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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)

SUPPLEMENTAL NOTICE OF THE 2017 ANNUAL GENERAL MEETING

References are made to the circular on the annual general meeting (the “**AGM Circular**”) and the notice of the annual general meeting (the “**AGM Notice**”) of Fuyao Glass Industry Group Co., Ltd. (the “**Company**”) dated March 24, 2018, which set out the time and venue of the 2017 annual general meeting (the “**AGM**”) of the Company and the resolutions to be presented at the meeting for the shareholders’ consideration. Unless otherwise defined, terms used in this supplemental notice have the same meaning as defined in the AGM Circular and the AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled at 2:00 p.m. on Friday, May 11, 2018 at the conference room of the Company located at Fuyao Industrial Zone, Rongqiao Economic & Technological Development Zone, Fuqing City, Fujian Province, the PRC. In addition to the resolutions set out in the AGM Notice, the following supplemental special resolutions which were proposed to the AGM by Sanyi Development Limited, a shareholder of the Company pursuant to the applicable laws and the Articles of Association of the Company will also be considered and, if thought fit, approved at the AGM:

SUPPLEMENTAL SPECIAL RESOLUTIONS

10. To consider and approve the resolution on the grant of a general mandate to the Board of Directors to issue new Shares (please refer to Appendix I to this supplemental notice for details)
11. To consider and approve the resolution on the grant of authorization to the Board of Directors to issue debt financing instruments (please refer to Appendix II to this supplemental notice for details).

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

Fuzhou, Fujian, the PRC April 26, 2018

Notes:

1. Apart from the aforementioned supplemental special resolutions, other matters regarding the AGM remain unchanged. For the details of other resolutions to be presented at the AGM for consideration and approval, eligibility to attend the AGM, appointment of proxies, procedure for registration, closure of H share register and other relevant matters, please refer to the AGM Circular and AGM Notice.
2. A second form of proxy (the “**Second Proxy Form**”) for use at the AGM is enclosed with this supplemental notice. H shareholders should return the Second Proxy Form together with the power of attorney or any other authorization documents 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 designated for holding the AGM or any adjourned meeting thereof (before 2:00 p.m. on Thursday, May 10, 2018 in respect of the AGM).
3. Shareholders who intend to appoint a proxy to attend the AGM but have not yet returned the form of proxy (the “**First Proxy Form**”) sent together with the AGM Notice should only return the Second Proxy Form while the First Proxy Form need not to be returned.
4. Shareholders who have returned the First Proxy Form should note that:
 - (a) if the Second Proxy Form has not been returned 24 hours before the time designated for holding the AGM or any adjournment thereof (namely, before 2:00 p.m. on Thursday, May 10, 2018 in respect of the AGM), the duly completed and returned First Proxy Form will be deemed as a valid proxy form. The proxy/proxies appointed by the shareholder will be entitled to vote at its/his/her discretion or abstain from voting on any resolutions duly presented to the AGM which are not included in the AGM Notice and the First Proxy Form, including those set out in this supplemental notice.
 - (b) if the Second Proxy Form has been returned 24 hours before the time designated for holding the AGM or any adjournment thereof (namely, before 2:00 p.m. on Thursday, May 10, 2018 in respect of the AGM), the First Proxy Form previously returned by the Shareholder will be revoked and superseded by the Second Proxy Form. The duly completed Second Proxy Form will be deemed as a valid proxy form.
5. References to dates and times in this supplemental notice are to Hong Kong dates and times.

As at the date of this notice, the Board of Directors of the Company comprises Mr. Cho Tak Wong, Mr. Chen Xiangming and Ms. Sun Yiqun, 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.

APPENDIX I: EXPLANATION ON THE RESOLUTION ON THE GRANT OF A GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE NEW SHARES

In order to grant discretion to the Board and maintain flexibility, the Company proposes to seek the Shareholders' approval to grant a general and unconditional mandate to the Board or persons authorised by the Board of Directors to determine the allotment, issuance and/or dealing with, either separately or concurrently, A Shares or H Shares or securities, Share options or warrants convertible into such Shares or similar rights to subscribe for any A Shares or H Shares (not exceeding 20% of the number of A Shares or H Shares respectively in issue on the date of passing the relevant resolution).

Details in relation to the grant of the general mandate to the Board of Directors to issue Shares are as follows:

1. Subject to paragraphs 3 and 4 below and pursuant to the Company Law of the People's Republic of China (the "**Company Law**") and the relevant regulations of the places where the Shares of the Company are listed (as amended from time to time), the Board (or persons authorized by the Board) is hereby granted an unconditional general mandate to exercise all the powers of the Company, in order to determine the allotment, issuance and dealing with, either separately or concurrently, A Shares and/or H Shares and similar rights, and to determine the terms and conditions for such allotment, issuance, dealing or such similar rights, including but not limited to the followings:
 - (1) the class and number of new Shares to be issued;
 - (2) the pricing mechanism and/or issue price of the new Shares to be issued (including price range);
 - (3) the commencement and closing dates of issue;
 - (4) the target investor(s);
 - (5) the decision as to whether or not to issue to existing Shareholders, and the class and number of new Shares to be issued to existing Shareholders;
 - (6) the use of proceeds; and/or
 - (7) the making or granting of proposals, agreements, options, convertible rights and other relevant rights for the purpose of exercising the power mentioned above.

2. The aforementioned mandate shall authorize the Board (or persons authorized by the Board) to, within the Relevant Period (as defined below), make or grant any offers, agreements and options that are necessary or might be necessary to exercise such powers after the expiry of the Relevant Period.
3. The number of new A Shares or new H Shares to be conditionally or unconditionally, separately or concurrently allotted, issued and dealt with (whether pursuant to a share option or otherwise) by the Board (or persons authorized by the Board) within the Relevant Period pursuant to the mandate mentioned in paragraph 1 above (excluding Shares to be issued by way of conversion of capital reserve into Shares in accordance with the Company Law and the Articles of Association) shall not exceed 20% of the A Shares or H Shares of the Company respectively in issue at the time of passing this resolution at the AGM.
4. In exercising the mandate pursuant to paragraph 1 above, the Board (or persons authorized by the Board) shall:
 - (1) comply with the Company Law and the relevant regulatory requirements (as amended from time to time) of the places where the Shares of the Company are listed; and
 - (2) when necessary, obtain approval from the CSRC and other relevant PRC government departments.
5. For the purpose of this resolution, “Relevant Period” means the period from the date of passing this resolution at the AGM until the earliest of the following:
 - (1) the expiration of the 12-month period following the passing of the resolution at the AGM;
 - (2) the conclusion of the next annual general meeting (namely, the 2018 annual general meeting) of the Company; and
 - (3) the date on which the Shareholders at any general meeting has by way of special resolution revoked or amended the mandate under this resolution.
6. The Board (or persons authorized by the Board) is hereby authorized to sign any necessary documents, complete any necessary formalities and procedures and take other necessary steps to complete the allotment, issuance and listing of the new Shares upon the exercise of the powers pursuant to paragraph 1 above, provided that the same do not violate the relevant laws, administrative regulations, the relevant regulatory requirements of the places where the Shares of the Company are listed and the Articles of Association.

7. Subject to the approval of the relevant PRC authorities, the Board (or persons authorised by the Board) is hereby authorised to make appropriate and necessary amendments to the Articles of Association after completion of the allotment and issue of new Shares with reference to the method, class and number of new Shares of the Company allotted and issued and the shareholding structure of the Company at the time of completion of the allotment and issue of new Shares in order to reflect the alteration of the Share capital structure and registered capital of the Company pursuant to the exercise of this general mandate.
8. Subject to the relevant laws, regulations, the regulatory rules of the places where the Shares of the Company are listed and the Articles of Association, the Board (or persons authorised by the Board) is hereby authorised to take all actions as the Board may consider necessary in connection with the general mandate to issue Shares, including but not limited to:
 - (1) determining the method of issuance, the target investor(s) as well as the amount and proportion of issuance to each target investor, pricing mechanism and/or issue price (including price range), the commencement and closing time of the issuance, the listing time, the use of proceeds, whether or not to issue to existing Shareholders etc. in light of the actual market conditions;
 - (2) engaging necessary professional parties and signing relevant engagement agreements or contracts;
 - (3) signing, approving, filing and performing the underwriting agreement, sponsors agreement, listing agreement and all other documents as considered necessary for executing the general mandate to issue Shares on behalf of the Company; approving, signing, verifying, implementing, suspending and/or terminating all actions, agreements, deeds, documents and other matters necessary, appropriate, advisable or relevant for such issuance;
 - (4) handling relevant matters such as registration of change in registered Share capital and equity registration in a timely manner in accordance with the method, class and number of the issued Shares and the actual Share capital structure of the Company upon completion of the Share issuance;
 - (5) applying for approval, registration, filing and other procedures in connection with the Share issuance and listing of such Shares from the relevant authorities on behalf of the Company;
 - (6) determining and paying the listing fee or application fee;

- (7) amending the Articles of Association from time to time according to the method, class and number of the issued Shares and the actual Share capital structure of the Company upon completion of the Share issuance and arranging necessary registration and filing process in a timely manner; and
- (8) handling all other matters as the Board may consider necessary in connection with the general mandate to issue Shares.

The persons authorized by the Board referred to in this resolution are the Chairman of the Board and/or the President of the Company.

The above resolution is subject to the Shareholders' approval by way of a special resolution at the AGM.

The Board considers that the special resolution in relation to the grant of the general mandate to the Board of Directors to issue Shares to be proposed at the AGM are in the interests of the Company and the Shareholders as a whole, and accordingly the Board recommends the Shareholders to vote in favor of the supplemental special resolution at the AGM.

APPENDIX II: EXPLANATION ON THE RESOLUTION ON THE GRANT OF AUTHORIZATION TO THE BOARD OF DIRECTORS TO ISSUE DEBT FINANCING INSTRUMENTS

For the purpose of a more flexible choice of financing instruments, timely fulfillment of funds requirements, improvement in debt structure and reduction in finance costs, pursuant to the relevant laws and regulations, the Articles of Association and the actual circumstances, the Company proposes to the general meeting for granting a general and unconditional authorization to the Board or persons authorized by the Board to determine, within the limit of the amount of the bonds issuable, the matters on the issuance of overseas debt financing instruments with a principal amount of not more than USD1 billion or equivalent amount in foreign currencies in overseas bond markets, including (but not limited to) determining the actual amount to be issued, the interest rate, the term, the target investors and use of proceeds of the relevant debt financing instruments, the preparation, signing and disclosure of all necessary documents and the handling of all other matters in relation to the issuance of debt financing instruments under this resolution. The relevant debt financing instruments include but are not limited to short-term debentures, super-short-term debentures, medium-term notes, corporate bonds of the Company, H Shares convertible bonds, and other overseas debt financing instruments in foreign currencies approved by the regulatory authorities, and such debt financing instruments can be issued either in single or multiple tranches within the valid period. If H Shares convertible bonds are to be issued, the new H Shares to be converted by the holders of convertible bonds may be issued pursuant to the general mandate to issue Shares, subject to approval of the grant of the aforementioned general mandate at the AGM. The validity period of the above authorization will commence on the date on which the relevant resolution is passed until the conclusion of the 2018 annual general meeting of the Company.

The persons authorized by the Board referred to in this resolution are the Chairman of the Board and/or the President of the Company.

The above resolution is subject to the Shareholders' approval by way of a special resolution at the AGM.

The Board considers that the special resolution in relation to the grant of authorization to the Board of Directors to issue debt financing instruments to be proposed at the AGM are in the interests of the Company and the Shareholders as a whole, and accordingly the Board recommends the Shareholders to vote in favor of the supplemental special resolution at the AGM.