

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

**Chapter 1 General Provisions**

Article 1 The board of directors of Fuyao Glass Industry Group Co., Ltd. (the "Company") has established the Strategy Committee of the board of directors (the "Strategy Committee") as a professional body for the research, formulation and planning of long-term development strategy of the Company for satisfying the requirements for development of corporate strategy of the Company, ensuring the scientificness of the development plan and strategic decision-making of the Company and strengthening the capability for sustainable development of the Company.

Article 2 In order to ensure the standardized and efficient operation of the Strategy Committee, the Company's board of directors has formulated the terms of reference in accordance with the Company Law of the People's Republic of China (herein after referred to as the "Company Law"), the Measures for Administration of Independent Directors of Listed Companies published by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC"), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Self-Regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 – Standardised Operation issued by the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited published by The Stock Exchange of Hong Kong Limited 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 The Strategy Committee is a specialized committee under the board of directors of the Company, which is mainly responsible for conducting feasibility studies on the Company's long-term development strategic planning and major strategic

investments, reporting its work to the board of directors and being accountable to the board of directors.

Article 4 Resolutions made by the Strategy Committee shall comply with the provisions of relevant laws, regulations, regulatory documents and the Articles of Association and the terms of reference. If any resolution considered and approved by the Strategy Committee is in violation of the provisions of relevant laws, regulations or the Articles of Association and the terms of reference, the resolution shall be valid.

If the decision-making procedure of the Strategy Committee is in violation of the provisions of relevant laws, regulations or the Articles of Association and the terms of reference, relevant interested parties may require the board of directors to revoke the resolution within 60 days after the date of the resolution.

## **Chapter 2 Composition**

Article 5 The Strategy Committee shall be composed of three directors. The members of the Strategy Committee shall be elected by the board of directors of the Company.

Article 6 The Strategy Committee shall have one chairman, who shall be the Chairman of the Company.

Article 7 The chairman of the Strategy Committee shall be responsible for convening and presiding over meetings of the Strategy Committee. If the chairman of the Strategy Committee fails or is unable to perform his duties, another committee member shall be designated by him to act on his behalf. If the chairman of the Strategy Committee neither performs his duties nor designates another member to act on his behalf, more than half of the members of the Strategy Committee may elect a member to act as the chairman of the Strategy Committee and report to the board of directors of the Company in a timely manner.

Article 8 A member of the Strategy Committee shall meet the following requirements:

(1) not being prohibited to act as a Director, Supervisor or senior management of the Company under the Company Law or the Articles of Association;

(2) not having been subject to any public censure from or not having been declared as an inappropriate candidate by the stock exchanges during the past three years;

(3) not having been subject to any administrative penalties from CSRC as a result of any material breach of laws and regulations during the past three years;

(4) with good ethics and behavior, being familiar with the industry of the Company, and having the ability to conduct macroeconomic analysis and make judgments, and relevant expertise or working experience; and

(5) satisfying other conditions stipulated in relevant laws, regulations or the Articles of Association.

Article 9 The one who does not conform to the qualifications prescribed in the preceding article shall not be elected as a member of the Strategy Committee. A member of the Strategy Committee who does not conform to the qualifications prescribed in the preceding article during his term shall resign or be replaced by the board of directors.

Article 10 The term of office for a member of the Strategy Committee shall be concurrent with the term of his directorship. Prior to the expiry of the term of office of a member of the Strategy Committee, the Company may remove him from his 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 Strategy Committee.

If a member of the Strategy Committee ceases to be a director of the Company during his term of office, he shall automatically lose his qualification as a member of the Strategy Committee, and the board of directors shall make up the number of members of the Strategy Committee in accordance with the provisions.

Article 11 Where the number of members of the Strategy Committee is less than two-thirds of the required number of members of the Strategy Committee due to the resignation or removal of members or other reasons, the board of directors of the Company shall elect new members in a timely manner. The Strategy Committee shall

suspend any exercise of duties and powers stipulated by the Terms of reference before the number of members of the Strategy Committee reaches two-thirds of the required number of members of the Strategy Committee.

Article 12 The requirements of the Company Law and the Articles of Association on obligations of directors are applicable to members of the Strategy Committee.

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

Article 13 The Strategy Committee mainly exercises the following powers:

(1) Study the long-term development plans, business goals and development approaches of the Company and make recommendations;

(2) Study the business strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy and talent strategy, and make recommendations;

(3) Study the major strategic investments and financing programs of the Company and make recommendations;

(4) Study the major capital operations and asset management projects of the Company and make recommendations;

(5) Study other major issues that affect the development strategy of the Company and make recommendations;

(6) Follow-up the implementation of the above matters;

(7) Other matters stipulated by laws and regulations, the securities regulatory authorities of the place where the Company's shares are listed, the regulations of the stock exchange where the Company's shares are listed and the Articles of Association, as well as other matters authorized by the board of directors of the Company.

Article 14 After reviewing the matters provided in the preceding Article, the Strategy Committee shall form a resolution of meeting of the Strategy Committee and submit it to the board of directors of the Company together with relevant proposals for consideration.

Article 15 The exercise of powers of the Strategy Committee shall comply with

the relevant provisions of the Company Law, the Articles of Association and these terms of reference, and shall not prejudice the legitimate rights and interests of the Company and its shareholders.

Article 16 The Strategy Committee may, during the period when the board of directors of the Company is not in session, make resolutions in respect of the relevant matters stipulated in Article 13 of these terms of reference in accordance with the authorization of the board of directors, and the relevant resolutions which require the approval at the general meeting shall be submitted to the general meeting for consideration in accordance with the statutory procedures.

Article 17 When the Strategic Committee performs its duties, the relevant departments of the Company shall cooperate and provide the required information to the members in a timely manner, and the necessary costs shall be borne by the Company.

#### **Chapter 4 Convening and Notices of Meeting**

Article 18 Meetings of the Strategy Committee fall into two categories: regular meetings and extraordinary meetings.

The Strategy Committee shall hold at least one regular meeting during each financial year. Regular meetings shall be convened within four months after the end of the previous financial year.

An extraordinary meeting of the Strategy Committee may be requested by directors of the Company, the chairman of the Strategy Committee or at least two of its members jointly.

Article 19 The Strategy Committee may review at its meetings any matters within its terms of reference and that are set out in notices of meetings.

Article 20 In principle, meetings of the Strategy Committee shall be held in the form of physical meeting. Under the premise of ensuring that all participating members can 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 21 To hold a meeting of the Strategy Committee, all members of the Strategy Committee shall be notified of the time, venue, method and the topics to be discussed at the 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 Strategy Committee.

In the case of an urgency where it is necessary to convene a meeting of the Strategy Committee as soon as practicable, the chairman of the Strategy Committee may at any time give notice of the meeting by telephone or other verbal means (not subject to the above period requirement of giving at least 3 days' notice in advance), provided that the convenor shall give an explanation at the meeting.

Article 22 The secretary of the board of directors of the Company is responsible for delivering notices of the Strategy Committee meetings subject to the deadline stated in the previous article once a meeting is decided to be convened by the chairman of the Strategy Committee.

Article 23 Notices of the Strategy Committee meetings shall include at least the following information:

- (1) time and venue of the meeting;
- (2) duration of the meeting;
- (3) topics to be discussed at the meeting;
- (4) contact person and contact details;
- (5) date of notice of the meeting.

Article 24 To hold a meeting of the Strategy Committee, the Company shall, in principle, provide relevant information to all members of the Strategy Committee no later than 3 days prior to the convening of the Strategy Committee meeting. The aforesaid deadline requirement may be waived with the unanimous consent of all members.

Article 25 When the notice is delivered by e-mail, telephone or other quick methods, parties being notified shall be deemed to have received the notice of the

meeting if no written objection is received from them within 2 days from the date of delivery of the notice.

## **Chapter 5 Consideration and Voting Procedures**

Article 26 The Strategy Committee meetings shall be held by at least two-thirds of the members present at the meeting. Directors of the Company may attend the Strategy Committee meetings, but those who are not members of the Strategy Committee do not have voting rights on resolutions proposed at the meeting.

Article 27 Members of the Strategy 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 Strategy 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.

Article 28 Any member of the Strategy 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 29 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 30 A member of the Strategy Committee who does not attend a meeting in

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

Should a member fail to attend the meetings of the Strategy Committee in person twice in a row nor appoint another member to attend on his behalf, he shall be deemed to be unable to carry out his duties and the board of directors may revoke his membership.

Article 31 Resolutions made by the Strategy 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 Strategy Committee meeting.

Article 32 Proposals on each of the topics shall be considered after the presider of the Strategy Committee announces the opening of the meeting.

Article 33 The Strategy 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 34 Items proposed at the Strategy 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 35 The Strategy Committee may, if considered necessary, convene 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 Strategy Committee, however, do not have voting rights on the proposals.

Article 36 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 37 The Strategy 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 38 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 39 Each proposal on which a prescribed number of valid votes are cast becomes a resolution of the Strategy Committee upon announcement by the presider of the meeting. Resolutions of the Strategy Committee come into effect upon signature by members present at the meeting.

No change or alteration shall be made to the resolutions of Strategy Committee that have become effective without going through the legitimate procedure as required by applicable laws, regulations, listing rules of places where the Company's shares are listed, the Articles of Association and the Terms of reference.

Article 40 A member of the Strategy Committee or the designated staff of the office of the secretary to the board of directors of the Company shall notify the board of directors of the Company the relevant resolutions of the meeting no later than the date immediately after such resolutions come into effect.

Article 41 In the process of implementing resolutions passed at the Strategy Committee meetings, the chairman of the Strategy 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 Strategy Committee or the member designated by him shall report to the board of directors for handling.

Article 42 The Strategy 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 Strategy Committee meetings shall include at least the following information:

- (1) date and venue of the meeting and name of the convener;
- (2) attendance of members in person and by proxy;
- (3) agenda of the meeting;
- (4) highlights of members' speeches;
- (5) way of voting on 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 Strategy Committee for their comments and records respectively, within a reasonable time after the meetings.

Article 44 Archives of Strategy 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 Strategy 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 Strategy Committee or his close relatives and other entity controlled by the member of the Strategy Committee and his close relative 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.

The term “close relatives” as referred to in the previous clause shall include spouse, parents, children aged 18 or above and their spouses, brothers and sisters and their spouses, spouse's parents, spouse's brothers and sisters and children's spouses' parents.

The definition of the term “connected person” is the same with Hong Kong Listing 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 Strategy Committee and shall specify that he will abstain from voting. However, if the other members of the Strategy 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 of directors may revoke the voting results, and require the other members of the Committee to vote again on the relevant proposals

Article 48 The Strategy 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 Strategy Committee meeting shall specify the abstention of the interested member.

## **Chapter 8 Supplementary Provisions**

Article 50 In the terms of reference, “no less than”, “no more than” includes the number itself, while “more than”, “less than” does not include the number itself.

Article 51 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 case of any conflict between the terms of reference and any future laws or regulations issued or amended by the state, or any rules, regulations, 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 relevant laws, regulations, rules, regulations, regulatory documents and business rules, etc.

Article 52 The terms of reference shall be interpreted by the board of directors. The interpretation text of the terms of reference shall have the same effect as the terms of reference after being reviewed and approved by the board of directors of the Company.

Article 53 The terms of reference shall come into effect on the date of consideration and approval by the board of directors of the Company, and the same shall apply to any amendments thereto. Once the terms of reference become effective, the original Terms of Reference for the Strategy Committee of the Board of Directors shall automatically lapse.