shinong
Ms. Zhu Dezhen

Independent Non-executive Directors:

Ms. Cheung Kit Man Alison
Ms. Liu Xiaozhi
Mr. Wu Yuhui

*Registered office and principal place of
business in the 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

September 12, 2019

To the Shareholders

Dear Sir/Madam,

**PROPOSED ELECTION OF DIRECTORS AND SUPERVISOR
AND
NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

On behalf of the Board of Directors, I hereby invite you to attend the EGM to 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 Wednesday, October 30, 2019.

LETTER FROM THE BOARD

The purpose of this circular is to give the notice of the EGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the relevant resolutions at the EGM.

2. PROPOSED ELECTION OF AN EXECUTIVE DIRECTOR

Ms. Sun Yiqun tendered to the Board her resignation from her role as an executive Director and deputy general manager due to personal family-related reasons. In order to fill the Board vacancy caused by the resignation of Ms. Sun Yiqun, as considered and approved at the eleventh meeting of the ninth session of the Board on August 28, 2019, the Board proposed to elect Mr. Ye Shu as an executive Director of the Company.

The proposed term of office of Mr. Ye Shu shall commence on the date when the resolution on his appointment as executive Director of the Company is approved at the EGM and end on the expiry date of the term of the ninth session of the Board.

The biographical details of Mr. Ye Shu are as follows:

Mr. Ye Shu, aged 47, joined the Company in July 2003. Mr. Ye Shu held various positions in the Company, including the general manager of the Company since March 2017, the deputy general manager of the Company from February 2017 to March 2017, the supply management director of the supply management department of the Company from June 2009 to February 2017, the deputy general manager of the procurement department of the Company from March 2009 to June 2009, and the general manager of Fuyao Hainan Float Glass Co., Ltd. from May 2008 to November 2008. Mr. Ye Shu worked in the supporting department, the preparatory team and other departments, and successively served as deputy manager, deputy general manager and other positions of the Company and its subsidiaries from July 2003 to May 2008. From November 2008 to March 2009, Mr. Ye Shu left the Company and served as the general manager of Fujian Yaohua Industrial Village Development Co., Ltd. Mr. Ye Shu graduated with a bachelor's degree from Xiamen University majoring in international trade in July 1995, and a master's degree in economics from Xiamen University in July 1999. Mr. Ye Shu is the son-in-law of Mr. Cho Tak Wong, the chairman of the Board, and the brother-in-law of Mr. Tso Fai, the vice chairman of the Board.

The Company will enter into a service contract for executive Director with Mr. Ye Shu with his term of office commencing on the date when the resolution on his appointment as executive Director of the Company is approved at the EGM and ending on the expiry date of the term of the ninth session of the Board. Mr. Ye Shu will receive his remuneration based on his management position in the Company, including all current income and deferred payments of basic salaries, bonuses and allowances and the specific amounts of remuneration will be determined at the end of each year and disclosed in the Company's annual report of that year.

LETTER FROM THE BOARD

To the best of the knowledge of the directors of the Company and save as disclosed above, Mr. Ye Shu did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He does not have any relationship with any director, senior management or substantial shareholder or controlling shareholder of the Company, nor does he hold any other positions in the Company or any of its subsidiaries. As of the Latest Practicable Date, Mr. Ye Shu does not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Ye Shu has confirmed that, there is no other information and matter relating to his appointment that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.

3. PROPOSED ELECTION OF SUPERVISOR

In order to fill the vacancy on the Board of Supervisors arising from the death of Mr. Ni Shiyou, a former supervisor of the Company, as considered and approved at the ninth meeting of the ninth session of the Board of Supervisors on August 28, 2019, the Board of Supervisors proposed to elect Mr. Ma Weihua as a shareholders' representative Supervisor of the Company.

The biographical details of Mr. Ma Weihua are as follows:

Mr. Ma Weihua, aged 71, is currently the president of One Foundation, the chairman of the board of directors of China Global Philanthropy Institute and the chairman of the board of supervisors of Taikang Insurance Group Inc.. Mr. Ma Weihua currently also serves as an independent non-executive director of each of Legend Holdings Corporation (a company listed on the Hong Kong Stock Exchange, stock code: 3396), Postal Savings Bank of China Co., Ltd. (a company listed on the Hong Kong Stock Exchange, stock code: 1658), China World Trade Center Co., Ltd. (a company listed on the SSE, stock code: 600007), China Eastern Airlines Corporation Limited (a company listed on the Shanghai Stock Exchange (stock code: 600115) and The Stock Exchange of Hong Kong Limited (stock code: 0670)) and Hwabao Investment Co., Ltd., and the chairman and a non-executive director of Bison Finance Group Ltd. (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 0888). Mr. Ma Weihua was the chairman of the board of directors of Wing Lung Bank Ltd. (now renamed as "CMB Wing Lung Bank Ltd.") from October 2008 to May 2015 and served as an executive director, president and chief executive officer of China Merchants Bank Co., Ltd. from January 1999 to May 2013. Mr. Ma Weihua obtained a bachelor's degree in economics from Jilin University majoring in national economic management in August 1982, and a doctorate in economics from Southwest University of Finance and Economics majoring in economics in June 1999. In the past three years, Mr. Ma Weihua has also served as an independent non-executive director of Guotai Junan Securities Co., Ltd. (a company listed on the

LETTER FROM THE BOARD

Shanghai Stock Exchange (stock code: 601211) and The Stock Exchange of Hong Kong Limited (stock code: 2611)), whose term of office expired in May 2016, and served as an independent non-executive director of China Resources Land Ltd. (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 1109), whose term of office expired in June 2017.

The Company will enter into a service contract for Supervisor with Mr. Ma Weihua with his term of office commencing on the date when the resolution on his appointment as a Supervisor of the Company is approved at the EGM and ending on the expiry date of the term of the ninth session of the Board. Mr. Ma Weihua's annual remuneration will be RMB150,000 (tax inclusive) or its equivalent in foreign currency.

To the best of the knowledge of the directors of the Company and save as disclosed above, Mr. Ma Weihua did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He does not have any relationship with any director, senior management or substantial shareholder or controlling shareholder of the Company, nor does he hold any other positions in the Company or any of its subsidiaries. As of the Latest Practicable Date, Mr. Ma Weihua does not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Ma Weihua has confirmed that, there is no other information and matters with respect to his appointment that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.

4. PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Given the imminent expiry of Ms. Liu Xiaozhi's and Mr. Wu Yuhui's six-year term as independent non-executive Directors, they tendered their respective resignation to the Board of the Company. In order to fill the Board vacancies caused by their retirement from the positions of non-executive Directors, as considered and approved at the eleventh meeting of the ninth session of the Board on August 28, 2019, the Board proposed to elect Mr. Liu Jing and Mr. Qu Wenzhou as independent non-executive Directors of the Company. Their biographical details are as follows:

LETTER FROM THE BOARD

Mr. Liu Jing, aged 59, is currently the vice president and secretary general of China Association of Social Workers, the head of China Philanthropy Times and the dean of the Faculty of Social Works of the Open University of China. Mr. Liu Jing also serves as an independent non-executive director of CITIC Guoan Information Industry Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000839). Mr. Liu Jing served as the vice president of China Association of Social Workers from March 2007 to March 2015. Mr. Liu Jing graduated from Beijing Open University majoring in Chinese in July 1985, from the Graduate School of Chinese Academy of Social Sciences majoring in management with master's degree in management in July 2000, and from the National School of Development of Peking University majoring in international business management with an executive master of business management degree in July 2002.

Mr. Qu Wenzhou, aged 47, is currently the dean of the Jinyuan Institute for Financial Studies of Xiamen University, a professor of the School of Management of Xiamen University, the director of the Chinese Capital Market Research Center of Xiamen University and the director of the MBA Center of the School of Management of Xiamen University. Mr. Qu Wenzhou also serves as an independent non-executive director of Guangdong Baolihua New Energy Stock Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000690) and China Merchants Shekou Industrial Zone Holdings Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 001979) respectively. Mr. Qu Wenzhou served as the deputy head of the Institute for Financial & Accounting Studies of Xiamen University from May 2010 to November 2016, an associate professor of the MBA Center of the School of Management of Xiamen University from July 2005 to December 2007 and a researcher of the Shenzhen Stock Exchange from August 2003 to June 2005. Mr. Qu Wenzhou obtained a bachelor of science degree from Xiamen University majoring in applied mathematics in July 1995, a master's degree in finance from Xiamen University majoring in finance in July 1999, a master of business management degree from Xiamen University majoring in business management in July 2001 and a PhD degree in economics from Xiamen University majoring in finance in July 2003. Mr. Qu Wenzhou obtained the qualification of Chinese certified public accountant (non-practising member) as approved by the Chinese Institute of Certified Public Accountants in June 2002 and the qualification of chartered financial analyst as approved by the Chartered Financial Analyst Institute in November 2004. In the past three years, Mr. Qu Wenzhou has also served as an independent non-executive director of Geo-Jade Petroleum Corporation (a company listed on the Shanghai Stock Exchange, stock code: 600759), whose term of office expired in July 2019, and served as an independent non-executive director of Fujian Septwolves Industry Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002029), whose term of office expired in July 2019.

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The Company will enter into service contracts for independent non-executive Director with Mr. Liu Jing and Mr. Qu Wenzhou with their terms of office commencing on the date when the resolutions on their appointments as independent non-executive Directors are approved at the EGM and ending on the expiry date of the term of the ninth session of the Board. Mr. Liu Jing and Mr. Qu Wenzhou will receive an annual salary before tax of no more than RMB300,000 (inclusive) per person or its equivalent in foreign currency. The specific amounts of remuneration of the above Directors will be determined at the end of each year and disclosed in the Company's annual report of that year.

To the best of the knowledge of the Directors of the Company and save as disclosed above, Mr. Liu Jing and Mr. Qu Wenzhou did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. They do not have any relationship with any director, senior management or substantial shareholder or controlling shareholder of the Company, nor do they hold any other positions in the Company or any of its subsidiaries. As of the Latest Practicable Date, Mr. Liu Jing and Mr. Qu Wenzhou do not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, each of Mr. Liu Jing and Mr. Qu Wenzhou has confirmed that, there is no other information and matters relating to their respective appointments which are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.

Pursuant to the Articles of Association, the cumulative voting shall be adopted for voting of this resolution.

5. EGM

The EGM 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 Wednesday, October 30, 2019 to consider and approve, at its discretion, the resolutions on election of Mr. Ye Shu as an executive Director of the ninth session of the Board of Directors, election of Mr. Ma Weihua as a Supervisor of the ninth session of the Board of Supervisors and proposed election of Mr. Liu Jing and Mr. Qu Wenzhou as independent non-executive Directors. The notice of the EGM is set out in this circular on page 8 to page 11.

LETTER FROM THE BOARD

A proxy form to be used at the EGM is enclosed with this circular. Whether or not you are attending the EGM, you are requested to read the notice of the EGM and complete and return the proxy form attached to this circular in accordance with the instructions printed thereon as soon as possible. To be valid, H Shareholders shall return the proxy form or other authorization documents to the Company's H Share Registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited, and in any event not less than 24 hours before the time appointed for holding of the EGM (i.e. at or before 2:00 p.m. on Tuesday, October 29, 2019 for the purpose of the EGM) 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 or at any adjournment thereof should you so wish.

Should you intend to attend the EGM in person or by proxy, you are requested to complete the reply slip 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 Wednesday, October 9, 2019 (if you are an H Shareholder).

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions put to the vote at the EGM will be decided by way of poll. Cumulative voting will be adopted in respect of Resolution No. 3 (resolution on proposed election of two independent non-executive Directors) and the one-share-one-vote method will be used for the other resolutions. The poll results will be published on the Company's website at www.fuyaogroup.com and the Hong Kong Stock Exchange's website at www.hkexnews.hk after the EGM.

7. RECOMMENDATION

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

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

Fuzhou, Fujian, the PRC

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING



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

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

(Stock Code: 3606)

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that Fuyao Glass Industry Group Co., Ltd. (the “**Company**”) will convene the 2019 first extraordinary general meeting of the Company (the “**EGM**”) in the Company’s conference room located at Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone, Fuqing City, Fujian Province, the PRC at 2:00 p.m. on Wednesday, October 30, 2019 to consider and, if thought fit, approve the following resolutions. Unless the context otherwise requires, terms used in this notice shall have the same meaning as defined in the circular of the Company dated September 12, 2019.

ORDINARY RESOLUTIONS

1. Resolution on election of Mr. Ye Shu as an executive Director of the ninth session of the Board of Directors
2. Resolution on election of Mr. Ma Weihua as a Supervisor of the ninth session of the Board of Supervisors
3. Resolution on election of two independent non-executive Directors, including:
 - 3.01 Resolution on election of Mr. Liu Jing as an independent non-executive Director of the ninth session of the Board of Directors
 - 3.02 Resolution on election of Mr. Qu Wenzhou as an independent non-executive Director of the ninth session of the Board of Directors

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

Fuzhou, Fujian, the PRC
September 12, 2019

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

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

To determine the name list of H Shareholders eligible to attend the EGM, the Company will close registration for H Share transfers from Monday, September 30, 2019 to Wednesday, October 30, 2019 (both days inclusive). Holders of H Shares who wish to attend the EGM but have not registered their share transfer documents shall lodge their transfer documents together with the relevant share certificates at the Company's H Share registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Friday, September 27, 2019.

As to the details of materials for the A Shareholders attending the EGM, the Company will announce such on the website of the Shanghai Stock Exchange in due course.

2. PROXY

The proxy form enclosed with the notice of the EGM relating to the resolutions to be proposed has been issued by the Company to its Shareholders on the same day. A Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies (needs not be a Shareholder of the Company) to attend the EGM and to vote thereat on his/her behalf. The proxy form shall be in writing and signed by the Shareholder or his/her attorney duly authorized in writing or, if the Shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorized attorney. If the proxy form is signed by the attorney of the Shareholder, the power of attorney or other authorization document authorizing the attorney to sign the proxy form must be notarized.

In order to be valid, H Shareholders shall lodge the proxy form, together with the power of attorney or other authority (if any), by hand or post, to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the 2019 first EGM (i.e. at or before 2:00 p.m. on Tuesday, October 29, 2019) or its adjourned meeting.

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

3. REGISTRATION PROCEDURE FOR ATTENDING THE EGM:

- (1) Shareholders or their proxies shall present their identity documents when attending the EGM. If an attending Shareholder is a legal person, its legal representative or director or person authorized by other governing body shall present the copy of the resolution of the board of directors or other governing body of such Shareholder for appointing such person to attend the EGM.
- (2) If a Shareholder intends to attend the EGM in person or by proxy, the Shareholder must complete and return the reply slip for attending the EGM by hand, by post or by fax to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) (if you are a H Shareholder), or to the Company's registered office and principal place of business in the PRC (if you are an A Shareholder) on or before Wednesday, October 9, 2019.

4. VOTING BY POLL

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

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

According to the articles of association of the Company, cumulative voting will be used in respect of Resolution No. 3 (Election of two independent non-executive directors), and the one-share-one-vote method will be used for the other resolutions.

“Cumulative voting” represents that, during the election of directors or supervisors at the shareholders’ general meeting, each share entitled to vote carries a number of voting rights equivalent to the number of directors or supervisors to be elected. The voting rights held by a shareholder may be used in a concentrated way, or cast for different candidates in any combination.

Set out below is an example illustrating the voting method using cumulative voting in respect of Resolution No. 3. Please fill in your intention of voting in accordance with the following instructions:

- (i) In relation to Resolution No. 3, for every share held by you, you will have the same number of voting rights which equals the number of directors to be elected. For example, if you are holding 1 million shares of the Company and two directors are to be elected at the EGM, the aggregate number of votes which you will have will be 2 million (i.e. 1 million shares x 2 = 2 million voting shares) for Resolution No. 3.
- (ii) You may cast on every candidate for director such votes which represent the same number of shares held by you; or cast all your votes which represent the total number of shares held by you multiplied by the total number of directors to be elected on one candidate. If you wish to cast equal number of votes to each candidate, please tick in the boxes marked “Cumulative voting” as appropriate. Otherwise, please specify the number of votes cast for each of the two candidates for director in the boxes marked “Cumulative voting”. For example, if you are holding 1 million shares, the number of your votes regarding Resolution No. 3 is 2 million. You may choose to cast the 2 million votes equally among the two; or to cast all your 2 million votes on one candidate; or cast 1.5 million votes to candidate A for director, 0.5 million votes to candidate B for director, etc.
- (iii) Where the total number of votes cast by you for one or several of the candidate(s) of directors exceeds the number of votes carried by the total number of shares you hold, the votes cast by you will be invalid, and you will be deemed to have waived your voting rights. Where the total number of votes cast for one or several candidate(s) of directors by you is less than the number of votes carried by the total number of shares you hold, the votes cast by you will be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived by you. For example, if you are holding 1 million shares, the number of your votes regarding Resolution No. 3 is 2 million: (a) if you fill in the “Cumulative voting” under Sub-resolution No. 3.01 with “2 million shares”, you have used up all the votes to which you are entitled, which results in you having no votes for other candidates for director. Should you fill in the blanks under Sub-resolution No. 3.02 with any number of shares (other than 0), all your votes on Resolution No. 3 will be invalid; or (b) if you fill in the “Cumulative voting” under Sub-resolution No. 3.01 with “1 million shares” and under Sub-resolutions No. 3.02 with “0 shares” or without any specific number of shares inserted, the 1 million of votes cast by you are valid and the remaining 1 million of votes will be regarded as abstain votes.

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

5. OTHERS

(1) The EGM is expected to last for not more than a half day. The Shareholders attending the EGM shall be responsible for their own traveling and accommodation expenses and all relevant costs.

(2) Contact information of the Company:

Address: Office of the Secretary to the Board of Directors
Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone
Fuqing City Fujian Province
the PRC
Post Code: 350301
Tel: (86) 591 8538 3777
Fax: (86) 591 8536 3983
Contact person: Zhang Wei

6. REFERENCES TO DATES AND TIME IN THIS NOTICE ARE TO HONG KONG DATES AND TIME.

As of the date of this notice, the Board of Directors of the Company comprises Mr. Cho Tak Wong and Mr. Chen Xiangming, as executive Directors; Mr. Tso Fai, Mr. Wu Shinong and Ms. Zhu Dezhen, as non-executive Directors; Ms. Cheung Kit Man Alison, Ms. Liu Xiaozhi and Mr. Wu Yuhui, as independent non-executive Directors.