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

If you have sold or transferred all your shares in the Company, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the Company, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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四川能投發展股份有限公司 Sichuan Energy Investment Development Co., Ltd.*

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

(Stock Code: 01713)

**REMUNERATION FOR THE DIRECTORS FOR THE YEAR 2024,
REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE YEAR
2024,
REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2024,
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2024,
ANNUAL REPORT FOR THE YEAR 2024,
FINAL ACCOUNTS REPORT AND AUDIT REPORT FOR THE YEAR 2024,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2024,
ANNUAL PRODUCTION AND OPERATION PLAN FOR THE YEAR 2025,
ANNUAL INVESTMENT PLAN FOR THE YEAR 2025,
ANNUAL BUDGET REPORT FOR THE YEAR 2025,
PROPOSED RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2025,
PROPOSED CHANGE IN USE OF PROCEEDS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL
MEETINGS,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD
MEETINGS,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF SUPERVISORY
COMMITTEE MEETINGS,
PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR,
GENERAL MANDATE FOR THE ISSUANCE OF SHARES BY THE COMPANY,
GENERAL MANDATE FOR THE ISSUANCE OF DEBT FINANCING INSTRUMENTS
BY THE COMPANY
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Hydropower Building, No. 789 Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC at 10:00 a.m. on Wednesday, 18 June 2025 are set out on pages AGM-1 to AGM-4 of this circular. If you intend to attend the AGM by proxy, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H share registrar of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by holders of H Shares, or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of Domestic Shares as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the AGM (i.e. before 10:00 a.m. on Tuesday, 17 June 2025) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

25 April 2025

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DEFINITIONS

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

“2024 Annual Report”	the annual report of the Company for the financial year ended 31 December 2024
“Annual General Meeting” or “AGM”	the annual general meeting to be convened by the Company at 10:00 a.m. Wednesday, 18 June 2025, or any adjournment thereof, the notice of which or any adjournment thereof set out on pages AGM-1 to AGM-4 of this circular
“Articles of Association” or “Articles”	the articles of association of the Company as amended, supplemented and otherwise modified from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau and Taiwan
“Company”	Sichuan Energy Investment Development Co., Ltd.* (四川能投發展股份有限公司) (stock code: 01713), a company established in the PRC as a joint stock company with limited liability on 29 September 2011
“Director(s)”	the director(s) of the Company
“Domestic Shares”	domestic invested ordinary shares in the Company’s registered capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and held by PRC nationals or PRC incorporated entities, and are not listed or traded on any stock exchange
“Group”	the Company and its subsidiaries
“H Share(s)”	the ordinary share(s) in issue in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange as amended from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	the ordinary share(s) of RMB1.00 each in the share capital of the Company, including H Shares and Domestic Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



四川能投發展股份有限公司 Sichuan Energy Investment Development Co., Ltd.*

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

(Stock Code: 01713)

Executive Directors:

Mr. He Jing (*Chairman*)
Mr. Wang Yuanchun
Ms. Xie Peixi

Non-executive Directors:

Ms. Han Chunhong
Mr. Tao Xueqing
Mr. Gao Bin
Mr. Kong Ce
Mr. Zhao Gen

Independent non-executive Directors:

Mr. Siu Chi Hung
Mr. Chen Chuan
Mr. Mou Yingshi
Prof. Li Jian
Ms. He Yin

Registered address:

No. 789, Renhe Road,
Wenjiang District, Chengdu City,
Sichuan Province,
the PRC

Head office:

No. 789, Renhe Road,
Wenjiang District, Chengdu City,
Sichuan Province,
the PRC

Place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre,
No. 248 Queen's Road East,
Wanchai, Hong Kong

25 April 2025

To the Shareholders,

Dear Sir/Madam,

**REMUNERATION FOR THE DIRECTORS FOR THE YEAR 2024,
REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE YEAR
2024,**

**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2024,
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2024,
ANNUAL REPORT FOR THE YEAR 2024,
FINAL ACCOUNTS REPORT AND AUDIT REPORT FOR THE YEAR 2024,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2024,
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ANNUAL INVESTMENT PLAN FOR THE YEAR 2025,
ANNUAL BUDGET REPORT FOR THE YEAR 2025,
PROPOSED RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2025,**

LETTER FROM THE BOARD

**PROPOSED CHANGE IN USE OF PROCEEDS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL
MEETINGS,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD
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COMMITTEE MEETINGS,
PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR,
GENERAL MANDATE FOR THE ISSUANCE OF SHARES BY THE COMPANY,
GENERAL MANDATE FOR THE ISSUANCE OF DEBT FINANCING INSTRUMENTS
BY THE COMPANY
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of the AGM, and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the following matters:

Ordinary Resolutions

1. *Remuneration for the Directors for the Year 2024*

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration for the Directors for the year 2024, formulated in accordance with the Company's internal policies and relevant regulatory requirements. Please refer to the details of the remuneration for the Directors for the year 2024 as set out in the 2024 Annual Report.

2. *Report of the Independent Non-executive Directors for the Year 2024*

An ordinary resolution will be proposed at the AGM to consider and approve the report of the independent non-executive Directors for the year 2024, the details of which are set out in the Appendix I to this circular.

3. *Report of the Board of Directors for the Year 2024*

An ordinary resolution will be proposed at the AGM to consider and approve the report of the Board of Directors for the year 2024. Please refer to the report of the Board of Directors as set out in the 2024 Annual Report.

LETTER FROM THE BOARD

4. *Report of the Supervisory Committee for the Year 2024*

An ordinary resolution will be proposed at the AGM to consider and approve the report of the Supervisory Committee for the year 2024. Please refer to the report of the Supervisory Committee as set out in the 2024 Annual Report.

5. *Annual Report for the Year 2024*

An ordinary resolution will be proposed at the AGM to consider and approve the annual report for the year ended 31 December 2024.

6. *Final Accounts Report and Audit Report for the Year 2024*

An ordinary resolution will be proposed at the AGM to consider and approve the final accounts report and audit report for the year 2024. Please refer to the audited financial statements as set out in the 2024 Annual Report.

7. *Profit Distribution Plan for the Year 2024*

An ordinary resolution will be proposed at the AGM to consider and approve the profit distribution plan for the year 2024. The profit distribution plan for the year 2024 includes:

I. Withdrawing reserve fund

According to the Company Law, the Company shall withdraw 10% of its profit after taxation, calculated in accordance with China Accounting Standards for Business Enterprises, to the statutory surplus reserve fund. When the cumulative amount of the statutory surplus reserve fund reaches more than 50% of the Company's registered capital, no further withdrawals may be made.

Given that the balance of the statutory surplus reserve is insufficient to meet 50% of the registered capital, it is recommended to withdraw RM34,638,284.29 from profit after taxation to the statutory surplus reserve for the year 2024. In view of the lack of mandatory provisions regarding discretionary surplus reserves in national laws and regulations as well as the Articles of Association, it is recommended that no discretionary surplus reserve fund be withdrawn for the year 2024.

II. Cash dividend distribution plan

Based on the Company's total share capital of 1,074,357,700 shares as of 31 December 2024, dividends will be distributed at RMB0.140 per share (tax inclusive), with total dividends amounting to approximately RMB150,410,078.00 (tax inclusive), accounting for 48.25% of the profit available for distribution to investors in 2024. Subject to approval of the Shareholders at the AGM, the final dividend is expected to be paid on 21 July 2025.

LETTER FROM THE BOARD

For the distribution of dividends, dividends to domestic shareholders will be declared and paid in RMB, while dividends to H shareholders will be declared in RMB but paid in Hong Kong dollars. The exchange rate adopted for currency conversion will be the average of the median price for conversion of RMB into Hong Kong dollars announced by the China Foreign Exchange Trading Center during the five business days prior to the date of the AGM.

The Company does not currently hold any Treasury Shares and will not receive such dividends or distributions, if any.

III. Capital reserve converted to share capital

In light of the fact that the capital reserve fund's conversion into share capital does not substantively increase the benefits to shareholders, and given that an increase in share capital under stable market capitalization would lead to a decline in share price, which is detrimental to enhancing the Company's brand image in the capital market and restricts the Company's ability to refinance in the capital market in the future, it is recommended that the Company shall not convert the capital reserve fund into share capital for the current year.

8. Annual Production and Operation Plan for the Year 2025

An ordinary resolution will be proposed at the AGM to approve the annual production and operation plan for the year 2025. The annual production and operation plan includes: (i) the electricity supply of 8,794.06 million kWh; (ii) the electricity sales of 8,358.77 million kWh; (iii) operating revenue of RMB5,299.08 million; and (iv) total profit of RMB470.36 million.

9. Annual Investment Plan for the Year 2025

An ordinary resolution will be proposed at the AGM to approve the annual investment plan for the year 2025.

Annual investment plan for the year 2025 will have a total budget for investments of approximately RMB1,467 million, covering (i) infrastructure construction investments of approximately RMB489.5 million; (ii) fixed asset restructuring investments of approximately RMB423.9 million; (iii) acquisition of fixed asset investments of approximately RMB141.7 million; (iv) other investment (industry expansion new supporting power grid projects) of approximately RMB336.3 million; and (v) equity investment of approximately RMB75.6 million.

10. Annual Budget Report for the Year 2025

An ordinary resolution will be proposed at the AGM to approve the annual budget for the year 2025. The annual budget for the year 2025 includes the operating budget, investment budget, and financing plan. The annual budget for the year 2025 does not take into account the impacts of the implementation of the policy of "same electricity price for residents" and the expansion of the scope for industrial and commercial users to directly participate in market transactions.

LETTER FROM THE BOARD

11. Proposed Re-Appointment of Auditor for the Year 2025

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of KPMG Huazhen LLP, as the auditor of the Company for the year 2025 for a term until the conclusion of the next annual general meeting of the Company, to provide relevant audit services, as well as other professional services in accordance with regulatory requirements and needs arising from the Company's actual business development. It is also proposed that the AGM authorises the Board to determine the remuneration of the auditor.

12. Proposed Change in Use of Proceeds

An ordinary resolution will be proposed at the AGM to approve the proposed change in use of proceeds. Reference is made to the announcement on the proposed change in use of proceeds of the Company dated 19 February 2025 in relation to, among others, the proposed change in use of proceeds.

Proposed Change in Use of Proceeds

The H Shares of the Company has been listed on the Stock Exchange since 28 December 2018. The net fund raised from the Global Offering after deducting the relevant expenses was approximately RMB380.5 million (the “**Net Proceeds**”).

As of 31 December 2024, a total of RMB341.9 million, representing approximately 89.9% of the Net Proceeds, had been utilized. The unutilized Net Proceeds amounted to approximately RMB38.6 million. On 19 February 2025, after careful consideration, the Board resolved to propose the change in the use of the Net Proceeds as of 31 December 2024 of approximately RMB37.0 million (the “**Proposed Change in Use of Proceeds**”) at the AGM for Shareholders' consideration and approval, based on the reasons disclosed in paragraph “Reasons for and benefits of the utilization of remaining net proceeds from issuance of H Shares for replenishment of working capital” below. Details of the Proposed Change in Use of Proceeds with an updated expected timeline of full utilization are as follows:

	Planned use of Net Proceeds (as set out in the Prospectus) (RMB'000)	Utilised amount of the Net Proceeds as at 31 December 2024 (RMB'000)	Unutilised amount of the Net Proceeds as at 31 December 2024 (RMB'000)	Revised allocation of unutilized amount of the Net Proceeds (RMB'000)	Updated expected timeline of full utilisation of the balance
Use of Net Proceeds from the Global Offering					
Acquisition of power-related assets	152,193	115,200	36,993	–	N/A
Power grid construction and optimization	114,145	114,145	–	–	N/A
Establishment of centralized Power dispatching control center and promotion of intelligent power grid system	76,097	76,097	–	–	N/A
Working capital	38,048	36,476	1,572	38,565	Before 31 December 2025
Total	380,483	341,918	38,565	38,565	

LETTER FROM THE BOARD

Reasons for and Benefits of the Utilization of Remaining Net Proceeds from Issuance of H Shares for Replenishment of Working Capital

The Group had adopted a more prudent approach with regards to acquisition of power-related assets with a view to ensuring that any such acquisition is only made after more careful consideration and in the interest of the Company and its Shareholders as a whole. As a result, the progress of acquisition of power-related assets has fallen short of expectations, and the Board considered that it is not likely for the Company to be able to apply the funds originally allocated for the above purpose by the original timeline or in a timely manner. As a result, the Board has decided to propose the re-allocation of the remaining Net Proceeds originally allocated to this segment to be used for replenishing the Group's working capital, which would enable the Group to deploy its financial resources more efficiently, strengthen the financial health of the Group, and improve the quality of the Group's services, thereby creating long term value to the Shareholders. The Proposed Change in Use of Proceeds would not have any material adverse effect on the existing business and operation of the Group, but would rather improve the utilization efficiency of the Net Proceeds and further enhance the Company's operating capabilities, which is in line with the Company's development plan and long-term interests. For the reasons stated above, the Board is of the view that the Proposed Change in Use of Proceeds is in the best interests of the Group and the Shareholders as a whole.

General

In accordance with the "Securities Law of the People's Republic of China" (《中華人民共和國證券法》) and the "Guiding No. 2 for Listed Company Supervision – Regulatory Requirements on the Management and Use of Raised Capital by Listed Companies (2022 Revision)" (Announcement of the China Securities Regulatory Commission [2022] No. 15) (《上市公司監管指引第2號—上市公司募集資金管理和使用的監管要求(2022修訂)》(證監會公告[2022]15號) issued by the China Securities Regulatory Commission (中國證監會), the Proposed Change in Use of Proceeds is subject to approval by the Shareholders at the AGM.

13. Proposed Appointment of A Non-executive Director

An ordinary resolution will be proposed at the AGM to approve the proposed appointment of a non-executive director. Reference is made to the announcement of the Company dated 24 December 2024. The Company will propose an ordinary resolution at the AGM to consider and approve the appointment of Mr. Yao Gengsheng ("Mr. Yao") as a non-executive Director of the Company to fill the vacancy arising from the resignation of Ms. Han Chunhong as a non-executive Director.

LETTER FROM THE BOARD

The biographical details of Mr. Yao are set out below:

Mr. Yao Gengsheng (姚更生), aged 59, graduated from Anhui University (安徽大學) with Bachelor of Science's degree in Analytical Chemistry in 1986, and completed the Master of Business Administration postgraduate program of University of Science and Technology of China in 2009. Mr. Yao commenced his career in July 1986 and worked at the Feixi County Health and Epidemic Prevention Station* (肥西縣衛生防疫站). Between July 1988 and August 1999, Mr. Yao worked at Huainan Pingwei Power Plant* (淮南平圩發電廠) and his last held position was specialist of the chemical branch. Between August 1999 and March 2016, Mr. Yao served in various positions at Anhui Huainan Pingwei Power Generation Co., Ltd.* (安徽淮南平圩發電有限責任公司), and his last held position was marketing director. Between March 2016 and November 2019, Mr. Yao served consecutively as the deputy general manager of the production and operation department and the deputy general manager of the electricity distribution and integrated energy department of China Power International Holding Limited* (中國電力國際有限公司). Between November 2019 and October 2023, Mr. Yao served consecutively as the deputy general manager of the electricity distribution and integrated energy department, deputy general manager of the marketing department, general manager of the marketing department, and the special duty director of China Power International Development Limited (中國電力國際發展有限公司) (a company whose shares are listed on the Stock Exchange (stock code: 2380)). Between October 2023 and September 2024, Mr. Yao served as the level three consultant of Anhui Huainan Pingwei Power Generation Co., Ltd.* (安徽淮南平圩發電有限責任公司). Since September 2024, Mr. Yao has been serving as the special duty director of China Power International Development Limited.

The proposed appointment of Mr. Yao as a non-executive Director will be subject to approval by the Shareholders at the AGM. The term of office of Mr. Yao as a non-executive Director will commence from the date of approval by the Shareholders at the AGM and ending at the expiry of the fifth session of the Board. There will be no service contract between the Company and Mr. Yao for his proposed appointment as a non-executive Director of the fifth session of the Board. Mr. Yao shall be subject to retirement and re-election at the general meetings of the Company in accordance with the Articles.

Upon the appointment of Mr. Yao being approved by the Shareholders, Mr. Yao as a non-executive Director will mainly be responsible for providing supervision of matters relating to compliance, corporate governance and business development of the Company.

Mr. Yao, being a non-executive Director nominated by the Shareholders, has been and will continue to receive remunerations through his service in the corporate Shareholder. He is therefore no subject to remuneration as a non-executive Director.

As at the Latest Practicable Date, save as disclosed above, Mr. Yao (i) does not hold any position with any other member of the Group; (ii) does not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company; (iii) has not held any directorship in any other listed companies in the past three years; and (iv) does not have or is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong.

LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Yao that needs to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Listing Rules.

Special Resolutions

- 1. Proposed Amendments to the Articles of Association;***
- 2. Proposed Amendments to the Rules of Procedure of General Meetings;***
- 3. Proposed Amendments to the Rules of Procedure of Board Meetings; and***
- 4. Proposed Amendments to the Rules of Procedure of Supervisory Committee Meetings.***

Four special resolutions will be proposed at the AGM to approve the proposed amendments to the Articles of Association, the Rules of Procedure of General Meetings, the Rules of Procedure of Board Meetings and the Rules of Procedure of Supervisory Committee Meetings, respectively. Reference is made to the announcement of the Company dated 16 April 2025 in relation to the proposed amendments to the Articles of Association, the Rules of Procedure of General Meetings, the Rules of Procedure of Board Meetings and the Rules of Procedure of Supervisory Committee Meetings. On 16 April 2025, the Board of Directors passed the resolution on the amendments to certain provisions of the Articles of Association, the Rules of Procedure of Board Meetings and the Rules of Procedure of General Meetings, and the Supervisory Committee passed the resolution on the amendments to certain provisions of the Rules of Procedure of Supervisory Committee Meetings, subject to the approval by the Shareholders of the Company.

In light of (1) on 1 July 2024, the new Company Law officially came into effect; (2) the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) was abolished at the end of March 2023 according to the Trial Measures for the Administration of Securities Issuance and Listing by Domestic Enterprises Overseas (《境內企業境外發行證券和上市管理試行辦法》) issued by the China Securities Regulatory Commission. In accordance with Article 7 of the supporting Guidelines for the Application of Regulatory Rules – No. 1 for Overseas Issuance and Listing (《監管規則適用指引—境外發行上市類第1號》), domestic enterprises directly issuing and listing overseas must comply with the provisions of Article 6 of the Trial Measures for the Administration of Securities Issuance and Listing by Domestic Enterprises Overseas (《境內企業境外發行證券和上市管理試行辦法》) and formulate their articles of association in accordance with the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) and other relevant regulations on corporate governance issued by the China Securities Regulatory Commission to standardize corporate governance; (3) the amendments to the Listing Rules regarding a paperless listing mechanism effective from 31 December 2023, as well as a series of documents such as consultation papers and consultation summaries regarding the proposed expansion of the paperless listing system and other amendments to the Listing Rules published by the Stock Exchange; (4) with reference to the Notice Regarding the Publication of the Guidance on Articles of Association of Provincial Enterprises of Sichuan Province (For Trial Implementation) (《關於印發〈四川省省屬企業公司章程指引(試行)〉的通知》) issued by the State-owned Assets Supervision and Administration Commission of Sichuan Province; and (5) in conjunction with the actual situation of the Company, the Board approved and recommended amendments to the relevant provisions of the Articles of Association.

LETTER FROM THE BOARD

In light of the proposed amendments to the Articles of Association, the Company also proposes to amend the Rules of Procedure of General Meetings, the Rules of Procedure of Board Meetings and the Rules of Procedure of the Supervisory Committee to align them with the proposed amendments to the Articles of Association.

The details of the proposed amendments are set out in Appendices II, III, IV and V to this circular. The text to be deleted in the proposed amendments is indicated by strikethrough, while the text to be added is indicated by underline. Due to the deletion, merging and splitting of relevant clauses and sections, the numbers of other clauses and sections will be changed accordingly. Save for the proposed amendments as set out in this circular, other provisions of the Articles of Association, the Rules of Procedure of General Meetings, the Rules of Procedure of Board Meetings and the Rules of Procedure of Supervisory Committee Meetings will remain unchanged. The proposed amendments are prepared in Chinese, and the English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.

5. General Mandate for the Issuance of Shares by the Company

A special resolution will be proposed at the AGM to approve the general mandate for the issuance of shares by the Company. According to the provisions of the Articles of Association and relevant laws and regulations, in order to meet the capital demand of the Company's continuous business development, flexibly and effectively utilize the financing platform and seize the market timing, it is proposed to request at the AGM to grant a general mandate to the Board of Directors in the form of special resolution to authorize the Board of Directors to decide, based on the market conditions and the needs of the Company, to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares of the Company (excluding Treasury Shares, if any) at the time of the approval of this resolution at the AGM, or securities convertible into Domestic Shares or H Shares, stock options, warrants, or similar rights to subscribe for the Company's Domestic Shares or H Shares (hereinafter referred to as "**Similar Rights**"), and the foregoing mandates are hereinafter collectively referred to as "**General Mandates**"), and authorize the Board of Directors to make the corresponding amendments to the Articles of Association as it deems appropriate to reflect the new share capital or structure resulting from the allotment or issuance of Shares or Similar Rights. The specific mandate content includes but is not limited to:

- (I) determining the method of issuance, including but not limited to single or multiple allotments, issuance and dealing with of new Shares and Similar Rights, as well as other methods permitted by the Articles of Association, the Listing Rules, and laws and regulations.
- (II) subject to the provisions of the Listing Rules, formulating and implementing specific issuance plan, including but not limited to the categories of new Shares or Similar Rights to be issued, pricing methods and/or issuance/conversion/exercise prices (including price ranges), issuance scale, number of Shares issued, targets of issuance and the investment directions of the raised fund, deciding issuance timing, issuance period and whether to place Shares to existing Shareholders.

LETTER FROM THE BOARD

- (III) considering, approving and signing on behalf of the Company, the statutory documents related to the issuance submitted to the relevant regulatory authorities. In accordance with the requirements of regulatory authorities and the place where the Company is listed, the Company shall fulfill the relevant approval procedures and complete all necessary procedures of filing, registration and record-keeping with the relevant government departments in the place where the Company is listed and/or any other regions or jurisdictions (if applicable).
- (IV) amending the relevant agreements or statutory documents in item (III) above in accordance with the requirements of domestic and foreign regulatory authorities.
- (V) deciding to affix the seal of the Company on the issuance related agreements and statutory documents.
- (VI) arranging the matters for the opening of relevant accounts at the bank by the Company.
- (VII) approving increasing the registered capital after the issuance of new Shares, making all appropriate and necessary amendments to the relevant provisions of the Articles of Association regarding the total share capital, shareholding structure and etc., and performing the relevant registration and filing procedures required by domestic and foreign laws by the Company to issue the relevant Shares and achieve the increase of the Company's registered capital.
- (VIII) The Board of Directors may delegate the authority to any one of He Jing, the Chairman of the Board, Wang Yuanchun, the Vice Chairman, and You Xiao, the Deputy General Manager, to act on behalf of the Company with full powers to handle and execute all necessary or desirable specific matters related to the issuance of Shares under the general mandate in accordance with the provisions of the relevant laws, regulations and normative documents and the requirements of regulatory authorities.

Unless the Board has entered into or granted offering proposals, agreements, options, warrants, convertible bonds or Similar Rights regarding the issuance of Domestic Shares and/or H Shares during the relevant period and the Company has also obtained the relevant approvals, permits or registrations (if applicable) from regulatory authorities within the validity period of the mandate and such offering proposals, agreements, options, warrants, convertible bonds or Similar Rights may need to be proceeded or implemented after the end of the relevant period, the above mandate shall not extend beyond the relevant period. The relevant period is from the date of approval at the AGM until the earliest of the following three dates:

1. the conclusion of the first annual general meeting held after the date on which this resolution was passed at the AGM;
2. the expiration of 12 months after the date on which this resolution was approved at the AGM in the form of a special resolution;
3. the date on which this resolution revoked or varied the mandate granted under this resolution at the AGM by way of a special resolution.

LETTER FROM THE BOARD

6. General Mandate for the Issuance of Debt Financing Instruments by the Company

A special resolution will be proposed at the AGM to approve the general mandate for the issuance of debt financing instruments by the Company. According to the provisions of the Articles of Association and relevant laws and regulations, in order to meet the needs of the Company for project investment and replenishment of liquidity, the Company intends to issue corporate debt financing instruments in one batch or in multiple batches both domestically and internationally. In order to seize favorable market opportunities in a timely manner, it is proposed to request at the AGM to consider the general mandate regarding the issuance of the Company's debt financing instruments granted to the Board of Directors and authorized persons of the Board of Directors in form of a special resolution, with the details as follows.

I. Entity, type and amount of issuance

It is proposed to request at the AGM to generally and unconditionally authorize the Board of Directors to make specific arrangements for the issuance of debt financing instruments of the Company. The issuance of domestic and overseas debt financing instruments will be conducted by the Company as the entity of issuance. Relevant debt financing instruments include, but are not limited to, corporate bonds, convertible bonds, overseas bonds, ultra-short-term financing bonds, short-term financing bonds, medium-term notes, perpetual medium-term notes, asset-backed notes, non-public targeted debt financing instruments and other debt financing instruments in Renminbi or foreign currencies issued domestically and internationally as permitted by regulatory authorities. The total scale of the Company's domestic and foreign debt financing instruments (calculated based on the balance to be repaid after issuance, and if issued in foreign currencies, converted at the central parity exchange rate announced by the People's Bank of China on the date of each issuance) shall not exceed twice the latest consolidated net assets of the Company at the end of the most recent period, and shall comply with the requirements of relevant laws and regulations regarding the issuance limits of the Company's domestic and foreign debt financing instruments.

II. The principal terms of the issuance

(I) Issuance scale

During the validity period of the mandate, the total issuance amount of debt financing instruments shall not exceed (including) RMB300 million or its equivalent in foreign currency.

LETTER FROM THE BOARD

(II) Duration and variety

The maximum duration shall not exceed 5 years, which can be a single duration variety or a combination of multiple duration varieties. The specific duration composition and the issuance scale of each duration variety shall be determined by the Board of Directors in accordance with relevant regulations and market conditions.

(III) Issuance price

The specific issuance price of the Company's offshore debt financing instruments shall be determined by the Board of Directors or the Chairman and their authorized persons in accordance with the market conditions at the time of issuance and the requirements of the relevant laws and regulations.

(IV) Use of proceeds

It is expected that the proceeds from the new issuance of debt financing instruments will be used to meet the needs of the purposes such as project investments and replenishment of liquidity.

(V) Issuance method

It is determined based on the approval status of the issuance of debt financing instruments and the domestic and international market conditions at the time of issuance.

(VI) Convertible bonds

If convertible bonds are issued, the new Shares to be converted shall be issued in accordance with the relevant valid general mandate or specific mandate approved by the Company at the annual general meeting upon the conversion application submitted by the holders of the convertible bonds.

(VII) Listing arrangement

The Company shall determine matters related to the application for listing or transfer of offshore debt financing instruments based on its actual circumstances and the conditions of the offshore market in accordance with the law.

LETTER FROM THE BOARD

III. Mandate for issuance

- (I) To request the general meeting to approve granting the general and unconditional mandate to any one of He Jing, the Chairman of the Board, Wang Yuanchun, the Vice Chairman, and You Xiao, the Deputy General Manager, to determine and handle the specific matters related to the issuance of debt financing instruments based on the specific needs of the Company and other market conditions.
1. To determine the issuance of debt financing instruments, the types of issuance, specific varieties, specific terms, conditions and other matters (including but not limited to specific number of issuance, actual total amount, currency, issuance price, issuance limit, issuance interest rate or its determination method, issuance location, issuance objects, timing of issuance, duration, whether to issue in tranches and the number of tranches, whether to set up put options and redemption clauses, rating arrangements, guarantee matters (if necessary), repayment and interest payment periods, specific arrangements for raising funds, specific allocation arrangements, underwriting arrangements and all matters related to this issuance.
 2. To take all necessary and incidental actions and steps regarding the issuance of debt financing instruments (including but not limited to engaging intermediaries, applying to the relevant regulatory authorities on behalf of the Company for the necessary approvals, registrations, filings, and other procedures related to this issuance, signing all requisite legal documents related to this issuance, selecting the bond trustee for this issuance, formulating rules for bondholders' meetings, handling information disclosure matters related to the issuance of debt financing instruments in accordance with applicable laws and regulations and requirements of regulatory authorities, and managing other matters related to the issuance and trading of bonds).
 3. If there are changes in regulatory policies or market conditions, except for matters that must be re-voted at the general meeting as stipulated by relevant laws, regulations and the Articles of Association, adjustments to the specific issuance plan and related matters may be made based on the opinions of regulatory authorities or market conditions within the scope authorized by the general meeting, or a decision may be made on whether to proceed with the issuance work based on actual circumstances.
 4. To decide and handle the relevant matters related to the listing of debt financing instruments upon the completion of the issuance in accordance with its actual situation and the conditions of domestic and foreign markets.
 5. To execute the matters on the issuance of debt financing instruments based on the specific needs of the Company and other market conditions.

LETTER FROM THE BOARD

- (II) To authorize any one of He Jing, the Chairman of the Board, Wang Yuanchun, the Vice Chairman, and You Xiao, the Deputy General Manager, to approve, sign and distribute relevant documents and announcements in accordance with applicable regulatory rules of the place where the Company's shares are listed, and to carry out relevant information disclosure.

IV. Determining the validity period of the mandates of the AGM

12 months from the date on which the matters on the mandates for the issuance of debt financing instruments are considered and approved at the AGM.

THE AGM

The AGM will be held at Hydropower Building, No. 789 Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC at 10:00 a.m. on Wednesday, 18 June 2025, to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the AGM. A form of proxy and a reply slip will be published on the Company's website at www.scntgf.com and the website of the Stock Exchange at www.hkexnews.hk on Friday, 25 April 2025.

Whether or not you intend to attend and/or vote at the AGM, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon. If you intend to attend the AGM, you are required to complete and return the reply slip to the H share registrar of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by holders of H Shares, or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of Domestic Shares on or before Sunday, 8 June 2025.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meeting, should you so wish and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at such meeting.

VOTING BY POLL

According to the Listing Rules, any vote of Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Results of the poll voting will be published on the Company's website at www.scntgf.com and the website of the Stock Exchange at www.hkexnews.hk after the AGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that all resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the resolutions to be proposed at the AGM.

Faithfully,
By order of the Board
Sichuan Energy Investment Development Co., Ltd.*
HE Jing
Chairman

* *For identification purpose only*

In 2024, as independent non-executive Directors of Sichuan Energy Investment Development Co., Ltd.* (the “**Company**”), we strictly followed the Company Law, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Articles of Association of Sichuan Energy Investment Development Co., Ltd.* (the “**Articles of Association**”) and other provisions and requirements including the Working Rules of Independent Non-executive Directors, and performed our duties diligently in accordance with the law. We actively leveraged the independent role of independent Directors, continuously paid attention to the Company’s compliant operation, major production and operation activities and financial situation, actively attended relevant meetings in 2024, carefully considered the proposals and expressed independent opinions, so as to safeguard the overall interests of the Company and protect the legitimate rights and interests of all shareholders, especially the minority shareholders, from being prejudiced. Our work report for 2024 is hereby presented as follows:

I. BASIC INFORMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board of the Company has a reasonable structure and adopts a diversified policy. The Board has established a nomination committee, a remuneration and evaluation committee, an audit committee and a risk control committee. All independent non-executive Directors are not connected with the substantial Shareholders, Directors, Supervisors and senior management of the Company and do not hold positions in related companies of the Company.

The fourth session of independent non-executive Directors are composed as follows: Kin Kwong Kwok Gary, Wang Peng, He Zhen, Li Jian and He Yin. The Company completed the election of the members of the fifth term of the Board of Directors on 16 August 2024. The fifth session of independent non-executive Directors are composed as follows: Siu Chi Hung, Chen Chuan, Mou Yingshi, Li Jian and He Yin.

II. ANNUAL PERFORMANCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

During the reporting period, the Company held 15 Board meetings and 4 general meetings; 8 meetings of audit committee, 5 meetings of remuneration and evaluation committee, 4 meetings of nomination committee and 1 meeting of risk control committee. We actively participated in the meetings through on-site communication and teleconference, carefully considered all resolutions, and independently and responsibly expressed our opinions, thereby making positive contributions to the scientific decision-making of the Board. The general meetings, Board meetings and other meetings held by the Company in 2024 were in compliance with the statutory procedures, and major operational decisions and other significant matters went through relevant procedures and were legal and effective. In 2024, we voted in favor of all resolutions and other matters of the Company without any objection or abstention.

Name	Attendance (in-person attendances/number of meetings)					
	General meeting	Board meeting	Remuneration and evaluation committee meeting	Risk control committee meeting	Audit committee meeting	Nomination committee meeting
Kin Kwong Kwok Gary	3/3	9/9	–	1/1	6/6	–
Siu Chi Hung	1/1	6/6	–	0/0	2/2	–
Li Jian	4/4	15/15	–	1/1	8/8	–
Wang Peng	3/3	9/9	3/3	–	–	2/2
Chen Chuan	1/1	6/6	2/2	–	–	2/2
He Zhen	3/3	9/9	3/3	–	–	2/2
Mou Yingshi	1/1	6/6	2/2	–	–	2/2
He Yin	4/4	15/15	–	–	–	–

Note: The “in-person attendances” of meetings include on-site attendance and participation in the meetings by electronic communication means such as telephone and mail by circulation of written resolutions. Independent Directors who were unable to attend the meetings of the Board and each special committee in person have entrusted other independent non-executive Directors to attend and exercise voting rights on their behalf.

III. KEY CONCERNS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS IN DUTY PERFORMANCE

During the reporting period, we actively kept abreast of the industry development and the Company’s operation in strict accordance with the requirements of relevant laws and regulations and regulatory authorities, focusing on the management of the Company’s connected transactions, nomination of senior management, implementation of information disclosure, and the operation of the Board and each special committee, and made clear judgments or specifications on the relevant major issues to ensure the standardized operation of the Company.

(I) Connected Transactions

The Company actively fulfills the obligations of connected transaction management of listed companies under the regulatory rules, and makes judgments on the necessity, objectivity and fairness of connected transactions that occurred in the course of production and operation of the Company in accordance with the relevant regulations. In 2024, we considered 10 connected transaction matters including the EPC General Contracting Connected Transaction Matters on the Adjustment Project of Balance Funds for the Rural Power Grid of Sichuan Energy Investment from 2005 to 2015 and the Continuing Connected Transactions for Purchase and Sale of Electricity, and analyzed that the transactions were conducted in the normal production and operation activities of the Company, the contents of the transactions were in line with commercial practices and followed the market-oriented and fair trading principles, the pricing of the transactions was fair and reasonable, the transactions were legitimate business practices, there was no damage to the legitimate interests of the Company and its shareholders, and the disclosure procedures were strictly performed in accordance with the requirements of the Listing Rules.

From 2018 to 2023, the Company utilized the rural power grid assets owned by its controlling Shareholder, Sichuan Province Hydropower Investment and Management Group Co., Ltd. (“**Hydropower Group**”), under a “construction and management agency” arrangement and paid usage fees. During the usage period, the Company was entrusted by Hydropower Group to maintain the relevant rural power grid assets and received maintenance fees. The actual transaction amounts for the aforementioned connected transactions were disclosed in accordance with the requirements of the Listing Rules. In September 2023, the Company communicated with Hydropower Group regarding the upper limit of the aforementioned connected transactions for the years 2024 to 2026. Due to personnel changes at Hydropower Group and the reform of electricity prices, the Company’s profit model has been adjusted to a transmission and distribution price model, resulting in both parties failing to reach an agreement on the amount. Consequently, the written agreement has not been able to be signed. However, both the Company and Hydropower Group have expressed their intention to continue transactions based on the main terms of the relevant rural power grid asset agreement expiring at the end of 2023. In February 2025, in accordance with the principle of respecting history, the Company reached an agreement with the Hydropower Group regarding the related transaction amount for 2024, with the relevant rates being consistent with those of the related rural network asset agreement that expired at the end of 2023. In March 2025, the Company reached an agreement with Hydropower Group regarding the transaction limits for the new trading method under the transmission and distribution model. The above matters have been considered and approved by the Board of Directors of the Company and disclosed on 18 March 2025, and a supplementary announcement was published on 8 April 2025 in accordance with the requirements of the Stock Exchange for further clarification.

(II) External Guarantees and Capital Occupation

We have carefully investigated the relevant information provided by the Company and concluded that the Company's controlling Shareholders and other related parties did not occupy the Company's funds, and the Company did not provide guarantees for the controlling Shareholders and other related parties, and there was only one guarantee in 2024, where the Company provided a loan guarantee for its subsidiary Sichuan Energy Investment Gao County Integrated Energy Co., Ltd. according to its shareholding ratio, with a loan balance of RMB6.88 million and a guarantee ratio of 60%. This matter has been considered and approved by the Company's 28th meeting of the fourth session of Board of Directors. Currently, the company is operating normally, and there was no risk arising therefrom.

(III) Use of Proceeds

The Company's proceeds are used in accordance with the purposes disclosed in the prospectus and offering documents, that is, used for acquisition of power-related assets, power grid construction and optimization, information dispatch center and power grid system intelligence and liquidity to support future business development. As of 31 December 2024, proceeds of RMB341.9150 million have been used.

(IV) Nomination and Remuneration of Directors and Senior Management

According to the Rules of Procedure of the Nomination Committee of the Board of Directors, we have carefully reviewed the proposals on the election of the Board members and management members, candidates' educational background, service experience, and professional qualities, and unanimously concluded that the nomination method and appointment procedure are legal and effective.

According to the Rules of Procedure of the Remuneration and Evaluation Committee of the Board of Directors, we have reviewed the remuneration of the Directors and senior management of the Company and agreed that the disclosed remuneration of the Directors and senior management is in line with the Company's remuneration management system, and there is no violation of the Company's remuneration management system or inconsistent therewith.

(V) Results Announcement

We have carefully considered the relevant results announcements, focusing on the truthfulness, accuracy and completeness of the report to ensure that there are no false records, misleading statements or major omissions.

(VI) Appointment of Accounting Firms

After being considered and approved by the Company's 2023 annual general meeting, KPMG Huazhen LLP was re-appointed as the Company's auditor for the 2024 annual financial report of the Company. The decision-making process of the Company's appointment is legal and effective.

(VII) Cash Dividends and Other Investor Returns

The 32st meeting of the fourth session of the Board considered and approved the Resolution on Considering the 2023 Dividends Distribution Plan and submitted it to the 2023 annual general meeting for approval. The Company's 2023 dividends distribution plan is based on the Company's total share capital of 1,074,357,700 shares, and dividends are distributed at RMB0.130 per share (tax inclusive), with total dividends of approximately RMB139,666,501.00 (tax inclusive), accounting for 50.86% of the profit available for distribution to investors in 2023. We believed that the profit distribution plan was in line with the Company's cash dividend policy and was able to maintain a balance between reasonable returns to investors and the sustainable development of the Company, and that there were no circumstances that were detrimental to the interests of minority shareholders.

(VIII) Implementation of Information Disclosure

The Company has completed the preparation and disclosure of periodic reports and various temporary announcements in accordance with the law, strengthened the truthfulness, accuracy, completeness and timeliness of information disclosure, continuously improved the information disclosure system and optimized the work flow of information disclosure. In 2024, the Company disclosed a total of 63 disclosure documents on The Stock Exchange of Hong Kong Limited and the information disclosure was made in a true, accurate, complete and timely manner and did not contain any false records, misleading statements or material omissions.

(IX) Implementation of Internal Control

In 2024, the Company continued to optimize and improve various internal control management policies, identified problems in a timely manner and urged the responsible units to complete the rectification by carrying out supervision of business and auditing, facilitated the effective implementation of the Company's internal control activities, strengthened the prevention and analysis of internal control risks, formed a summary of risk internal control work for the year 2024, strengthened the compliance management in key aspects, and maintained the continuous and stable operation of the compliance management systems regarding the business partner field of the Company and its subsidiaries, Sichuan Energy Xuzhou Electricity in the area of safety and environmental protection and Sichuan Energy Investment Development and Construction in the area of procurement management.

(X) Operation of Board Meetings and Board Committee Meetings

The Board and each special committee of the Company conscientiously performed their duties in accordance with the powers and obligations conferred by the Articles of Association, Rules of Procedure of the Board Meetings and the rules of procedure of each special committee, and had an in-depth understanding of the operation and management, and carefully studied and considered matters in their respective fields. All work was progressing smoothly, the operation was legal and compliant, and decision-making was scientific and efficient.

IV. OVERALL EVALUATION AND RECOMMENDATIONS

In 2024, the Company strictly abided by the Company Law, Securities Law, Articles of Association and other relevant regulations and requirements to standardize operation and scientific decision-making, thereby effectively safeguarding the legitimate rights and interests of all shareholders, in particular the minority shareholders. We will continue to perform our duties as independent directors faithfully and diligently by adhering to the principles of honesty, diligence and being responsible to the Company and all shareholders, give full play to the role of independent directors and effectively promote the scientific decision-making of the Board and the continuous improvement of corporate governance.

Details of the proposed amendments to the Articles of Association are as follows:

Original Content	Amended Content
Newly added	Article 1 The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Trial Measures for the Administration of Securities Issuance and Listing by Domestic Enterprises Overseas (<u>《境內企業境外發行證券和上市管理試行辦法》</u>) (the "Overseas Listing Administrative Measures"), the Guidelines for Articles of Association of Listed Companies (<u>《上市公司章程指引》</u>) (the "Guidelines for Articles of Association"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Main Board Listing Rules") and other relevant laws, regulations and regulatory documents for the purpose of safeguarding the legitimate rights and interest of the Company, the shareholders and creditors, regulating the organization and activities of the Company, upholding and strengthening the overall leadership of the Party.
Article 1 Sichuan Energy Investment Development Co., Ltd. (the "Company") is a joint stock company with limited liability established in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (<u>《國務院關於股份有限公司境外募集股份及上市的特別規定》</u>) (the "Special Regulations"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (<u>《到境外上市公司章程必備條款》</u>) (the "AOA Mandatory Provisions"), the Letter of Opinions on Supplemental Amendment to the Articles of Association of Companies Listed in Hong Kong (<u>《關於到香港上市公司對公司章程作補充修改的意見的函》</u>) (the "AOA Supplemental Amendment Letter"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Main Board Listing Rules") and other laws and administrative regulations of the PRC.	Article 2 Sichuan Energy Investment Development Co., Ltd. (the "Company") is a joint stock company with limited liability established in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (<u>《國務院關於股份有限公司境外募集股份及上市的特別規定》</u>) (the "Special Regulations"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (<u>《到境外上市公司章程必備條款》</u>) (the "AOA Mandatory Provisions"), the Letter of Opinions on Supplemental Amendment to the Articles of Association of Companies Listed in Hong Kong (<u>《關於到香港上市公司對公司章程作補充修改的意見的函》</u>) (the "AOA Supplemental Amendment Letter"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Main Board Listing Rules"); and other laws and administrative regulations of the PRC.
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APPENDIX II

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Content	Amended Content
The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Main Board Listing Rules, and other relevant regulations for the purpose of regulating the organization and activities of the Company, upholding and strengthening the overall leadership of the Party, refining the corporate governance structure, setting up a modern state-owned enterprise system with Chinese characteristics and safeguarding the legitimate rights and interest of the shareholders, the Company and creditors.	The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Main Board Listing Rules, and other relevant regulations for the purpose of regulating the organization and activities of the Company, upholding and strengthening the overall leadership of the Party, refining the corporate governance structure, setting up a modern state-owned enterprise system with Chinese characteristics and safeguarding the legitimate rights and interest of the shareholders, the Company and creditors.
Newly added	<u>Article 3 Upon the approval from the competent securities regulatory authorities of the State Council and The Stock Exchange of Hong Kong Limited, the Company launched an initial public offering of 268,800,000 H shares, which were listed on the Main Board of The Stock Exchange of Hong Kong Limited on December 28, 2018. 518,596,758 domestic unlisted shares were converted into H shares on June 9, 2023 and listed on the Main Board of The Stock Exchange of Hong Kong Limited from June 12, 2023.</u>
Article 2 The registered name of the Company: Full name in Chinese: 四川能投發展股份有限公司 Full name in English: Sichuan Energy Investment Development Co., Ltd.	Article 4 The registered name of the Company: Full name in Chinese: 四川能投發展股份有限公司 Full name in English: Sichuan Energy Investment Development Co., Ltd.
Article 3 Domicile of the Company: No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province Postal code: 611130 Tel: 86-028-86299666 Fax: 86-028-86299666	Article 5 Domicile of the Company: No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province Postal code: 611130 Tel: 86-028-86299666 Fax: 86-028-86299666
Newly added	<u>Article 6 The registered capital of the Company is RMB1,074,357,700.</u>
Article 5 The Company is a joint stock limited company in perpetual existence as an independent legal entity. The Company is liable for its debts to the extent of its entire assets; and the shareholders shall assume liability based on their shares subscribed.	Article 7 The Company is a joint stock limited company in perpetual existence as an independent legal entity. The Company is liable for its debts to the extent of its entire assets; and the shareholders shall assume liability based on their shares subscribed.
Article 4 The legal representative of the Company shall be the chairman of the board of directors.	Article 8 The legal representative of the Company shall be the chairman of the board of directors a director who performs the company affairs on behalf of the Company. If the director serving as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative has resigned, the Company shall, in principle, determine a new legal representative within thirty days from the date of the resignation of the legal representative.

Original Content	Amended Content
<p>Article 9 The Company may invest in other limited liability companies and joint stock companies with limited liabilities, and liabilities in such investees are limited to the amount of its capital contribution.</p> <p>The Company shall not become a capital contributor that shall bear joint liabilities for the debts of the investees, unless otherwise provided for by law.</p>	<p>Article 9 The Company may invest in other limited liability companies and joint stock companies with limited liabilities, and liabilities in such investees are limited to the amount of its capital contribution shall be liable for its debts with all its assets; the shareholders of the Company shall bear liability for the Company to the extent of the shares they subscribe for.</p> <p>The legal actions referred to in the preceding paragraph shall include the initiation of proceedings in a court or application to an arbitration institution for arbitration.</p>
<p>Article 7 The Articles of Association are the code of conducts of the Company which shall come into effect from the date on which the Company's overseas listed foreign shares are listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") upon approval by shareholders at the general meeting of the Company to replace the original one filed with the industrial and commercial administration authorities. From the effective date onwards, the Articles of Association shall become a legally-binding document which regulates the Company's organization and acts, the rights and obligations between the Company and shareholders and amongst the shareholders. The Company shall comply with the requirements of the Company Law, the Securities Law, the Special Regulations, the Main Board Listing Rules and the Articles of Association.</p>	<p>Article 10 From the effective date onwards, the Articles of Association shall become a legally-binding document which regulates the Company's organization and acts, the rights and obligations between the Company and shareholders and amongst the shareholders. The Articles of Association will be legally binding upon the Company and its shareholders, members of the Party committee, directors, supervisors, and senior management. Pursuant to the Articles of Association, the shareholders may take legal actions against other shareholders; a shareholder may take legal actions against the directors, supervisors, managers and other senior management of the Company; a shareholder may take legal actions against the Company; and the Company may take legal action against its shareholders, directors, supervisors, managers and other senior management.</p>
<p>Article 8 The Articles of Association shall be binding on the Company and its shareholders, members of the Party committee, directors, supervisors, and senior management, with such personnel being entitled to claim for rights on matters relating to the Company in accordance with the Articles of Association.</p>	<p>Article 7—The Articles of Association are the code of conducts of the Company which shall come into effect from the date on which the Company's overseas listed foreign shares are listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") upon approval by shareholders at the general meeting of the Company to replace the original one filed with the industrial and commercial administration authorities. From the effective date onwards, the Articles of Association shall become a legally-binding document which regulates the Company's organization and acts, the rights and obligations between the Company and shareholders and amongst the shareholders. The Company shall comply with the requirements of the Company Law, the Securities Law, the Special Regulations, the Main Board Listing Rules and the Articles of Association.</p> <p>Article 8—The Articles of Association shall be binding on the Company and its shareholders, members of the Party committee, directors, supervisors, and senior management, with such personnel being entitled to claim for rights on matters relating to the Company in accordance with the Articles of Association.</p>

APPENDIX II**DETAILS OF THE PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Original Content	Amended Content
Pursuant to the Articles of Association, a shareholder may take legal actions against the Company; the Company may take legal action against its shareholders; the shareholders may take legal actions against other shareholders; and a shareholder may take legal actions against the directors, supervisors and senior management of the Company.	Pursuant to the Articles of Association, a shareholder may take legal actions against the Company; the Company may take legal action against its shareholders; the shareholders may take legal actions against other shareholders; and a shareholder may take legal actions against the directors, supervisors and senior management of the Company.
The legal actions referred to in the preceding paragraph shall include the initiation of proceedings in a court or application to an arbitration institution for arbitration.	The legal actions referred to in the preceding paragraph shall include the initiation of proceedings in a court or application to an arbitration institution for arbitration.
Article 10 The term “senior management” in the Articles of Association refers to the general manager, deputy general manager, financial controller (chief accountant), chief engineer, chief economist and secretary to the Board of the Company.	Article 11 The term “senior management” in the Articles of Association refers to the general manager, deputy general manager, financial controller (chief accountant), chief engineer, chief economist and secretary to the Board of the Company.
Article 6 According to the Constitution of the Communist Party of China and the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (For Trial Implementation), the Company has established an organization of the Communist Party of China to carry out the activities of the Party, set up working organs for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization.	Article 12 The Company has, According to the Constitution of the Communist Party of China and the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (For Trial Implementation), established an organization of the Communist Party of China to carry out the activities of the Party, set up working organs for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization.
Article 11 The business purpose of the Company is to enhance the operational management of the Company through the corporate form of joint stock company, maximize the economic benefit of the Company, strive to develop into a modern power service enterprise, create reasonable return on investment for all shareholders, and provide solid and reliable power supply and quality service to support the economic and social development of local areas.	Article 13 The business purpose of the Company is to enhance the operational management of the Company through the corporate form of joint stock company, maximize the economic benefit of the Company, strive to develop into a modern power service enterprise, create reasonable return on investment for all shareholders, and provide solid and reliable power supply and quality service to support the economic and social development of local areas.
Article 12 The business scope of the Company is: Development, construction and operation management of power projects; development, construction and operation management of power distribution network and power plants; production and sale of power products; new energy technology research, development and advisory services; installation, commissioning and repair of power facilities and inspection of electrical equipment, sale of material (excluding commodities subject to state-run trade management, and for commodities subject to quota and permit management, application shall be made in accordance with relevant national regulations).	Article 14 The business scope of the Company is: Development, construction and operation management of power projects; development, construction and operation management of power distribution network and power plants; production and sale of power products; new energy technology research, development and advisory services; installation, commissioning and repair of power facilities and inspection of electrical equipment, sale of material (excluding commodities subject to state-run trade management, and for commodities subject to quota and permit management, application shall be made in accordance with relevant national regulations).

Original Content	Amended Content
The business scope above shall be consistent with the business scope registered with the registration authority of the Company.	The business scope above shall be consistent with the business scope registered with the registration authority of the Company.
The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its business scope, amend the Articles of Association according to relevant procedures, and handle relevant formalities of industry and commerce administration registration for such adjustment according to relevant provisions.	The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its business scope, amend the Articles of Association according to relevant procedures, and handle relevant formalities of industry and commerce administration registration for such adjustment according to relevant provisions.
CHAPTER 3 SHARES AND REGISTERED CAPITAL	CHAPTER 3 SHARES AND REGISTERED CAPITAL
Newly added	Section 1 Issuance of Shares
Article 13 The Company shall have ordinary shares at all times. The Company may, according to its needs and subject to the approval by company approving department authorized by the State Council, create other classes of shares.	Article 13 The Company shall have ordinary shares at all times. The Company may, according to its needs and subject to the approval by company approving department authorized by the State Council, create other classes of shares.
Article 14 The Company's shares shall be in the form of share certificates.	Article 15 The Company's shares shall be in the form of share certificates.
All shares issued by the Company shall have a par value of RMB1 per share.	All shares issued by the Company shall have a par value of RMB1 per share.
Article 15 The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality, and same right is attached to each share of the same class.	Article 16 The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality, and same right is attached to each share of the same class.
Shares of the same class issued at the same time shall share same terms and price, and any institution or individual shall pay the same price for each share subscribed.	Shares of the same class issued at the same time shall share same terms and price, and any institution or individual shall pay the same price for each share subscribed.
Article 16 Subject to approval of competent securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and overseas investors.	Delete
"Overseas investors" referred to in the preceding paragraph means investors located in foreign countries, Hong Kong, Macau and Taiwan, who subscribe shares issued by the Company. "Domestic investors" means investors located in the PRC, excluding the regions mentioned above, who subscribe for shares issued by the Company.	

Original Content	Amended Content
<p>Article 17 Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as foreign shares. Foreign shares listed in foreign countries and territories are referred to as overseas listed foreign shares; foreign shares which are not listed overseas are referred to as unlisted foreign shares. Domestic shares and unlisted foreign shares are collectively referred to as unlisted shares. Holders of unlisted shares and holders of overseas listed foreign shares are both ordinary shareholders and have the same obligations and rights.</p> <p>With the approval of the securities regulatory authorities of the State Council, holders of domestic shares and unlisted foreign shares may list all or part of their unlisted shares for trading overseas. Unless otherwise required by applicable overseas and domestic laws and regulations or the place where the shares are listed, the listing and trading of all or part of the unlisted shares held by holders of unlisted shares overseas are not subject to voting at a general meeting or a class meeting of shareholders, but shall be subject to approval by the securities regulatory authorities of the State Council and compliance with the regulatory procedures, rules and requirements of the overseas securities market.</p> <p>If unlisted shares are approved to be listed and traded overseas, they shall be converted to overseas listed shares on the date of overseas listing and shall be of the same class of shares as the existing overseas listed foreign shares.</p>	<p>Article 17 The shares issued by the Company are denominated in RMB. Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as foreign shares. Foreign shares listed in foreign countries and territories are referred to as overseas listed foreign shares; foreign shares which are not listed overseas are referred to as unlisted foreign shares. Domestic shares and unlisted foreign shares are collectively referred to as unlisted shares. Holders of unlisted shares and holders of overseas listed foreign shares are both ordinary shareholders and have the same obligations and rights.</p> <p>With the approval of the securities regulatory authorities of the State Council, holders of domestic shares and unlisted foreign shares may list all or part of their unlisted shares for trading overseas. Unless otherwise required by applicable overseas and domestic laws and regulations or the place where the shares are listed, the listing and trading of all or part of the unlisted shares held by holders of unlisted shares overseas are not subject to voting at a general meeting or a class meeting of shareholders, but shall be subject to approval by the securities regulatory authorities of the State Council and compliance with the regulatory procedures, rules and requirements of the overseas securities market.</p> <p>If unlisted shares are approved to be listed and traded overseas, they shall be converted to overseas listed shares on the date of overseas listing and shall be of the same class of shares as the existing overseas listed foreign shares.</p>
<p>Article 18 Overseas listed shares issued by the Company and listed on the Hong Kong Stock Exchange are referred to as H shares. H shares refer to the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which are denominated in RMB, and are subscribed for and traded in Hong Kong dollars.</p>	<p>Article 18 The shares issued by the Company are referred to as domestic unlisted shares if they are issued in the PRC but have not yet been listed or traded on any domestic exchange. Overseas listed sShares issued by the Company and listed on the Hong Kong Stock Exchange are referred to as H shares. H shares refer to the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which are denominated in RMB, and are subscribed for and traded in Hong Kong dollars.</p> <p>Shares issued and listed by the Company on the Hong Kong Stock Exchange may be held in escrow by the entrusted custody company under Hong Kong Securities Clearing Company Limited, or held by shareholders in their personal names.</p>

APPENDIX II

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Content	Amended Content
<p>Article 19 The Company issued 805,557,700 ordinary shares to its promoters upon its establishment. All these shares were subscribed for and paid up by promoters of the Company in agreed way of capital contribution before September 29, 2012. Details of promoters' shareholding in the Company upon its establishment are as follows:</p> <p>.....</p>	<p>Article 19 The Company issued 805,557,700 ordinary shares to its promoters upon its establishment. All these shares were subscribed for and paid up by promoters of the Company in agreed way of capital contribution before September 29, 2012. Details of promoters' shareholding in the Company upon its establishment are as follows:</p> <p>.....</p>
<p>Article 20 Upon the approval from the competent securities regulatory authorities of the State Council, the Company may issue 268,800,000 H shares. Based on the market condition, the Company may exercise over-allotment option to issue up to 309,120,000 overseas listed foreign shares.</p> <p>Upon the completion of the issuance above (assuming no exercise of the over-allotment option), the shareholding structure of the Company is as follows:</p> <p>.....</p>	<p>Article 20 Upon the approval from the competent securities regulatory authorities of the State Council, the Company may issue 268,800,000 H shares. Based on the market condition, the Company may exercise over-allotment option to issue up to 309,120,000 overseas listed foreign shares.</p> <p>Upon the completion of the issuance above (assuming no exercise of the over-allotment option), the shareholding structure of the Company is as follows:</p> <p>.....</p> <p><u>The total number of shares of the Company is 1,074,357,700 shares, all of which are ordinary shares, comprising 286,960,942 domestic unlisted shares and 787,396,758 H shares.</u></p>
<p>Article 21 The Company's proposal for the issuance of overseas listed foreign shares and domestic shares, upon approval by competent securities regulatory authorities of the State Council, may be implemented by the Board of the Company through separate offerings.</p> <p>The Company may implement its proposal for issuance of overseas listed foreign shares and domestic shares separately pursuant to the preceding paragraph within 15 months from the date of approval by competent securities regulatory authorities of the State Council.</p>	Delete
<p>Article 22 Where the Company issues overseas listed foreign shares and domestic shares respectively within the total number of shares stated in the issuance proposal, such shares shall be fully subscribed at one time respectively. If the shares cannot be fully subscribed at one time under special circumstances, the shares may be issued in separate offerings subject to the approval of competent securities regulatory authorities of the State Council.</p>	Delete
<p>Article 23 The registered capital of the Company prior to the issue is RMB805,557,700. If the over-allotment option is not exercised, the registered capital of the Company shall be RMB1,074,357,700. If the over-allotment option is exercised, the registered capital of the Company shall be RMB1,114,677,700.</p>	Delete
<p>Article 24 Unless otherwise provided by laws and administrative regulations, shares of the Company are freely transferable according to laws and are not subject to any lien.</p>	Delete

Original Content	Amended Content
Newly added	Article 21 The Company or its subsidiaries (including the Company's affiliates) shall not provide any financial assistance in the form of gifts, advances, guarantees, compensation or loans to a person who purchases or intends to purchase shares of the Company.
CHAPTER 4 INCREASE AND DECREASE IN CAPITAL AND REPURCHASE OF SHARES	Section 2 Increase and Decrease in Capital and Repurchase of Shares
<p>Article 25 The Company may, based on its requirements for operation and development and in accordance with the relevant provisions of the laws, regulations and the Articles of Association, by special resolution(s) at the shareholder's general meeting, increase its capital by way of:</p> <p>(1) offering new shares to non-designated investors for subscription;</p> <p>(2) placing new shares to its existing shareholders;</p> <p>(3) distributing new shares to its existing shareholders;</p> <p>(4) issuance of new shares to particular investors;</p> <p>(5) transfer of capital reserve fund into share capital; and</p> <p>(6) any other means approved by laws, administrative regulations and relevant regulatory authorities.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations.</p>	<p>Article 22 The Company may, based on its requirements for operation and development and in accordance with the relevant provisions of the laws, regulations and the Articles of Association, by special resolution(s) at the shareholder's general meeting, increase its capital by way of:</p> <p>(1) offering new shares to non-designated investors for subscription publicly issuing shares;</p> <p>(2) placing new shares to its existing shareholders non-publicly issuing shares;</p> <p>(3) distributing new shares to its existing shareholders;</p> <p>(4) issuance of new shares to particular investors;</p> <p>(5) transfer of capital reserve fund into share capital; and</p> <p>(6) any other means approved by laws, administrative regulations and relevant regulatory authorities the China Securities Regulatory Commission (the "CSRC").</p> <p>Subject to the provisions of the securities regulatory authorities of the place where the Company's shares are listed, the Hong Kong Stock Exchange, and the CSRC, the Board may, with the authorization of the shareholders' general meeting, decide to issue shares not exceeding fifty percent of the issued shares within three years. However, contributions made in the form of non-monetary assets shall be subject to a resolution by the shareholders' general meeting. If the Board decides to issue shares in accordance with the provisions of the preceding paragraph, which results in changes to the registered capital and the number of issued shares of the Company, amendments to the relevant provisions of the Articles of Association shall not be subject to the vote of the shareholders' general meeting.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations.</p>

Original Content	Amended Content
<p>Article 26 The Company is entitled to sell the shares of a shareholder who is untraceable and retain the proceeds therefrom if:</p> <p>(1) during a period of 12 years at least three times dividends in respect of the shares in question have become payable and no dividend during that period has been received by shareholders;</p> <p>(2) on expiry of the 12 years, the Company shall give notice of its intention to sell the shares by way of an advertisement in newspapers upon approval from the competent securities regulatory authority of the State Council, and notify such authority and relevant overseas stock exchanges and securities regulatory authorities in such places where the Company's shares may be listed of such intention.</p>	<p>Article 23 The Company is entitled to sell the shares of a shareholder who is untraceable and retain the proceeds therefrom if:</p> <p>(1) during a period of 12 years at least three times dividends in respect of the shares in question have become payable and no dividend during that period has been received by shareholders;</p> <p>(2) on expiry of the 12 years, the Company shall give notice of its intention to sell the shares by way of an advertisement in newspapers upon approval from the competent securities regulatory authority of the State Council, and notify such authority and relevant overseas stock exchanges and securities regulatory authorities in such places where the Company's shares may be listed of such intention.</p>
<p>Article 27 In accordance with the provisions of the Articles of Association, the Company may reduce its registered share capital. The reduction of registered capital shall be made in accordance with the Company Law and other relevant requirements as well as procedures stipulated in the Articles of Association.</p>	<p>Article 24 In accordance with the provisions of the Articles of Association, The Company may reduce its registered share capital. The reduction of registered capital shall be made in accordance with the Company Law and other relevant requirements as well as procedures stipulated in the Articles of Association.</p>
<p>Article 28 When the Company reduces its registered capital, it must draw up a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within 10 days from the date of the Company's resolution for reduction of registered capital and shall publish a notice in a newspaper for three times within 30 days from the date of such resolution. A creditor has the right within 30 days from the date of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within 45 days from the date of the notice, to demand the Company to repay its debts or provide a corresponding guarantee for repayment of such debt.</p> <p>The Company's registered capital after reduction shall not be less than the statutory minimum amount.</p>	<p>Delete</p>

Original Content	Amended Content
<p>Article 29 The Company shall not acquire its own shares but may, according to provisions of laws, administrative regulations, Main Board Listing Rules the Articles of Association and subject to the approval of the relevant governing authority of the PRC, repurchase its issued shares under the following circumstances:</p> <p>(1) reduction of its registered capital;</p> <p>(2) merging with another company that holds shares in the Company;</p> <p>(3) use of shares for employee stock ownership plan or equity incentives;</p> <p>(4) a shareholder who objects to a resolution on the merger or division of the Company adopted at a shareholders' general meeting requests the Company to purchase that shareholder's shares;</p> <p>(5) use of shares for conversion of corporate bonds issued by the listed company which are convertible into shares;</p> <p>(6) where necessary for the listed company to safeguard the value of the Company and the interests of its shareholders;</p> <p>(7) other circumstances permitted by laws and administrative regulations.</p> <p>If the Company acquires its own shares, it shall perform its information disclosure obligations in accordance with the Securities Law and the regulations of the place where the shares are listed.</p>	<p>Article 25 The Company shall not acquire its own shares but may, according to provisions of laws, administrative regulations, Main Board Listing Rules the Articles of Association and subject to the approval of the relevant governing authority of the PRC, repurchase its issued shares under the following circumstances<u>except in one of the following circumstances:</u></p> <p>(1) reduction of its registered capital;</p> <p>(2) merging with another company that holds shares in the Company;</p> <p>(3) use of shares for employee stock ownership plan or equity incentives;</p> <p>(4) a shareholder who objects to a resolution on the merger or division of the Company adopted at a shareholders' general meeting requests the Company to purchase that shareholder's shares;</p> <p>(5) use of shares for conversion of corporate bonds issued by the listed<u>e</u>Company which are convertible into shares;</p> <p>(6) where necessary for the listed<u>e</u>Company to safeguard the value of the Company and the interests of its shareholders;</p> <p>(7) other circumstances permitted by<u>permitted by under which shares of the Company may be acquired in accordance with laws and, administrative regulations, departmental rules, normative documents, and relevant regulations of the place where the shares of the Company are listed.</u></p> <p><u>A resolution of the Board shall be passed by more than two-thirds of all directors if the Board decides to issue new shares pursuant to the authorization by the shareholders' general meeting.</u></p> <p>If the Company acquires its own shares, it shall perform its information disclosure obligations in accordance with the Securities Law and the regulations of the place where the shares are listed.</p>

Original Content	Amended Content
<p>Article 30 The Company may, with the approval of the relevant governing authority of the PRC for repurchasing its shares, conduct the repurchase in one of the following ways:</p> <p>(1) making a pro rata general offer of repurchase to all of its shareholders;</p> <p>(2) repurchase shares through public dealing on a stock exchange;</p> <p>(3) repurchase by an off-market agreement; or</p> <p>(4) any other circumstances permitted by the laws and administrative regulations and approved by the governing authorities.</p>	Delete
<p>Article 31 Where the Company repurchases its shares for any reason mentioned in (1) or (2) of Article 28 above of the Articles of Association or by an off-market agreement, the prior approval of shareholders at a general meeting shall be obtained in accordance with the Articles of Association. Where the Company repurchases its shares for any reason mentioned in (3), (5) or (6) of Article 28 above of the Articles of Association, it may do so in accordance with the provisions of the Articles of Association or with the authorization of the general meeting of shareholders and by resolution of a meeting of the Board at which two-thirds of the Directors are present. The Company may release, vary or waive its rights under a contract so entered into by the Company with the prior approval of shareholders at a general meeting obtained in the same manner.</p> <p>“Contract to repurchase shares” referred to in the preceding paragraph includes (but not limited to) an agreement to become obliged to repurchase or an acquisition of the right to repurchase shares of the Company.</p> <p>The Company shall not assign a contract to repurchase its shares or any of its right thereunder.</p>	<p>Article 31 Where the Company repurchases its shares for any reason mentioned in (1) or (2) of Article 28 above of the Articles of Association or by an off-market agreement, the prior approval of shareholders at a general meeting shall be obtained in accordance with the Articles of Association. Where the Company repurchases its shares for any reason mentioned in (3), (5) or (6) of Article 28 above of the Articles of Association, it may do so in accordance with the provisions of the Articles of Association or with the authorization of the general meeting of shareholders and by resolution of a meeting of the Board at which two-thirds of the Directors are present. The Company may release, vary or waive its rights under a contract so entered into by the Company with the prior approval of shareholders at a general meeting obtained in the same manner.</p> <p>“Contract to repurchase shares” referred to in the preceding paragraph includes (but not limited to) an agreement to become obliged to repurchase or an acquisition of the right to repurchase shares of the Company.</p> <p>The Company shall not assign a contract to repurchase its shares or any of its right thereunder.</p> <p>Article 26 <u>The Company may repurchase its shares through open and centralized trading or other methods permitted by laws, administrative regulations, and the CSRC.</u></p> <p><u>Where the Company repurchases its shares under any of the circumstances stipulated in (3), (5) or (6) of paragraph 1 of Article 25 of the Articles of Association, it shall do so by way of open and centralized trading.</u></p>

Original Content	Amended Content
<p>Article 32 For the purpose of the redeemable shares which the Company has the right to repurchase, their prices shall be limited to a certain maximum price if they are not repurchased through the market or by tender. In case of repurchase by tender, tenders shall be offered to all shareholders on equal conditions. The Company shall not assign a contract to repurchase its shares or any of its right thereunder.</p>	Delete
<p>Article 33 Where shares are repurchased lawfully pursuant to sub-paragraph (1) of Article 28 of the Articles of Association, such shares shall be cancelled within 10 days from the date of repurchase; in case of repurchase pursuant to sub-paragraphs (2) and (4) of Article 28 of the Articles of Association, such shares shall be transferred or cancelled within 6 months thereafter; in case of repurchase pursuant to sub-paragraphs (3), (5) or (6) of Article 28 of the Articles of Association, the shares held by the Company in total shall not be more than 10% of the total issued share capital of the Company, and shall be transferred or cancelled within three years.</p> <p>After cancelling repurchased shares according to the laws, the Company shall apply to the original companies registration authority for registration of the change of its registered capital and issue relevant announcement.</p> <p>The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.</p>	<p>Article 27 <u>Where the Company repurchases its shares under any of the circumstances stipulated in (1) or (2) of paragraph 1 of Article 25 of the Articles of Association, it shall do so by a resolution approved by the shareholders at a general meeting. Where the Company repurchases its shares under any of the circumstances stipulated in (3), (5) or (6) of paragraph 1 of Article 25 of the Articles of Association, it may do so in accordance with the provisions of the Articles of Association or with the authorization of the general meeting of shareholders and by resolution of a meeting of the Board at which two-thirds of the Directors are present.</u></p> <p>Where shares are repurchased lawfully pursuant to sub-paragraph (1) of Article 28 of the Articles of Association, Where shares of the Company are repurchased under the circumstances in (1) pursuant to sub-paragraph (1) of Article 25 of the Articles of Association, such shares shall be cancelled within 10 days from the date of repurchase; in case of repurchase pursuant to sub-paragraphs (2) and (4) of Article 28 of the Articles of Association, such shares shall be transferred or cancelled within 6 months thereafter; in case of repurchase pursuant to sub-paragraphs (3), (5) or (6) of Article 28 of the Articles of Association, the shares held by the Company in total shall not be more than 10% of the total issued share capital of the Company, and shall be transferred or cancelled within three years.</p> <p>After cancelling repurchased shares according to the laws, the Company shall apply to the original companies registration authority for registration of the change of its registered capital and issue relevant announcement.</p> <p>The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.</p>
Newly added	Section 3 <u>Transfer of Shares</u>
Newly added	Article 28 <u>Shares of the Company are transferrable according to laws.</u>
Article 34 The Company shall not accept any shares of the Company as subject of pledge.	Article 29 The Company shall not accept any shares of the Company as subject of pledge.

Original Content	Amended Content
<p>Article 35 Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its issued shares:</p> <p>(1) where the Company repurchases shares at par, payment shall be made out of book surplus of distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose;</p> <p>(2) where the Company repurchases shares at a premium to par value, payment up to the par value shall be made out of the book surplus of distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <p>1. if the shares being repurchased were issued at par value, payment shall be made out of the book surplus of distributable profits of the Company; or</p> <p>2. if the shares being repurchased were issued at a premium to par value, payment shall be made out of the book surplus of distributable profits of the Company and out of the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh issue shall not exceed the aggregate premiums received on the issue of the shares repurchased, or the amount of the Company's share premium account (or capital reserve fund account, including the premiums on the fresh issue);</p> <p>(3) payment by the Company in consideration of the following shall be made out of the Company's distributable profits:</p> <p>1. acquisition of rights to repurchase shares of the Company;</p> <p>2. variation of any contract to repurchase shares of the Company; and</p> <p>3. release of any of the Company's obligation under any contract to repurchase shares of the Company.</p> <p>(4) after the Company's registered capital being reduced by the total par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits for payment of the par value portion of the shares repurchased shall be transferred to the Company's share premium account (or capital reserve fund account).</p>	Delete

Original Content	Amended Content
<p>Article 48 Shares held by promoters of the Company may not be transferred within one year after the Company's establishment. The shares issued before the Company's public offering shall not be transferred within one year from the date on which the listing and trading of shares of the Company in a stock exchange commence.</p> <p>The directors, supervisors and senior management members of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company's shares in his or her possession. The shares of the Company held by the aforesaid persons shall not be transferred within one year from the date on which the listing and trading of shares of the Company in a stock exchange commence. Such person shall not transfer the Company's shares in their possession within half year after termination of their employment with the Company.</p>	<p>Article 30 Shares held by promoters of the Company may not be transferred within one year after the Company's establishment. The shares issued before the Company's public offering shall not be transferred within one year from the date on which the listing and trading of shares of the Company in a stock exchange commence. <u>Where otherwise required by laws, administrative regulations or the securities regulatory authorities of the State Council regarding the transfer of shares held by shareholders and de facto controllers of a listed company, such requirements shall apply.</u></p> <p>The directors, supervisors and senior management members of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office determined at the time of taking office shall not exceed 25% of the total number of the Company's shares in his or her possession. The shares of the Company held by the aforesaid persons shall not be transferred within one year from the date on which the listing and trading of shares of the Company in a stock exchange commence. Such person shall not transfer the Company's shares in their possession within half year after termination of their employment with the Company.</p> <p><u>Where the shares are pledged within the time limit for transfer prescribed by laws or administrative regulations, the pledgee may not exercise the pledge right within the time limit for transfer.</u></p>

Original Content	Amended Content
Newly added	<p>Article 31 If any of the Company's shareholders holding five per cent or more Company's shares, Directors, Supervisors, senior management personnel sell shares or other securities of an equity nature within six months after buying the same or buy shares or securities within six months after selling the same, the earnings thereof shall belong to the Company and the Board shall recover such earnings. Except for any sale of shares by a securities company holding five per cent or more Company's shares as a result of its purchase and underwriting of the untaken shares after offering and other circumstances stipulated by CSRC.</p> <p>The shares or other securities of an equity nature held by directors, supervisors, senior management or natural person shareholders referred to in the preceding paragraph shall include shares or other securities of an equity nature held by their spouses, parents or children and those held through the accounts of others.</p> <p>If the Board of Directors of the Company does not act in accordance with the provisions of the first paragraph of this article, shareholders shall have the right to request the Board of Directors to do so within thirty days. If the Board of Directors of the Company fails to act within the above-mentioned period, the shareholders shall have the right to bring a lawsuit directly to a People's Court in their own name in the interest of the Company.</p> <p>If the Board of Directors of the Company does not act in accordance with the provisions of the first paragraph of this article, the directors responsible shall be jointly and severally liable in accordance with the law.</p>

Original Content	Amended Content
<p>CHAPTER 5 FINANCIAL ASSISTANCE FOR THE PURCHASE OF SHARES IN THE COMPANY</p> <p>Article 36 The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire shares of the Company. The said acquirer of shares includes a person who directly or indirectly assumes any obligations due to the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not, by any means at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations assumed by that person.</p> <p>This Article shall not apply to the circumstances referred to in Article 37 in the Articles of Association.</p> <p>Article 37 “Financial assistance” referred to in this chapter includes (but not limited to) the following:</p> <p>(1) gift;</p> <p>(2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company’s own default), release, or waiver of any rights;</p> <p>(3) provision of loan or any other contract under which the obligations of the Company are to be fulfilled before the obligations of another party, and a change in the parties to, or the assignment of rights arising under, such loan or contract; and</p> <p>(4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>“Assuming any obligations” referred to in this chapter includes the assumption of obligations by the changing of the obligor’s financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.</p> <p>Article 38 The following activities shall not be deemed to be prohibited by Article 36 of the Articles of Association:</p> <p>(1) the provision of relevant financial assistance by the Company is given in good faith in the interest of the Company, and the principal purpose in giving the financial assistance is not for the acquisition of shares, or the giving of the financial assistance is an incidental part of some master plan of the Company;</p>	<p>Delete the whole chapter</p>

Original Content	Amended Content
<p>(2) the lawful distribution of the Company's assets by way of dividend;</p> <p>(3) the allotment of bonus shares as dividends;</p> <p>(4) among others, reduction of registered capital, repurchase of shares or reorganization of shareholding structure of the Company effected in accordance with the Articles of Association;</p> <p>the lending of money by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that they are thereby reduced, the financial assistance is provided out of distributable profits); and</p> <p>the provision of money by the Company for contributions to employee stock ownership plans (provided that the net assets of the Company are not thereby reduced or that, to the extent that they are thereby reduced, the financial assistance is provided out of distributable profits).</p>	
CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF MEMBERS	CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETING
Newly added	Section 1 Shareholders
Article 39 The share certificates of the Company shall be in registered form.	Article 39 The share certificates of the Company shall be in registered form.
In addition to those provided in the Company Law, the share certificates of the Company shall contain other items required to be specified by the stock exchange on which the shares of the Company are listed.	In addition to those provided in the Company Law, the share certificates of the Company shall contain other items required to be specified by the stock exchange on which the shares of the Company are listed.
During the period when H shares are listed on the Hong Kong Stock Exchange, the Company must ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange:	During the period when H shares are listed on the Hong Kong Stock Exchange, the Company must ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange:
(1) The share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law, the Special Regulations and other relevant laws, administrative regulations and the Articles of Association;	(1) The share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law, the Special Regulations and other relevant laws, administrative regulations and the Articles of Association;

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<p>(2) The share purchasers and the Company, each of the shareholders, directors, supervisors, general manager and other senior management members of the Company shall agree, and the Company acting on its own behalf and for the benefit of each director, supervisor, general manager and other senior management member shall agree with each shareholder, that all disputes or claims incurred as a result of rights or obligations provided by the Articles of Association or the Company Law or other relevant law or administrative regulations or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive;</p> <p>(3) The share purchasers and the Company and each of the shareholders agree that the shares of the Company may be freely transferred by the holder thereof;</p> <p>(4) The share purchasers authorize the Company to enter into a contract on their behalf with each of the directors, general manager and other senior management members. Pursuant to the contract, the directors, general manager and other senior management members undertake to observe and fulfil their responsibilities to the shareholders under the Articles of Association.</p> <p>The Company shall instruct and cause each of its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a completed and signed form in respect of such shares bearing the aforesaid statements.</p>	<p>(2) The share purchasers and the Company, each of the shareholders, directors, supervisors, general manager and other senior management members of the Company shall agree, and the Company acting on its own behalf and for the benefit of each director, supervisor, general manager and other senior management member shall agree with each shareholder, that all disputes or claims incurred as a result of rights or obligations provided by the Articles of Association or the Company Law or other relevant law or administrative regulations or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive;</p> <p>(3) The share purchasers and the Company and each of the shareholders agree that the shares of the Company may be freely transferred by the holder thereof;</p> <p>(4) The share purchasers authorize the Company to enter into a contract on their behalf with each of the directors, general manager and other senior management members. Pursuant to the contract, the directors, general manager and other senior management members undertake to observe and fulfil their responsibilities to the shareholders under the Articles of Association.</p> <p>The Company shall instruct and cause each of its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a completed and signed form in respect of such shares bearing the aforesaid statements.</p> <p><u>Article 32 The Company shall establish a register of members based on the certificates provided by the securities registration authority, and the register of members shall be the sufficient evidence of the shareholders' shareholding in the Company. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</u></p>
<p>Article 40 The shares of the Company may be transferred, donated, inherited and pledged in accordance with the relevant laws, administrative regulations and the Articles of Association. Transfer of shares must be registered by the share registrar entrusted by the Company.</p>	<p>Article 33 The shares of the Company may be transferred, donated, inherited and pledged in accordance with the relevant laws, administrative regulations and the Articles of Association. Transfer of shares must be registered by the share registrar entrusted by the Company.</p>

Original Content	Amended Content
<p>Article 41 The share certificates shall be signed by the Chairman. Where the regulatory authorities or stock exchanges of the place where the shares of the Company are listed requires the share certificates to be signed by other senior management members of the Company, such share certificates shall also be signed by other relevant senior management members. The share certificates shall be effective after being affixed or printed with the seal of the Company. The share certificates shall only be affixed or printed with the company seal with the authorization of the Board. The signatures of the Chairman or other relevant senior management members on the share certificates may also be in printed form.</p>	<p>Article 34 The share certificates shall be signed by the <u>Chairman/legal representative</u>. Where the regulatory authorities or stock exchanges of the place where the shares of the Company are listed requires the share certificates to be signed by other senior management members of the Company, such share certificates shall also be signed by other relevant senior management members. The share certificates shall be effective after being affixed or printed with the seal of the Company. The share certificates shall only be affixed or printed with the company seal with the authorization of the Board. The signatures of the <u>Chairman/legal representatives</u> or other relevant senior management members on the share certificates may also be in printed form.</p>
<p>Article 42 The Company shall keep a register of members containing the following particulars:</p> <p>(1) the name, address (place of domicile), occupation or nature of business of each shareholder;</p> <p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid-up or payable in respect of shares held by each shareholder;</p> <p>(4) the share certificate numbers of the shares held by each shareholder;</p> <p>(5) the date on which each shareholder was registered as a shareholder;</p> <p>(6) the date on which any shareholder ceased to be a shareholder.</p> <p>Unless there is evidence to the contrary, the register of members shall be the sufficient evidence of the shareholders' shareholding in the Company.</p>	<p>Delete</p>

Original Content	Amended Content
<p>Article 43 Subject to compliance with the Articles of Association and other applicable requirements and upon transfer of the Company's shares, the transferees of the shares will become the holders of such shares with their names being entered in the register of shareholders.</p> <p>All acts or transfer of overseas listed shares will be record in the register of shareholders of overseas listed shares which is kept in the place where such shares are listed pursuant to Article 43 of the Articles of Association.</p> <p>Where two or more persons are registered as joint shareholders of any share, they shall be deemed to be joint holders of such shares and subject to constraints of the following terms:</p> <p>(1) the Company shall not need to register more than four persons as joint holders for any shares;</p> <p>(2) all the joint holders of any share shall jointly or severally assume the liability to pay for all amounts payable for the relevant shares;</p> <p>(3) in case one of the joint holders has deceased, only the surviving joint holders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. But the Board shall have the right, for the purpose of making amendments to the register of shareholders, to demand a death certificate of such shareholder where it deems it appropriate to do so; and</p> <p>(4) for joint holders of any shares, only the joint holder whose name appears first in the register of shareholders has the rights to receive the certificate of relevant shares and notice from the Company. The notice which is serviced on the above-mentioned person should be deemed to be serviced on all of the joint shareholders of relevant shares. Any joint holder is entitled to sign the proxy form provided that if more than one joint holder attends any general meeting in person or by proxy, the vote casted by the senior joint holder, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint shareholding.</p>	<p>Article 35 Subject to compliance with the Articles of Association and other applicable requirements and upon transfer of the Company's shares, the transferees of the shares will become the holders of such shares with their names being entered in the register of shareholders.</p> <p>All acts or transfer of overseas listed shares will be record in the register of shareholders of overseas listed shares which is kept in the place where such shares are listed pursuant to Article 43³⁵ of the Articles of Association.</p> <p>Where two or more persons are registered as joint shareholders of any share, they shall be deemed to be joint holders of such shares and subject to constraints of the following terms:</p> <p>(1) the Company shall not need to register more than four persons as joint holders for any shares;</p> <p>(2) all the joint holders of any share shall jointly or severally assume the liability to pay for all amounts payable for the relevant shares;</p> <p>(3) in case one of the joint holders has deceased, only the surviving joint holders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. But the Board shall have the right, for the purpose of making amendments to the register of shareholders, to demand a death certificate of such shareholder where it deems it appropriate to do so; and</p> <p>(4) for joint holders of any shares, only the joint holder whose name appears first in the register of shareholders has the rights to receive the certificate of relevant shares and notice from the Company. The notice which is serviced on the above-mentioned person should be deemed to be serviced on all of the joint shareholders of relevant shares. Any joint holder is entitled to sign the proxy form provided that if more than one joint holder attends any general meeting in person or by proxy, the vote casted by the senior joint holder, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint shareholding.</p>

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<p>Article 44 The Company may, in accordance with the mutual understanding and agreements made between the competent securities regulatory authorities of the State Council and overseas securities regulatory authorities, keep its original register of holders of overseas listed shares outside of the PRC and appoint overseas agent(s) to manage such register. The original register of holders of overseas listed shares listed in Hong Kong shall be maintained in Hong Kong. The Company shall maintain a duplicate of the register of holders of overseas listed shares at its place of domicile. The appointed overseas agent(s) shall ensure consistency between the original version and the duplicate register of holders of overseas listed shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of holders of overseas listed shares, the original version shall prevail.</p>	<p>Article 36 The Company may, in accordance with the mutual understanding and agreements made between the competent securities regulatory authorities of the State Council and overseas securities regulatory authorities, keep its original register of holders of overseas listed shares outside of the PRC and appoint overseas agent(s) to manage such register. The original register of holders of overseas listed shares listed in Hong Kong shall be maintained in Hong Kong. The Company shall maintain a duplicate of the register of holders of overseas listed shares at its place of domicile. The appointed overseas agent(s) shall ensure consistency between the original version and the duplicate register of holders of overseas listed shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of holders of overseas listed shares, the original version shall prevail.</p>
<p>Article 45 The Company shall maintain a complete register of members. The register of members shall include the following parts:</p> <p>(1) the register of members which is maintained at the Company's place of domicile (other than those share registers which are described in paragraphs (2) and (3) of this Article);</p> <p>(2) the register of members in respect of the holders of overseas listed shares of the Company which is maintained at the place where the overseas stock exchange on which the shares are listed is located;</p> <p>(3) the register of members which is maintained in such other place as the Board may consider necessary for the purpose of listing of the Company's shares.</p>	<p>Article 37 The Company shall maintain a complete register of members. The register of members shall include the following parts:</p> <p>(1) the register of members which is maintained at the Company's place of domicile (other than those share registers which are described in paragraphs (2) and (3) of this Article);</p> <p>(2) the register of members in respect of the holders of overseas listed shares of the Company which is maintained at the place where the overseas stock exchange on which the shares are listed is located;</p> <p>(3) the register of members which is maintained in such other place as the Board may consider necessary for the purpose of listing of the Company's shares.</p>
<p>Article 46 Different parts of the register of members shall not overlap with one another. No transfer of the shares registered in any part of the register shall, during the existence of share registration, be registered in any other parts of the register of members.</p> <p>Alteration or rectification of each part of the register of members shall be made in accordance with the laws of the place where that part of the register of members is maintained.</p>	<p>Article 38 Different parts of the register of members shall not overlap with one another. No transfer of the shares registered in any part of the register shall, during the existence of share registration, be registered in any other parts of the register of members.</p> <p>Alteration or rectification of each part of the register of members shall be made in accordance with the laws of the place where that part of the register of members is maintained.</p>

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<p>Article 47 All transfers of overseas listed shares shall adopt written transfer documents of ordinary or common forms or any other forms acceptable to the Board of Directors, which documents may be executed in manuscript without seal. If the transferor or transferee of any shares in the Company is a recognized clearing house (“Recognized Clearing House”) (or its nominee) within the meaning of the laws of Hong Kong, it may use machine imprinted signatures on written transfer documents.</p> <p>All fully paid-up share capital of overseas listed shares listed in Hong Kong is freely transferable pursuant to the Articles of Association subject to other restrictions of the Hong Kong Stock Exchange. The Board may refuse to recognize any instrument of transfer without explanation, unless such transfer is in compliance with the following conditions:</p> <p>(1) a fee (for each instrument of transfer) of HK\$2.5 or any higher fee as agreed by the Board has been paid to the Company to register the instrument of transfer of shares and other documents relating to or which may affect the ownership of such shares, provided that it shall not exceed such highest fees as required from time to time in the Main Board Listing Rules;</p> <p>(2) the instrument of transfer solely involves the overseas listed shares listed in Hong Kong;</p> <p>(3) the stamp duty payable on the instrument of transfer has been paid;</p> <p>(4) the relevant share certificates and other evidences reasonably required by the Board showing that the transferor has the right to transfer such shares have been furnished;</p> <p>(5) if the shares are intended to be transferred to joint holders, the number of such joint holders shall not exceed 4;</p> <p>(6) the Company has not created any lien over the relevant shares.</p> <p>If the Company refuses to register any transfer of shares, the Company shall, within two (2) months from formal application for the transfer, provide the transferor and transferee with a notice of refusal to register such transfer.</p>	<p>Article 39 All transfers of overseas listed shares shall adopt written transfer documents of ordinary or common forms or any other forms acceptable to the Board of Directors, which documents may be executed in manuscript without seal. If the transferor or transferee of any shares in the Company is a recognized clearing house (“Recognized Clearing House”) (or its nominee) within the meaning of the laws of Hong Kong, it may use machine imprinted signatures on written transfer documents.</p> <p>All fully paid-up share capital of overseas listed shares listed in Hong Kong is freely transferable pursuant to the Articles of Association subject to other restrictions of the Hong Kong Stock Exchange. The Board may refuse to recognize any instrument of transfer without explanation, unless such transfer is in compliance with the following conditions:</p> <p>(1) a fee (for each instrument of transfer) of HK\$2.5 or any higher fee as agreed by the Board has been paid to the Company to register the instrument of transfer of shares and other documents relating to or which may affect the ownership of such shares, provided that it shall not exceed such highest fees as required from time to time in the Main Board Listing Rules;</p> <p>(2) the instrument of transfer solely involves the overseas listed shares listed in Hong Kong;</p> <p>(3) the stamp duty payable on the instrument of transfer has been paid;</p> <p>(4) the relevant share certificates and other evidences reasonably required by the Board showing that the transferor has the right to transfer such shares have been furnished;</p> <p>(5) if the shares are intended to be transferred to joint holders, the number of such joint holders shall not exceed 4;</p> <p>(6) the Company has not created any lien over the relevant shares.</p> <p>If the Company refuses to register any transfer of shares, the Company shall, within two (2) months from formal application for the transfer, provide the transferor and transferee with a notice of refusal to register such transfer.</p>

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Article 49 Upon obtaining approval from the securities regulatory authorities of the State Council, shareholders of domestic shares can transfer their shares to foreign investors, and trade in foreign markets. When transferred shares are listed and traded on a foreign stock exchange, the shares are subject to the supervision procedures, regulations and requirements of the foreign stock exchange. The Company does not need to convene a class meeting to vote for the transferred shares listed and traded in foreign stock exchange.	Delete
Article 50 No changes in the shareholders' register due to the transfer of shares may be made within 30 days before the date of a general meeting or within 5 days before the record date for the Company's distribution of dividends. Where otherwise required by laws and regulations or the securities regulatory authorities of the place where the Company's shares are listed, such requirements shall apply.	Delete
Article 51 When the Company convenes a general meeting, distributes dividends, enters into liquidation and engages in other activities that involve confirmation of equity interests, the Board shall determine a specific day for confirmation of equity interests. Shareholders named in the register of members by the end of the date of confirmation of equity interests shall be the shareholders of the Company.	Delete
Article 52 Any person who objects to the register of members and requests to have his name included in or removed from the register of members may apply to the court of relevant jurisdiction to amend the register of members.	Delete
Article 53 Any shareholder who is registered in, or any person requests to include his/her name entered into, the register of members may, if his/her share certificate (the "Original Certificate") is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares"). If a holder of unlisted shares loses his/her share certificate and applies for a replacement share certificate, it shall be dealt with in accordance with the requirement of Article 143 of the Company Law. If a holder of overseas listed shares loses his/her share certificate and applies for a replacement share certificate, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas listed shares is maintained. If a holder of H shares loses his/her share certificate and applies for a replacement share certificate, such share certificate shall be issued in compliance with the following requirements:·····	Article 40 Any shareholder who is registered in, or any person requests to include his/her name entered into, the register of members may, if his/her share certificate (the "Original Certificate") is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares"). If a holder of unlisted shares' share certificate are stolen, lost or destroyed loses his/her share certificate and applies for a replacement share certificate, it shall be dealt with in accordance with the requirement of Article 143 <u>164</u> of the Company Law. If a holder of overseas listed shares loses his/her share certificate and applies for a replacement share certificate, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas listed shares is maintained. If a holder of H shares loses his/her share certificate and applies for a replacement share certificate, such share certificate shall be issued in compliance with the following requirements: ·····

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Article 54 After the Company issues a replacement share certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case where he/she is a bona fide purchaser) shall not be Deleted from the register of members.	Delete
Article 55 The Company shall not have any obligation to indemnify any person for any damages suffered thereby arising out of the cancellation of the Original Certificate or the issuance of a replacement share certificate, unless such person concerned can prove that the Company has committed a fraudulent act. In the case of bearer warrant, no new warrant shall be issued to replace the lost warrant unless the Company is convinced that the original warrant has been destroyed beyond reasonable doubt.	Delete
CHAPTER 7 SHAREHOLDERS' RIGHTS AND OBLIGATIONS	Delete
Newly added	Article 41 When the Company convenes a general meeting, distributes dividends, enters into liquidation and engages in other activities that involve confirmation of shareholders' identity, the Board or the convener of the general meeting shall determine the date for registration of shareholdings. Shareholders registered in the register of members after the close of business on the date of registration shall be the shareholders entitled to relevant interests. <u>Where there are provisions in the Main Board Listing Rules on the period of closure of register of members before the general meeting is held or the base day before the Company decides to distribute dividends, such provision shall prevail.</u>
Article 56 A shareholder of the Company is a person who lawfully holds shares of the Company and has his/her name (title) recorded in the register of members. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. All classes of shareholders of the Company shall have equal rights in any profit distribution in the form of a dividend or any other form. Where legal persons become shareholders of the Company, their legal representatives or nominees of their legal representatives shall exercise relevant rights on their behalf. The Company shall not exercise its rights to freeze or otherwise prejudice its rights attached to the shares merely based on the ground that any person has not disclosed to the Company the rights and interests he/ she holds directly or indirectly.	Delete

Original Content	Amended Content
<p>Article 57 The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend, speak and vote on his behalf at shareholders meeting in proportion to the number of shares held in accordance with the law;</p> <p>(3) the right of supervisory management over the Company's business operations, and the rights to present proposals or to raise enquiries;</p> <p>(4) the right to transfer, give or pledge the shares he/she holds in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(5) the right to obtain information in accordance with the provisions of the Articles of Association, including:</p> <p>1. the right to obtain a copy of the Articles of Association, subject to payment of cost;</p> <p>2. the right to inspect and copy, subject to payment of a reasonable charge:</p> <p>(i) a copy of all parts of the share register;</p> <p>(ii) personal particulars of each of the Company's directors, supervisors, general manager and other senior management members as follows:</p> <p>a. present name and alias and any former name and alias;</p> <p>b. principal address (residence);</p> <p>c. nationality;</p> <p>d. full-time and all other part-time occupation and duties; and</p> <p>e. identification document and its number.</p>	<p>Article 42 The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend, speak and vote on his behalf at shareholders meeting in proportion to the number of shares held in accordance with the law;</p> <p>(3) the right of supervisory management over the Company's business operations, and the rights to present proposals or to raise enquiries;</p> <p>(4) the right to transfer, give or pledge the shares he/she holds in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(5) the right to obtain information in accordance with the provisions of the Articles of Association, including:</p> <p>1. the right to obtain a copy of the Articles of Association, subject to payment of cost <u>the right to inspect and copy of the Articles of Association;</u></p> <p>2. the right to inspect and copy, subject to payment of a reasonable charge <u>the right to inspect and copy:</u></p> <p>(i) a copy of all parts of the share register;</p> <p>(ii) personal particulars of each of the Company's directors, supervisors, general manager and other senior management members as follows:</p> <p>a. present name and alias and any former name and alias;</p> <p>b. principal address (residence);</p> <p>c. nationality;</p> <p>d. full-time and all other part-time occupation and duties; and</p> <p>e. identification document and its number.</p>

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<p>(iii) the status of the Company's share capital;</p> <p>(iv) reports showing the aggregate par value, quantity, maximum and minimum prices paid in respect of each class of Shares repurchased by the Company since the end of the last financial year and the aggregate amount incurred by the Company for this purpose (with a breakdown between domestic shares and foreign shares);</p> <p>(v) minutes of shareholders' general meetings, special resolutions of shareholders' general meetings, resolutions of Board meetings and resolutions of meetings of Board of Supervisors;</p> <p>(vi) corporate bond counterfoils;</p> <p>(vii) the latest audited financial report of the Company, and the reports of directors, auditors and supervisors; and</p> <p>(viii) a copy of the latest Annual Inspection Form that has been filed with the PRC administration for industry and commerce or other competent authorities.</p> <p>Documents mentioned above (other than the documents under clause 2 (2) above) shall be made available by the Company at the Company's place of domicile and its place of business in Hong Kong, for inspection by the public and shareholders.</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of Shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) shareholders individually or jointly holding more than 3% of the Company's shares can make a provisional motion in writing to the Board 10 days before the date of shareholders' general meeting;</p> <p>(9) other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>(iii) the status of the Company's share capital;</p> <p>(iv) reports showing the aggregate par value, quantity, maximum and minimum prices paid in respect of each class of Shares repurchased by the Company since the end of the last financial year and the aggregate amount incurred by the Company for this purpose (with a breakdown between domestic shares and foreign shares);</p> <p>(iiiv) minutes of shareholders' general meetings, special resolutions of shareholders' general meetings, resolutions of Board meetings and resolutions of meetings of Board of Supervisors;</p> <p>(iiiiv) corporate bond counterfoils;</p> <p>(ivvii) the latest audited financial report of the Company, and the reports of directors, auditors and supervisors; and</p> <p>(vviii) a copy of the latest Annual Inspection Form that has been filed with the PRC administration for industry and commerce or other competent authorities.</p> <p>Documents mentioned above (other than the documents under clause 2 (2) above) shall be made available by the Company at the Company's place of domicile and its place of business in Hong Kong, for inspection by the public and shareholders.</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of Shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) shareholders individually or jointly holding more than 3% of the Company's shares can make a provisional motion in writing to the Board 10 days before the date of shareholders' general meeting;</p> <p>(9<u>8</u>) other rights <u>stipulated</u>conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>

Original Content	Amended Content
	<p>Shareholders who have held more than three percent of the Company's shares, either individually or collectively, for over 180 consecutive days shall have the right to apply for inspection of the Company's accounting books and accounting vouchers. Shareholders who request to inspect the Company's accounting books and vouchers shall submit a written request to the Company, stating the purpose. The Company may refuse to provide access to the accounting books and vouchers if it has reasonable grounds to believe that the shareholder's request serves an improper purpose and may harm the legitimate interests of the Company, and shall respond in writing to the shareholder within fifteen days from the date of receiving the shareholder's written request, providing reasons for the refusal. If the Company refuses to provide access for inspection, the shareholders may initiate legal proceedings in the People's Court.</p> <p>A shareholder may appoint an accounting firm, law firm or other intermediary agencies to inspect the materials specified in the preceding paragraph.</p> <p>Shareholders and the accounting firms, law firms and other intermediary agencies they appointed shall comply with the requirements of laws and administrative regulations on the protection of state secrets, trade secrets, personal privacy and personal information etc., when inspecting and reproducing relevant materials.</p> <p>Where a shareholder requests to inspect or reproduce materials related to wholly-owned subsidiaries of the Company, the provisions of the preceding paragraph shall apply.</p>

Original Content	Amended Content
<p>Article 59 In addition to obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which the shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of the shareholders as a whole or of some part of the shareholders of the Company:</p> <p>(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person), in any guise, of the Company's assets, including (without limitation to) opportunities beneficial to the Company; or</p> <p>(3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights save pursuant to a restructuring submitted to shareholders for approval in accordance with the Articles of Association.</p>	Delete
<p>Article 60 "Controlling shareholder" referred to in the Articles of Association means a shareholder who satisfies any one of the following conditions:</p> <p>(1) he/she alone, or acting in concert with others, has the power to elect more than half of the Board;</p> <p>(2) he/she alone, or acting in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;</p> <p>(3) he/she alone, or acting in concert with others, holds 30% or more of the issued and outstanding shares of the Company;</p> <p>(4) he/she alone, or acting in concert with others, in any other manner has de facto control over the Company.</p> <p>The phrase "acting in concert" referred to in this Article means two or more persons by way of agreement (whether oral or written) reaching a consensus, through one person acquiring voting rights of the Company, with an aim to obtain or consolidate control of the Company.</p>	Delete

Original Content	Amended Content
Newly added	<p>Article 43 <u>Where shareholders request for inspection of the relevant information as mentioned in the preceding Article or request any materials, they shall provide the Company with written documents evidencing the class and number of shares of the Company held by them. The Company shall verify the identity of the shareholders and provide information requested by such shareholders.</u></p>
Newly added	<p>Article 44 <u>In the event that any resolution of the general meeting and resolution of the Board violates laws or administrative regulations, the shareholders shall be entitled to request the People's Court to invalidate the said resolution.</u></p> <p><u>In the event that the convening procedure or voting method of the general meeting or meeting of the Board violates any of the laws, administrative regulations or the Articles of Association, or the content of any resolution violates the Articles of Association, the shareholders shall be entitled to request the People's Court to overturn the resolution within 60 days upon the resolution was adopted, except where there are only minor defects in the convening procedure or voting method of the general meeting or meeting of the Board, which do not materially affect the resolutions.</u></p> <p><u>Shareholders who have not been notified to attend the general meeting may request the People's Court to overturn the resolution within 60 days from the date they knew or should have known of the adopting of the resolution of the general meeting; if the right to overturn is not exercised within one year from the date the resolution was adopted, the right to overturn shall be extinguished.</u></p> <p><u>Resolutions of the shareholders' meeting or Board meeting of the Company shall be invalid in any of the following circumstances:</u></p> <p><u>(1) the resolution was not made by a general meeting or a board meeting;</u></p> <p><u>(2) the resolution was not voted on at a general meeting or a board meeting;</u></p> <p><u>(3) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law and these Articles of Association;</u></p> <p><u>(4) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law and these Articles of Association.</u></p>

Original Content	Amended Content
Newly added	<p>Article 45 Where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by directors and senior management in the course of performing their duties, shareholders severally or jointly holding more than 1% of shares of the Company for over 180 consecutive days shall have the right to request in writing to the Board of Supervisors to initiate legal proceedings in the People's Court; where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by the Board of Supervisors in the course of performing duties, shareholders shall have the rights to request in writing to the Board to initiate legal proceedings in the People's Court.</p> <p>In the event that the Board of Supervisors or the Board refuses to initiate legal proceedings upon receipt of the aforesaid Shareholders' written request, or fails to initiate legal proceedings within 30 days upon receipt thereof, or in the event that the failure to immediately initiate legal proceedings in an emergency case will incur irrecoverable damage to the interests of the Company, shareholders specified in the preceding paragraph may, in their own name, directly initiate legal proceedings in the People's Court for the interests of the Company.</p> <p>In the event that any other person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the shareholders specified in the first paragraph of this Article may initiate legal proceedings in the People's Court according to the provisions of the preceding two paragraphs.</p> <p>If the directors, supervisors or senior management of a wholly-owned subsidiary of the Company are involved in any of the circumstances set forth in the preceding paragraph, or if any other person infringes upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and causes losses, shareholders who severally or jointly hold more than 1% of shares of the Company for over 180 consecutive days may, in accordance with the provisions of the preceding paragraph, request in writing to the board of supervisors or the Board of the wholly-owned subsidiary to initiate legal proceedings in the People's Court, or directly initiate legal proceedings in their own names in the People's Court.</p>
Newly added	<p>Article 46 If a director or senior management officer violates laws, administrative regulations or the provisions of these Articles of Association, thereby harming the interests of shareholders, shareholders may initiate legal proceedings in the People's Court.</p>

Original Content	Amended Content
<p>Article 58 The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) to fulfill its responsibility to the Company to the extent of shares held by each;</p> <p>(4) not to withdraw their fund contribution after approval and registration by the Company, except as provided in laws and administrative regulations;</p> <p>(5) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.</p>	<p>Article 47 The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) to fulfill its responsibility to the Company to the extent of shares held by eachnot to surrender the shares unless required by laws and regulations;</p> <p>(4) not to withdraw their fund contribution after approval and registration by the Company, except as provided in laws and administrative regulationsnot to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;</p> <p>(5) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription. Where any shareholder of the Company abuses the shareholders' rights and incur losses to the Company or other shareholders, such shareholder shall be liable for the damages. Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.</p>
Newly added	<p>Article 48 Where any shareholder holding more than 5% of the voting shares of the Company pledges the shares held by him/her, the shareholder shall submit a written report to the Company on the day on which the pledge occurs.</p>

Original Content	Amended Content
Newly added	<p>Article 49 The controlling shareholders and de facto controllers of the Company shall not use their related-party relationship to damage the interests of the Company. Any person who causes losses to the Company in violation of the provisions shall be liable for compensation.</p> <p>The controlling shareholders and de facto controllers of the Company have a duty of integrity to the Company and its public shareholders. Controlling shareholders shall exercise their rights as capital contributors in strict compliance with the law. Controlling shareholders shall not harm the legitimate rights and interests of the Company and public shareholders by means of profit distribution, asset restructuring, external investment, fund occupation, loan guarantees, etc., nor shall they use their controlling position to harm the interests of the Company and shareholders.</p>
CHAPTER 8 SHAREHOLDERS' GENERAL MEETING	Section 2 General Provisions for the Shareholders' General Meeting
<p>Article 61 The shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.</p> <p>Article 62 The general meeting shall have the following functions and powers:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(2) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(3) to consider and approve the reports of the Board;</p> <p>(4) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company's proposed annual financial budgets and final account plans;</p> <p>(6) to consider and approve the Company's profit distribution plans and loss recovery plans;</p>	<p>Article 50 The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with law:</p> <p>Article 62 The general meeting shall have the following functions and powers:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(21) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(32) to consider and approve the reports of the Board;</p> <p>(43) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company's proposed annual financial budgets and final account plans;</p> <p>(64) to consider and approve the Company's profit distribution plans and loss recovery plans;</p>

Original Content	Amended Content
(7) to resolve on the increase or reduction of the Company's registered capital;	(75) to resolve on the increase or reduction of the Company's registered capital;
(8) to resolve on the issuance of debentures, any kind of securities, warrants or other similar securities by the Company;	(86) to resolve on the issuance of debentures, any kind of securities, warrants or other similar securities by the Company;
(9) to resolve on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the company;	(97) to resolve on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the company;
(10) to amend the Articles of Association;	(408) to amend the Articles of Association;
(11) to consider the motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;	(11) to consider the motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;
(12) to resolve on the engagement, re-appointment or termination of engagement of the accounting firms of the Company;	(429) to resolve on the engagement, re-appointment or termination of engagement of the accounting firms of the Company;
(13) to resolve on the guarantees specified in Article 63 of the Articles of Association;	(130) to consider and approve resolve on the guarantees specified in Article 63 <u>51</u> of the Articles of Association;
(14) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;	(141) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;
(15) to consider and approve the share incentive scheme;	(12) to consider and approve matters relating to changes in the use of proceeds;
(16) to resolve the repurchase of the Company's Shares;	(153) to consider and approve the share incentive scheme <u>and employee shareholding plans</u> ;
(17) to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at general meetings;	(16) to resolve the repurchase of the Company's Shares;
(18) to consider other matters as required by the listing rules of the stock exchange on which the Company's shares are listed.	(17) to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at general meetings;
The shareholders' general meeting may authorize or delegate the Board to deal with matters as authorized and delegated at the general meeting provided that the laws, regulations and the mandatory provisions of relevant laws and regulations of the place of listing are observed.	(18) to consider other matters as required by the listing rules of the stock exchange on which the Company's shares are listed.
	(14) to consider other matters required to be resolved by the shareholders' general meeting as prescribed by laws, administrative regulations, department regulations or the Articles of Association.
	<u>The shareholders' general meeting may authorize the Board to resolve on the issuance of corporate bonds.</u>
	The shareholders' general meeting may authorize or delegate the Board to deal with matters as authorized and delegated at the general meeting provided that the laws, regulations and the mandatory provisions of relevant laws and regulations of the place of listing are observed.

Original Content	Amended Content
<p>Article 63 The following external guarantees to be provided by the Company shall be considered and approved by the shareholders' general meeting:</p> <p>(1) any provision of guarantee, where the total amount of external guarantees provided by the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets;</p> <p>(2) any provision of guarantee, where the total amount of external guarantees provided by the Company reaches or exceeds 30% of the latest audited total assets;</p> <p>(3) provision of guarantee to anyone whose debt to asset ratio exceeds 70%;</p> <p>(4) provision of a single guarantee the amount of which exceeds 10% of the latest audited net assets;</p> <p>(5) provision of guarantee to third parties other than the Company and its controlled subsidiaries;</p> <p>(6) provision of guarantee to shareholders, de facto controllers and their connected parties.</p> <p>The external guarantees above to be approved at shareholders' general meeting shall be considered and approved by the Board of Directors before submission to the shareholders' general meeting for approval.</p> <p>When the shareholders' general meeting is considering a proposal to provide guarantee for any shareholder, de facto controller or related party, the said shareholder or the shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other shareholders attending the meeting. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related shareholders.</p>	<p>Article 51 The following external guarantees to be provided by the Company shall be considered and approved by the shareholders' general meeting:</p> <p>(1) any provision of guarantee, where the total amount of external guarantees provided by the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets;</p> <p>(2) any provision of guarantee, where the total amount of external guarantees provided by the Company reaches or exceeds 30% of the latest audited total assets;</p> <p>(3) <u>any provision of guarantee, where the total amount of guarantees provided by the Company within one year exceeds 30% of the latest audited total assets of the Company;</u></p> <p>(34) provision of guarantee to anyone whose debt to asset ratio exceeds 70%;</p> <p>(45) provision of a single guarantee the amount of which exceeds 10% of the latest audited net assets;</p> <p>(56) provision of guarantee to third parties other than the Company and its controlled subsidiaries;</p> <p>(67) provision of guarantee to shareholders, de facto controllers and their connected parties.</p> <p>The external guarantees above to be approved at shareholders' general meeting shall be considered and approved by the Board of Directors before submission to the shareholders' general meeting for approval.</p> <p>When the shareholders' general meeting is considering a proposal to provide guarantee for any shareholder, de facto controller or related party, the said shareholder or the shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other shareholders attending the meeting. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related shareholders.</p>

Original Content	Amended Content
<p>Article 65 General meetings comprise annual general meetings and extraordinary general meetings. The annual general meetings shall be held once every year within six months after the conclusion of the previous accounting year.</p> <p>Extraordinary general meetings shall be convened as and when necessary. Under any of the following circumstances, the Board shall convene an extraordinary general meeting within 2 months from the occurrence thereof:</p> <p>(1) when the number of directors is less than the number of directors required by the Company Law or two-thirds of the number of directors specified in the Articles of Association;</p> <p>(2) when the un-recovered losses of the Company amount to one third of the total amount of its paid-in share capital;</p> <p>(3) when shareholder(s) individually or jointly holding 10% or more of the Company's shares request(s) in writing the convening of an extraordinary general meeting;</p> <p>(4) when the Board considers necessary or upon the request of the Board of Supervisors;</p> <p>(5) when more than two independent non-executive directors so request; and</p> <p>(6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association.</p> <p>In any of the circumstances referred to in (3) and (4) above, the matter for consideration proposed by the requisitionist shall be included in the agenda of such meeting.</p>	<p>Article 52 General meetings comprise annual general meetings and extraordinary general meetings. The annual general meetings shall be held once every year within six months after the conclusion of the previous accounting year.</p> <p>Article 53 Extraordinary general meetings shall be convened as and when necessary. Under any of the following circumstances, the Board<u>Company</u> shall convene an extraordinary general meeting within 2 months from the occurrence thereof:</p> <p>(1) when the number of directors is less than the number of directors required by the Company Law or two-thirds of the number of directors specified in the Articles of Association;</p> <p>(2) when the un-recovered losses of the Company amount to one third of the total amount of its paid-in share capital;</p> <p>(3) when shareholder(s) individually or jointly holding 10% or more of the Company's shares request(s) in writing the convening of an extraordinary general meeting;</p> <p>(4) when the Board considers necessary or upon the request of the Board of Supervisors;</p> <p>(5) when more than two independent non-executive directors so request; and</p> <p>(6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association.</p> <p>In any of the circumstances referred to in (3) and (4) above, the matter for consideration proposed by the requisitionist shall be included in the agenda of such meeting.</p>
Newly added	<p>Article 54 <u>The Company shall hold the shareholders' general meeting at the Company's place of domicile or such other place as specified in the notice of the shareholders' meeting. A meeting venue shall be established for the shareholders' general meeting, and meetings will take the form of physical meeting. Subject to ensuring the legality and validity of the shareholders' meeting, the Company may establish other forms and means for shareholders to attend the meeting, including but not limited to electronic communication means. Shareholders who attend the general meetings in the aforesaid manner shall be deemed to be present at such meetings.</u></p>

Original Content	Amended Content
Newly added	Article 55 When the Company convenes a shareholders' general meeting, it shall engage a lawyer to issue legal opinions in accordance with the regulatory rules in the place where the Company's shares are listed.
Newly added	Section 3 Convening of Shareholders' General Meetings
Newly added	Article 56 Independent non-executive directors shall have the right to propose to the Board to convene extraordinary general meetings. When an independent non-executive director proposes to convene an extraordinary general meeting, the Board shall issue written feedback on consent or non-consent to the convening of the extraordinary general meeting within 10 days from the receipt of the proposal according to the laws, administrative regulations and the Articles of Association. If the Board gives consent to convene an extraordinary general meeting, it shall, within five days from the passing of the board resolution, issue a notice on convening the general meetings. If the Board does not give consent to convene an extraordinary general meeting, the Board shall state the reason and issue an announcement.
Newly added	<p>Article 57 The Board of Supervisors shall have the right to propose the convening of an extraordinary general meeting to the Board and such proposal shall be made by way of written request(s). The Board of Directors shall provide written feedback on whether to agree or disagree to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with the provisions of laws, administrative regulations and the Articles of Association.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, it will issue a notice for the convening of the shareholders' general meeting within 5 days after the board resolution is made. Any changes to the original proposal in the notice shall be subject to the consent of the Board of Supervisors.</p> <p>If the Board of Directors does not agree to convene an extraordinary general meeting or fails to provide feedback within 10 days after receiving the proposal, it shall be deemed that the Board is unable or fails to fulfill its duties to convene the general meeting, and the Board of Supervisors may on its own convene and preside over the meeting.</p>

Original Content	Amended Content
<p>Article 66 Convening of an extraordinary general meeting or a class meeting requested by shareholder shall be proceeded in accordance with the procedures set forth below:</p> <p>(1) two or more shareholders holding a total of 10% or more of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The Board shall convene an extraordinary general meeting or a class meeting as soon as possible after having received the above-mentioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made.</p> <p>(2) if the Board fails to issue a notice of convening of such meeting within 30 days after receipt of the abovementioned written notice, the shareholders who made such request may themselves convene the meeting within four months after the Board received the request. The procedures to convene such meeting by such shareholders shall, to the extent possible, be identical to the procedures to convene general meetings by the Board.</p> <p>Where shareholders convene and hold a meeting because the Board failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such meetings shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.</p>	<p>Article 58 Convening of an extraordinary general meeting or a class meeting requested by shareholder shall be proceeded in accordance with the procedures set forth below:</p> <p>(1) Two or more sShareholders that hold, individually or collectively, holding a total of 10% or more of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The Board shall convene an extraordinary general meeting or a class meeting as soon as possiblegive a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after having received the above-mentioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made.</p> <p>(2) if the Board fails to issue a notice of convening of such meeting within 30 days after receipt of the abovementioned written notice, the shareholders who made such request may themselves convene the meeting within four months after the Board received the request. The procedures to convene such meeting by such shareholders shall, to the extent possible, be identical to the procedures to convene general meetings by the Board.</p> <p><u>If the Board of Directors agrees to convene an extraordinary general meeting, it will issue a notice for the convening of the shareholders' general meeting within 5 days after the board resolution is made. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.</u></p> <p><u>If the Board of Directors does not agree to convene an extraordinary general meeting, or if the Board fails to provide feedback within 10 days after receiving the aforementioned written request, the shareholders making the request have the right to propose to the Board of Supervisors to convene an extraordinary general meeting and shall submit such proposal in writing to the Board of Supervisors.</u></p> <p><u>If the Board of Supervisors agrees to convene an extraordinary general meeting, a notice for the convening of the shareholders' general meeting shall be issued within 5 days after receiving the request, and any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholders.</u></p>

Original Content	Amended Content
	<p>If the Board of Supervisors fails to issue a notice for the shareholders' general meeting within the stipulated time, it shall be deemed that the Board of Supervisors does not convene and preside over the shareholders' general meeting. Shareholders holding more than 10% (including 10%) of the Company's shares individually or collectively for more than 90 consecutive days may convene and preside over the meeting by themselves.</p> <p>Where shareholders convene and hold a meeting because the Board failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such meetings shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.</p>
Newly added	<p>Article 59 If the Board of Supervisors or shareholders decide to convene a shareholders' general meeting by themselves, they must notify the Board of Directors in writing.</p> <p>Before the announcement of the resolutions of the general meeting, the proportion of shares held by the Convening Shareholders shall not be less than 10%.</p> <p>The Board of Supervisors or the Convening Shareholders shall submit the relevant supporting documents in accordance with the rules of the place where the shares are listed when issuing the notice of the shareholders' meeting and the announcement of the resolution of the shareholders' meeting.</p>
Newly added	<p>Article 60 For shareholders' general meetings convened by the Board of Supervisors or shareholder(s), the Board of Directors and the Secretary to the Board of Directors shall work in a cooperative manner. The Board of Directors shall provide the register of members as at the record date for the registration of shareholding.</p>
Newly added	<p>Article 61 All necessary expenses incurred by the Board of Supervisors or the shareholders in convening the shareholders' general meeting on their own initiatives shall be borne by the Company.</p>
Newly added	<p>Section 4 Proposals and Notice of Shareholders' General Meeting</p>
Newly added	<p>Article 62 The content of the proposal shall fall within the scope of the duty of the shareholders' general meeting, have clear issues and specific matters to be resolved, and comply with the relevant provisions of laws, administrative regulations and the Articles of Association.</p>

Original Content	Amended Content
<p>Article 67 When the Company convenes an annual general meeting, shareholders holding 3% or more of the total voting shares of the Company shall be entitled to propose a provisional motion in writing to the Company and submit the same to the Board 10 days before the date of general meeting. The Board shall issue a supplemental notice of shareholders' general meeting within 2 days after the receipt of such motion and submit such provisional motion to the shareholders' general meeting for consideration and approval. The contents of a provisional motion shall fall within the duty of the shareholders' general meeting with specific topics for discussion and matters to be resolved.</p>	<p>Article 63 When the Company convenes an annual a shareholders' general meeting, <u>the Board, the Supervisory Committee and shareholders holding, individually or collectively, 1% or more of the shares in the Company shall have the right to put forward proposals to the Company.</u></p> <p>Shareholders holding <u>individually or in aggregate 1%3% or more of the total voting</u> shares of the Company shall be entitled to propose a provisional motion in writing to the Company and submit the same to the Board 10 days before the date of general meeting. <u>The temporary proposal shall have clear issues and specific matters to be resolved. The Board of Directors shall notify other shareholders within 2 days after receiving the proposal and announce the content of the temporary proposals in accordance with the rules of the place where the shares are listed. However, except for temporary proposals that violate the provisions of laws, administrative regulations or the Articles of Association or that do not fall within the scope of the duty of the shareholders' meeting. The Company shall not raise the shareholding ratio requirements for shareholders proposing temporary proposals. The Board shall issue a supplemental notice of shareholders' general meeting within 2 days after the receipt of such motion and submit such provisional motion to the shareholders' general meeting for consideration and approval. The contents of a provisional motion shall fall within the duty of the shareholders' general meeting with specific topics for discussion and matters to be resolved.</u></p> <p><u>Except for the circumstances specified in the preceding paragraph, the convener shall not modify the proposals already specified in the notice of the shareholders' general meeting or add new proposals subsequent to the issue of the notice of the shareholders' general meeting.</u></p> <p><u>The shareholders' general meeting shall not vote on or resolve any proposals not incorporated in the notice or not in compliance with Article 62 of the Articles of Association.</u></p>
<p>Article 68 To convene an annual general meeting, the Company shall give notices 20 days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all Shareholders 15 days before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded;</p>	<p>Article 64 To convene an annual general meeting, the Company shall give notices 20 days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all Shareholders 15 days before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded;</p>

Original Content	Amended Content
<p>The notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery or prepaid airmail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public notice.</p> <p>The abovementioned notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council 20 days before the date of the annual general meeting, or 15 days before the date of the extraordinary general meeting. Upon the publication of such notice, all holders of unlisted shares shall be deemed to have received notice of the relevant shareholders' meeting.</p> <p>The notice, materials or written announcement of the shareholders' general meeting should be delivered to the shareholders of overseas listed shares in any of the following manners, 20 days prior to the holding of such annual general meeting, or 15 days before the date of the such extraordinary general meeting:</p> <p>(I) Such notice, material or announcement should be delivered to every shareholder of overseas listed shares by person or by mail to the registered address of the shareholders, and the notice to shareholder of overseas listed shares shall be sent from Hong Kong to the best effort of the Company;</p> <p>(II) Publish the announcement at the website of the Company or websites designated by the local stock exchange where shares of the Company are listed in accordance with applicable laws, regulations and relevant Main Board Listing Rules;</p> <p>(III) Other manners required by the local stock exchange where shares of the Company are listed and the listing rules into force unless they are signed by independent non-executive directors.</p>	<p>The notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery or prepaid airmail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public notice. shall be served on the shareholders (whether or not entitled to vote at the meeting) by the means stipulated in the Articles of Association or by other methods permitted by the stock exchange where the Company's shares are listed. Subject to compliance with the relevant laws, regulations, normative documents and the relevant provisions of the securities regulatory authorities in the jurisdiction where the Company's shares are listed, the Company may issue the notice of the shareholders' meeting by publishing it on the websites of the Company and the Hong Kong Stock Exchange. For the holders of domestic shares, notice of the meeting may be issued by way of public notice.</p> <p>The abovementioned notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council 20 days before the date of the annual general meeting, or 15 days before the date of the extraordinary general meeting. Upon the publication of such notice, all holders of unlisted shares shall be deemed to have received notice of the relevant shareholders' meeting.</p> <p>The notice, materials or written announcement of the shareholders' general meeting should be delivered to the shareholders of overseas listed shares in any of the following manners, 20 days prior to the holding of such annual general meeting, or 15 days before the date of the such extraordinary general meeting:</p> <p>(I) Such notice, material or announcement should be delivered to every shareholder of overseas listed shares by person or by mail to the registered address of the shareholders, and the notice to shareholder of overseas listed shares shall be sent from Hong Kong to the best effort of the Company;</p> <p>(H) (I) Publish the announcement at the website of the Company or websites designated by the local stock exchange where shares of the Company are listed in accordance with applicable laws, regulations and relevant Main Board Listing Rules; and</p> <p>(HH) (II) Other manners required by the local stock exchange where shares of the Company are listed and the listing rules into force unless they are signed by independent non-executive directors.</p>
Article 69 Intentionally Delete.	Delete

Original Content	Amended Content
<p>Article 70 A notice of general meetings:</p> <p>(1) shall be in writing;</p> <p>(2) shall specify the time, place and date of the meeting;</p> <p>(3) shall state the matters to be discussed at the meeting;</p> <p>(4) shall provide such information and explanation as are necessary for the shareholders to exercise an informed judgment on the proposals before them, including (but not limited to) where a proposal is made to amalgamate the Company with another company, to repurchase shares of the Company, to reorganize the share capital or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the reasons for and consequences of such proposal must be seriously explained;</p> <p>(5) shall contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, or other senior management members in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of other shareholders of the same class;</p> <p>(6) shall contain the text of any special resolution proposed to be passed at the meeting;</p> <p>(7) shall expressly state that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a shareholder;</p> <p>(8) shall specify the time and place for lodging proxy forms for the relevant meeting.</p>	<p>Article 65 A notice of general meetings:</p> <p>(1) shall be in writing;</p> <p>(21) shall specify the time, place and date of the meeting;</p> <p>(32) shall state the matters <u>and proposals</u> to be discussed at the meeting;</p> <p>(4) shall provide such information and explanation as are necessary for the shareholders to exercise an informed judgment on the proposals before them, including (but not limited to) where a proposal is made to amalgamate the Company with another company, to repurchase shares of the Company, to reorganize the share capital or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the reasons for and consequences of such proposal must be seriously explained;</p> <p>(5) shall contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, or other senior management members in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of other shareholders of the same class;</p> <p>(6) shall contain the text of any special resolution proposed to be passed at the meeting;</p> <p>(73) shall expressly state that <u>a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him</u> <u>all shareholders have the right to attend the general meeting and may appoint a proxy in writing to attend the meeting and participate in the voting, and that a proxy need not be a shareholder;</u></p> <p>(4) specifies the record date for shareholders entitled to attend the shareholders' general meeting, and that interval between record date and the date of the meeting shall comply with the provisions of the relevant stock exchanges or regulatory agencies where the Company's shares are listed;</p> <p>(5) the name and telephone number of the permanent contact person for the conference;</p> <p>(6) the time and procedure for voting by internet or other means.</p> <p>(8) shall specify the time and place for lodging proxy forms for the relevant meeting.</p>

Original Content	Amended Content
Newly added	<p>Article 66 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of the shareholders' general meeting shall adequately disclose the detailed information of the candidates for directors or supervisors in accordance with relevant regulations.</p> <p>Except for the directors or supervisors elected through the cumulative voting system, each candidate for director or supervisor shall be proposed as a separate resolution.</p>
Newly added	<p>Article 67 After the issuance of the notice for a general meeting, the general meeting shall not be postponed or canceled without any proper reasons, and the proposals specified in the notice shall not be withdrawn. In case of delay or cancelation, the convener shall give a notice to shareholders stating the reasons at least two business days before the original meeting date.</p>
Article 71 The accidental omission to give the notice of general meeting to, or the non-receipt of the notice of general meeting by, any persons entitled to receive such notice shall not invalidate the meeting and the resolutions at that meeting.	Delete
<p>Article 72 Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his proxy to attend and vote on his behalf. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:</p> <p>(1) the shareholder's right to speak at the meeting;</p> <p>(2) the right to demand, whether on his own or together with others, a poll;</p> <p>(3) unless otherwise provided in the applicable listing rules or other securities laws and regulations, the right to vote may be exercised either by a show of hands or by poll. However, if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>	Delete
Newly added	Section 5 Holding of Shareholders' General Meetings
Newly added	<p>Article 68 The Board and other conveners shall take all necessary measures to ensure that the shareholders' general meeting is conducted in an orderly manner, and shall take steps to prevent any activities that interfere the shareholders' general meetings, cause disturbances and infringe the legal interests of the shareholders, and report such activities to the relevant authorities for investigation and punishment.</p>

Original Content	Amended Content
Newly added	<p>Article 69 <u>All shareholders whose names are on the register of members on the record date or their proxies shall have the right to attend the shareholders' general meeting. And they shall exercise the corresponding right to speak and vote in accordance with the relevant laws, regulations and these Articles of Association.</u></p> <p><u>Shareholders may either attend and exercise the voting rights at the shareholders' general meeting in person, or appoint any persons (regardless of whether such person is a shareholder of the Company) as their proxies to attend the meeting and exercise the voting rights within the scope of authorization. Any shareholder who is entitled to attend and vote at the shareholders' general meeting shall be entitled to appoint one or more persons (whether such person is a shareholder or not) as his/her proxy(ies) to attend on his/her behalf and exercise the voting rights within the scope of authorization.</u></p>
Newly added	<p>Article 70 <u>Individual shareholders attending the meeting in person shall present their identity cards or any other valid certificates or documents or stock account cards for identification. Proxies attending the meeting shall present their personal identity cards and the power of attorney from the shareholder.</u></p> <p><u>The corporate shareholders shall be represented by their legal representatives or an agent authorized by the legal representative to attend the meeting. If the legal representative attends the meeting, he/she shall present his/her identity document and valid proof of his/her qualification as a legal representative; if an agent is appointed to attend the meeting, the agent shall present his/her identity document and the written power of attorney issued by the legal representative of the corporate shareholder in accordance with the law.</u></p>
<p>Article 73 Shareholders shall entrust their proxies by written instruments, which shall be made under the hand of the appointor or his agent entrusted in writing. Where the appointer is a legal person, the instrument shall be made additionally under the seal of a legal person or under the hand of its director or duly authorized agent.</p>	<p>Article 71 <u>Shareholders shall entrust their proxies by written instruments, which shall be made under the hand of the appointor or his agent entrusted in writing. The instrument issued by the shareholder to authorize another person to attend the shareholders' general meeting shall include the following contents:</u></p> <p><u>(1) name of the proxy;</u></p> <p><u>(2) whether the proxy has voting rights;</u></p> <p><u>(3) indication of consent, objection or abstention concerning each proposal to be resolved on the agenda of general meeting;</u></p> <p><u>(4) date of signing of the instrument and term of validity;</u></p> <p><u>(5) signature (or seal) of the appointor. Where the appointer is a legal person shareholder, the instrument shall be made additionally under the seal of a legal person or under the hand of its director or duly authorized agent.</u></p>

Original Content	Amended Content
Newly added	Article 72 The proxy form shall specify whether the proxy may vote at his/her discretion if the shareholder does not provide specific instructions.
<p>Article 74 The proxy form shall be deposited at the address of the Company or such other place specified in the notice of the meeting not less than 24 hours prior to the meeting at which the proxy is authorized to vote, or not less than 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the board of directors or other decision-making body shall be entitled to attend the shareholders' general meeting of the Company as a representative of the appointer.</p> <p>The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a legal person, either under seal or under the hand of a director or attorney duly authorised.</p> <p>Where such shareholder is a recognised clearing house defined from time to time in the relevant clauses of Hong Kong laws (or its nominee), it may authorize one or more persons as it deems fit to act as its representative(s) at any shareholders' general meeting or any class meeting, provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect to which person is so authorized, and shall be signed by an authorised personnel of the recognised clearing house. Such duly authorized persons may represent the recognized clearing house (or its nominees) to attend the meeting (without showing share certificates, notarized authorization and/or further evidence of duly authorization) exercise the same powers as if he is an individual shareholder of the Company.</p>	<p>Article 73 The proxy form shall be deposited at the address of the Company or such other place specified in the notice of the meeting not less than 24 hours prior to the meeting at which the proxy is authorized to vote, or not less than 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the board of directors or other decision-making body shall be entitled to attend the shareholders' general meeting of the Company as a representative of the appointer.</p> <p>The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a legal person, either under seal or under the hand of a director or attorney duly authorised.</p> <p>Where such shareholder is a recognised clearing house defined from time to time in the relevant clauses of Hong Kong laws (or its nominee), it may authorize one or more persons as it deems fit to act as its representative(s) at any shareholders' general meeting or any class <u>creditor</u> meeting, provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect to which person is so authorized, and shall be signed by an authorised personnel of the recognised clearing house. Such duly authorized persons may represent the recognized clearing house (or its nominees) to attend the meeting (without showing share certificates, notarized authorization and/or further evidence of duly authorization) exercise the same powers as if he is an individual shareholder of the Company.</p>

Original Content	Amended Content
<p>Article 75 Any form issued to a shareholder by the Board of Directors of the Company for appointing a proxy of shareholder shall allow the shareholder to freely instruct the proxy to cast vote and to give separate instructions on each matter to be voted at the meeting. Such a form shall contain a statement that the proxy may vote as he deems fit in the absence of the shareholder's instruction.</p> <p>Save as provided above, the aforesaid proxy form shall also contain the following: number of shares represented by, and name of, the proxy; whether voting power is granted to the proxy; whether the proxy is entitled to votes for the interim proposals that may be included in the agenda of the shareholders' general meeting; specific instruction of voting if voting power is granted; date of appointing a proxy and the effective period for such appointment. Where a shareholder appoints more than one proxy, he shall specify the number of shares represented by each proxy in the proxy form.</p> <p>Where the shareholders' general meeting is attended by proxy, he shall produce his identification proof and letter of authorization signed by the appointor or its legal representative which stipulates the date of appointment. Where a corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his identification proof and the notarized copy of the resolution appointing the said legal representative of the board of directors or other authority of the legal person or other certified copy permitted by the Company.</p>	Delete
<p>Article 76 Where the appointer has died, became incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to voting, a vote given by the proxy in accordance with the power of attorney shall remain valid until written notice of such event has been received by the Company.</p>	<p>Article 74 Where the appointer has died, became incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to voting, a vote given by the proxy in accordance with the power of attorney shall remain valid until written notice of such event has been received by the Company.</p>
Newly added	<p>Article 75 <u>The register of attendees of a meeting shall be prepared by the Company. Such register shall contain, among other things, the names (or names of entities), identity card numbers, domicile address, the number of shares carrying voting rights held or represented, and the names (or names of entities) of the persons being represented.</u></p>
Newly added	<p>Article 76 <u>The convener and the lawyer engaged by the Company (if any) shall jointly verify the legitimacy of the shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing institution, and register the names (or titles) of the shareholders and the number of shares with voting rights held by them. The registration shall end before the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the total number of voting shares held.</u></p>

Original Content	Amended Content
<p>Article 86 All directors, supervisors and other senior management officers shall attend the shareholders' general meeting as non-voting participants if requested. The directors, supervisors and other senior management officers who attend the meeting or attend the meeting as non-voting participants shall make replies or explanations in respect to enquiries of shareholders at the shareholders' general meeting, except for those matters in relation to commercial secrets of the Company which cannot be made public.</p>	<p>Article 77 All directors, supervisors and other senior management officers shall attend the shareholders' general meeting as non-voting participants if requested. When the general meeting is held, all directors, supervisors and secretary of the Board of the Company shall attend the meeting, and the manager and other senior management officers shall also attend the meeting as non-voting participants. The directors, supervisors and other senior management officers who attend the meeting or attend the meeting as non-voting participants shall make replies or explanations in respect to enquiries of shareholders at the shareholders' general meeting, except for those matters in relation to commercial secrets of the Company which cannot be made public.</p>
<p>Article 77 A shareholders' general meeting shall be convened and presided by the chairman of the Board of Directors. When the Chairman of the Board is unable or fails to fulfill his duties, the general meeting shall be presided by the Vice Chairman of the Board. When the Vice Chairman of the Board is unable or fails to fulfill his duties, the Board of Directors may designate a director of the Company to convene and preside over the meeting. If no chairman of the meeting has been so designated, the attending shareholders may elect one person to chair the meeting. If for any reason the shareholders fail to elect a meeting chairman, the shareholder (including proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p>A shareholders' general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>The shareholders' general meeting convened by shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.</p> <p>When a shareholders' general meeting is held and the chairman of the meeting violates the rules of procedure in a way that makes it impossible for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman so as to carry on with the meeting, subject to the approval of more than half of the attending shareholders holding voting rights. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including proxy) attending the meeting and holding the largest number of shares with voting rights shall be the meeting chairman.</p>	<p>Article 78 A shareholders' general meeting shall be convened and presided by the chairman of the Board of Directors. When the Chairman of the Board is unable or fails to fulfill his duties, the general meeting shall be presided by the Vice Chairman of the Board. When the Vice Chairman of the Board is unable or fails to fulfill his duties, <u>a director nominated by more than half of the directors shall chair the meeting</u> the Board of Directors may designate a director of the Company to convene and preside over the meeting. If no chairman of the meeting has been so designated, the attending shareholders may elect one person to chair the meeting. If for any reason the shareholders fail to elect a meeting chairman, the shareholder (including proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p>A shareholders' general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>The shareholders' general meeting convened by shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.</p> <p>When a shareholders' general meeting is held and the chairman of the meeting violates the rules of procedure in a way that makes it impossible for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman so as to carry on with the meeting, subject to the approval of more than half of the attending shareholders holding voting rights. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including proxy) attending the meeting and holding the largest number of shares with voting rights shall be the meeting chairman.</p>

Original Content	Amended Content
Newly added	Article 79 <u>The Company shall establish rules of procedure for the shareholders' meeting, detailing the convening and voting procedures of the shareholders' meeting, including notification, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, meeting records and their signing, announcements and other related matters, as well as the principles of authorization by the shareholders' meeting to the Board of Directors, with the content of the authorization being clear and specific. The Rules of Procedure of the shareholders' meeting shall be drafted by the Board of Directors and approved by the shareholders' meeting as an annex to the Articles of Association.</u>
Newly added	Article 80 <u>At the annual general meeting, the Board of Directors and the Board of Supervisors shall report to the shareholders on their work over the past year. Each independent non-executive director shall also deliver his/her work report.</u>
Newly added	Article 81 <u>Directors, supervisors, and senior management officers shall make explanations and statement on the inquiries and suggestions from shareholders at the general meeting.</u>
Newly added	Article 82 <u>Prior to voting, the chairman of the meeting shall announce the number of shareholders and proxies present and the total number of voting shares held by them. The number of shareholders and proxies present and the total number of voting shares held by them shall be subject to the meeting registration.</u>
Newly added	<p>Article 83 <u>Minutes shall be kept for a general meeting by the secretary of Board.</u></p> <p><u>The meeting minutes shall contain:</u></p> <p><u>(I) the time, venue and agenda of meeting and the convener's name;</u></p> <p><u>(II) the names of the meeting chairperson and the directors, supervisors, manager and other senior management attending the meeting or attending meeting as observers;</u></p> <p><u>(III) the number of shareholders and proxies present at the meeting, the total number of shares carrying voting rights they hold, and the proportion in the total number of the shares of the Company;</u></p> <p><u>(IV) the consideration process, key points of speech and voting results of each proposal;</u></p> <p><u>(V) the enquiries or suggestions of the shareholders and the corresponding replies or explanations;</u></p> <p><u>(VI) the names of the lawyers, vote counters and scrutineer;</u></p> <p><u>(VII) other content that shall be included in the meeting minutes according to the Articles of Association.</u></p>

Original Content	Amended Content
Newly added	Article 84 <u>The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. Directors, supervisors, the secretary of the Board, the convener or their representatives and the meeting chairman attending the meeting shall sign the meeting minutes. The minutes of the meeting shall be kept together with the signature register of shareholders present at the meeting, the proxy form for attendance by the proxy and other valid materials regarding voting by internet and other means, for a period of not less than 10 years.</u>
Newly added	Article 85 <u>The convener shall ensure that the general meeting is held continuously until the final resolutions are reached. In case the general meeting is adjourned or resolutions failed to be reached due to any special reasons such as force majeure, necessary measures shall be taken to resume the general meeting as soon as possible or to directly terminate the general meeting. An announcement shall be made accordingly in time.</u>
Newly added	Section 6 <u>Voting and Resolutions of Shareholders' General Meetings</u>
Article 78 Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions.	Article 86 Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions.
Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting.	Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting.
Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.	Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.
Shareholders (including proxies) attending the meeting shall vote in favour of or against each matter which has been put to vote at the meeting. If a shareholder or his proxy casts abstention vote or abstains from voting, his vote shall not be counted in the voting results of the Company.	Shareholders (including proxies) attending the meeting shall vote in favour of or against each matter which has been put to vote at the meeting. If a shareholder or his proxy casts abstention vote or abstains from voting, his vote shall not be counted in the voting results of the Company.

APPENDIX II**DETAILS OF THE PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Original Content	Amended Content
<p>Article 84 The following matters shall be resolved by way of ordinary resolutions at a shareholders' general meeting:</p> <p>(1) Work reports of the Board of Directors and the Supervisory Committee;</p> <p>(2) Plans for profit distribution and recovery of losses drafted by the Board of Directors;</p> <p>(3) Appointment or removal of members of the Board of Directors and the Supervisory Committee (except for staff representative supervisors), and their remuneration and method of payment thereof;</p> <p>(4) The Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(5) Any matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.</p>	<p>Article 87 The following matters shall be resolved by way of ordinary resolutions at a shareholders' general meeting:</p> <p>(1) Work reports of the Board of Directors and the Supervisory Committee;</p> <p>(2) Plans for profit distribution and recovery of losses drafted by the Board of Directors;</p> <p>(3) Appointment or removal of members of the Board of Directors and the Supervisory Committee (except for staff representative supervisors), and their remuneration and method of payment thereof;</p> <p>(4) The Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p><u>(4) Annual reports of the Company;</u></p> <p>(5) Any matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.</p>
<p>Article 85 The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(1) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(2) Issuance of debentures of the Company;</p> <p>(3) Demerger, merger, dissolution and liquidation of the Company;</p> <p>(4) Change of corporate form of the Company;</p> <p>(5) Purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(6) Amendment to the Articles of Association;</p> <p>(7) Share incentive plans to be considered and approved;</p> <p>(8) Any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolution at a shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution;</p> <p>(9) Any other matters required by the Listing Rules of the Main Board to be approved by special resolution.</p>	<p>Article 88 The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(1) Increase or reduction of <u>registered capital</u>the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(2) Issuance of debentures of the Company;</p> <p>(3) Demerger, <u>split</u>, merger, dissolution and liquidation of the Company;</p> <p>(4) Change of corporate form of the Company;</p> <p><u>(6)</u> Amendment to the Articles of Association;</p> <p>(5) Purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(7) Share incentive plans to be considered and approved;</p> <p><u>(87)</u> Any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolution at a shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution;</p> <p><u>(98)</u> Any other matters required by the Listing Rules of the Main Board to be approved by special resolution.</p>

Original Content	Amended Content
<p>Article 79 Shareholders (including proxies), when voting at a general meeting, may exercise their voting rights in accordance with the number of shares carrying voting rights and each share shall have one vote. However, the shares held by the Company carry no voting right and shall not be counted into the total number of shares carrying voting rights held by the shareholders attending the general meeting.</p> <p>Under applicable laws and regulations and the Listing Rules of the Main Board, if any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, the votes cast by such shareholders (or their proxies) in contravention of such requirements or restrictions shall not be counted.</p>	<p>Article 89 Shareholders (including proxies), when voting at a general meeting, may exercise their voting rights in accordance with the number of shares carrying voting rights and each share shall have one vote.</p> <p><u>When the shareholders' general meeting considers major matters affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of separate vote counting shall be publicly disclosed in a timely manner.</u></p> <p>However, the shares held by the Company carry no voting right and shall not be counted into the total number of shares carrying voting rights held by the shareholders attending the general meeting.</p> <p>Under applicable laws and regulations and the Listing Rules of the Main Board, if any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, the votes cast by such shareholders (or their proxies) in contravention of such requirements or restrictions shall not be counted.</p>
<p>Article 80 Unless under the requirement of laws, administrative regulations, relevant regulatory authorities or listing rules of the stock exchange where the shares of the Company are listed, or a poll is demanded before or after any vote by show of hands by the following persons, a resolution shall be decided on a show of hands at any general meeting:</p> <p>(1) the chairman of the meeting;</p> <p>(2) at least two shareholders entitled to vote in person or by proxy;</p> <p>(3) one or several shareholders (including proxies) representing, either calculated separately or in aggregate, 10% or more (10% included) of all shares carrying the right to vote at the meeting.</p> <p>Unless some people require to vote by ballot, the meeting chairman shall announce the voting results of the proposals based on the results of voting by show of hands, and record the results in the minutes as the final basis, and he/she does not need to certify the number or proportion of votes in favor or against the resolutions at the meeting.</p>	<p>Delete</p>

Original Content	Amended Content
<p>Resolutions passed at the general meeting shall be announced timely in accordance with the laws, regulations, department rules, normative documents, provisions of the securities regulatory authorities at the place where the shares of the Company are listed, or the provisions of the Articles of Association. The announcement should list the number of shareholders or their proxies attending the meeting, the total number of voting shares of such shareholders or proxies, the ratio of such voting shares to total voting shares at the Company, the means by which votes were cast, the voting result for each proposal, and the detailed contents of each resolution passed.</p> <p>The demand for a vote by poll may be withdrawn by the person who makes such demand.</p>	
Article 81 A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A poll demanded on any other matter shall be taken at such time as the chairman deems appropriate, and the meeting may proceed to discuss other matters. The results of the poll to be taken shall still be deemed to be a resolution passed at that meeting.	Delete
Article 82 On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all of his/her votes in the same way.	Delete
Article 83 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall have a casting vote.	Delete
Article 87 The meeting chair shall determine based on the voting result whether a resolution at a shareholders' general meeting has been passed. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting.	Delete
Newly added	<u>Article 90 When the shareholders' general meeting deliberates on matters related to connected transactions, connected shareholders shall not participate in the voting, and the number of shares with voting rights they represent shall not be counted in the total valid votes; the announcement of the resolution of the shareholders' meeting shall fully disclose the voting situation of non-connected shareholders.</u>
Article 64 The Company shall not, without the prior approval of shareholders by way of special resolution at shareholder's general meeting, enter into any contract with any person other than a director, a supervisor and the senior management members whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person except for special circumstances such as the Company is in a crisis.	Article 91 The Company shall not, without the approval of shareholders by way of special resolution at shareholder's general meeting, enter into any contract with any person other than a director, a manager and other senior management members whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person except for special circumstances such as the Company is in a crisis.

Original Content	Amended Content
<p>Article 88 At a shareholders' general meeting, the approach and procedures for nomination of directors and supervisors are as follows:</p> <p>(1) Shareholders individually or jointly holding 3% or more of the total outstanding voting shares of the Company may, by way of a written proposal, put forward to the shareholders' general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected. The aforesaid proposal put forward by shareholders to the Company shall be delivered to the Company at least 14 days before the convening of the shareholders' general meeting.</p> <p>(2) Within the number of members as specified in the Articles of Association and based on the number to be elected, directors and supervisors may propose a list of recommended candidates for director and supervisor positions, which shall be submitted to the Board of Directors and Supervisory Committee for approval. After the list of candidates for directors and supervisors is determined upon approval by the Board of Directors and Supervisory Committee and adoption of a resolution, it should be proposed in writing at a shareholders' general meeting.</p> <p>(3) The written notices of the intention to nominate a candidate for election as a director or a supervisor (not being staff representative), the acceptance of nomination by such potential candidate, and the relevant written materials of the nominated candidate, shall be given to the Company no less than 7 days prior to the date of convening the shareholders' general meeting. The Board of Directors and Supervisory Committee shall provide shareholders with biographical details and basic information about the candidates for directors and supervisors.</p> <p>(4) The period for nominators and nominees to provide the aforesaid notice and documents shall be no less than 7 days (such period shall commence from the day following the date of serving the notice of convening the shareholders' general meeting).</p> <p>(5) At the shareholders' general meeting, voting for each candidate for a director and supervisor shall be handled as separate matters.</p> <p>(6) In the case of ad hoc addition or replacement of any director or supervisor, the Board of Directors and Supervisory Committee shall put forward a proposal to the shareholders' general meeting for such election or replacement.</p>	<p>Article 88 At a shareholders' general meeting, the approach and procedures for nomination of directors and supervisors are as follows:</p> <p>(1) Shareholders individually or jointly holding 3% or more of the total outstanding voting shares of the Company may, by way of a written proposal, put forward to the shareholders' general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected. The aforesaid proposal put forward by shareholders to the Company shall be delivered to the Company at least 14 days before the convening of the shareholders' general meeting.</p> <p>(2) Within the number of members as specified in the Articles of Association and based on the number to be elected, directors and supervisors may propose a list of recommended candidates for director and supervisor positions, which shall be submitted to the Board of Directors and Supervisory Committee for approval. After the list of candidates for directors and supervisors is determined upon approval by the Board of Directors and Supervisory Committee and adoption of a resolution, it should be proposed in writing at a shareholders' general meeting.</p> <p>(3) The written notices of the intention to nominate a candidate for election as a director or a supervisor (not being staff representative), the acceptance of nomination by such potential candidate, and the relevant written materials of the nominated candidate, shall be given to the Company no less than 7 days prior to the date of convening the shareholders' general meeting. The Board of Directors and Supervisory Committee shall provide shareholders with biographical details and basic information about the candidates for directors and supervisors.</p> <p>(4) The period for nominators and nominees to provide the aforesaid notice and documents shall be no less than 7 days (such period shall commence from the day following the date of serving the notice of convening the shareholders' general meeting).</p> <p>(5) At the shareholders' general meeting, voting for each candidate for a director and supervisor shall be handled as separate matters.</p> <p>(6) In the case of ad hoc addition or replacement of any director or supervisor, the Board of Directors and Supervisory Committee shall put forward a proposal to the shareholders' general meeting for such election or replacement.</p>

Original Content	Amended Content
	<p>Article 92 The list of candidates for directors and supervisors shall be submitted to the shareholders' general meeting by way of a proposal to be voted at the shareholders' general meeting.</p> <p>When voting on the election of directors and supervisors at the shareholders' general meeting, cumulative voting may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the shareholders' general meeting.</p> <p>The cumulative voting system referred to in the preceding paragraph means that when the shareholders' general meeting elects directors or supervisors, each share has voting rights equal to the number of directors or supervisors to be elected, and the voting rights held by shareholders can be used collectively. The Board of Directors shall announce to the shareholders the brief biographies and basic information of the candidate directors and supervisors standing for election.</p>
Newly added	<p>Article 93 Except for the cumulative voting system, all proposals shall be voted on a case by case basis at the general meeting; in the event of several proposals for the same matter, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution is made for special reasons such as force majeure, voting on such proposals shall neither be shelved nor refused at the general meeting.</p>
Newly added	<p>Article 94 No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be resolved at the general meeting.</p>
Newly added	<p>Article 95 The same vote may only be cast once at a general meeting onsite, online or through other means. Where the same vote is cast for two or more times, the first cast shall hold.</p>
Newly added	<p>Article 96 The voting shall be conducted by open poll at any general meetings.</p>
Newly added	<p>Article 97 Before voting takes place on a proposal at the general meeting, two representatives of shareholders shall be nominated to participate in the counting and scrutiny of votes. In the event that a shareholder is interested in the resolution to be considered, the relevant shareholder and his/her proxy shall not participate in counting and scrutinizing of the votes.</p> <p>When a proposal is voted at a general meeting, solicitors, shareholders representatives and supervisor representatives shall be jointly responsible for counting and scrutinizing votes, and the poll results shall be announced at the general meeting and included in the meeting minutes.</p> <p>Shareholders of the Company or their proxies who cast their votes via the Internet or through other means shall have the right to inspect their own voting results through an appropriate voting system.</p>

Original Content	Amended Content
Newly added	<p>Article 98 A physical general meeting shall not be concluded earlier than the one held via the Internet or through other means. The chairman of the meeting shall announce details and poll results on each proposal, and whether a proposed resolution has been passed based on such results.</p> <p>Prior to the formal announcement of poll results, the Company, vote counters, vote scrutineers, substantial shareholders, network services providers and other related parties involved at the physical general meeting, via internet or by other means, shall have an obligation to keep confidential details of the voting.</p>
Newly added	<p>Article 99 Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: in favor, against, or abstain. The securities registration and clearing institution shall work as the nominal shareholder under the inter-connected mechanism for trading on stock markets in the Mainland and Hong Kong, except as declared according to the intention of the actual shareholder.</p> <p>The blank votes, votes with mistakes, votes with illegible words and votes not submitted shall all be deemed as that the voters have given up the voting rights, and the voting results of such shares shall be counted as “abstain”.</p>
<p>Article 89 If the meeting chair has any doubt as to the result of any resolution put to the vote, he may have the votes counted. If the meeting chair does not count the votes counted, any attending shareholder or proxy who objects to the result announced by the meeting chair may demand that the votes be counted immediately after the declaration of the voting result, and the meeting chair shall have the votes counted immediately.</p>	<p>Article 100 If the meeting chair has any doubt as to the result of any resolution put to the vote, he may have the votes counted. If the meeting chair does not count the votes counted, any attending shareholder or proxy who objects to the result announced by the meeting chair may demand that the votes be counted immediately after the declaration of the voting result, and the meeting chair shall have the votes counted immediately.</p>
<p>Article 90 If votes are counted at the shareholders’ general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting signed by the attending directors and the meeting chair, together with the attendance records signed by the attending shareholders and proxy forms shall be kept at the domicile of the Company.</p>	<p>Article 90 If votes are counted at the shareholders’ general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting signed by the attending directors and the meeting chair, together with the attendance records signed by the attending shareholders and proxy forms shall be kept at the domicile of the Company.</p>
Newly added	<p>Article 101 Resolutions passed at the general meeting shall be announced timely. The announcement should list the number of shareholders or their proxies attending the meeting, the total number of voting shares of such shareholders or proxies, the ratio of such voting shares to total voting shares at the Company, the means by which votes were cast, the voting result for each proposal, and the detailed contents of each resolution passed.</p>
Newly added	<p>Article 102 Where a proposal is not approved, or a resolution passed at the former general meeting is modified at the general meeting, a special note shall be made in the announcement on resolutions of the general meeting.</p>

Original Content	Amended Content
Newly added	Article 103 Where a proposal on the election of directors and supervisors is passed at a general meeting, the term of office of the newly appointed directors and supervisors shall commence on the date on which the relevant resolution on election is passed at the general meeting.
Newly added	Article 104 Where a proposal on the distribution of cash dividends or bonus shares or on share capital increase with transfers from the capital reserves has been passed at a general meeting, the Company shall implement a specific plan within two months upon the conclusion of the general meeting.
Article 91 Copies of the minutes of the meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within 7 days following the verification of his identity and receipt of reasonable fees.	Delete
CHAPTER 9 SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS Article 92 Shareholders holding different classes of shares are referred to as class shareholders. A class shareholder shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association. Where the share capital of the Company includes shares that do not carry voting rights, the words “non-voting” must appear on the name of such shares. Where the share capital includes shares with different voting rights, the name of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”. Article 93 Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders’ general meeting and by the affected class shareholders at a separate shareholders’ meeting convened in accordance with Articles 94 to 98 hereof, except for the conversion of unlisted shares into overseas listed shares and their listing and trading overseas in accordance with Article 16 hereof. No approval by a shareholders’ general meeting or a class meeting is required for variation or abrogation of rights of class shareholders resulting from any change in domestic and foreign laws and administrative regulations and listing rules where the Company’s shares are listed, and the decisions made by domestic and foreign regulatory authorities in accordance with the laws. The transfer of domestic shares as noted in Article 16 of these Articles of Association held by domestic shareholders to overseas investors for listing and trading overseas shall not be considered as the Company’s intention to vary or abrogate the rights of class shareholders.	Delete the whole chapter

Original Content	Amended Content
<p>Article 94 The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:</p> <p>(1) To increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to the shares of such class;</p> <p>(2) To effect a change of all or part of the shares of such class into those of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into those of such class;</p> <p>(3) To remove or reduce the rights in respect to accrued dividends or the cumulative dividends attached to shares of such class;</p> <p>(4) To reduce or remove the preferential rights attached to shares of such class to receive dividends or to the distribution of assets in the event that the Company is liquidated;</p> <p>(5) To add, remove or reduce the share conversion rights, options, voting rights, transfer rights, pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;</p> <p>(6) To remove or reduce the rights to receive payables from the Company in a particular currency attached to shares of such class;</p> <p>(7) To create a new class of shares with voting right, distribution right or other privileges equal or superior to those of the shares of such class;</p> <p>(8) To restrict the transfer or ownership of shares of such class or to impose additional restrictions thereto;</p> <p>(9) To grant the right to subscribe for, or convert into, shares of such or another class;</p> <p>(10) To increase the rights and privileges of shares of another class;</p> <p>(11) To make a restructuring scheme which will result in the holders of different classes of shares bearing a disproportionate burden of obligations under such restructuring; and</p> <p>(12) To vary or abrogate any provision of this Chapter.</p> <p>Article 95 Shareholders of the affected class, whether or not otherwise entitled to vote at the shareholders' general meetings, shall nevertheless be entitled to vote at class meetings in respect to matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 93 hereof, but the interested shareholder(s) shall not be entitled to vote at class meetings.</p>	

Original Content	Amended Content
<p>“Interested shareholder(s)”, as such term is mentioned in the preceding paragraph, means:</p> <p>(1) In the case of a repurchase of shares by the Company by pro rata offers to all shareholders or by way of on-market dealing on Hong Kong Stock Exchange under Article 29 hereof, a “controlling shareholder” as defined in Article 59 hereof;</p> <p>(2) In the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 29 hereof, a shareholder who is related to the agreement;</p> <p>(3) In the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate liability than other shareholders of such class or who has an interest different from those of other shareholders of such class.</p> <p>Article 96 Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with Article 93 hereof.</p> <p>Article 97 In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 20 business days before the class meeting, specifying the matters proposed to be considered and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve the written replies to the Company 10 days prior to the date of the meeting. The quorum for a class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the number of holders of at least one third of the issued shares of that class.</p> <p>The Company may convene the class meeting when the number of shares carrying rights to vote at the meeting held by the shareholders intending to attend the meeting reaches half or more of the total number of shares of such class carrying rights to vote at the meeting. If it does not reach that proportion, the Company shall within 5 days notify the shareholders again, by way of public announcement, of the matters to be considered, and the place and date of the meeting. Upon the publication of the announcement, the Company may convene the class meeting.</p> <p>Article 98 The notice of the class meeting shall only be served to shareholders entitled to vote thereat.</p> <p>A class meeting shall be held under procedures as similar as possible to a shareholders’ general meeting. The provisions of the Articles of Associations which relate to the convening of shareholders’ general meetings shall apply to class meetings.</p> <p>Article 99 In addition to holders of other classes of shares, holders of unlisted shares and overseas-listed shares are deemed to be different classes of shareholders, but holders of domestic shares and holders of unlisted foreign shares are deemed as the same class of shareholders. The special voting procedures for class meetings shall not apply to the following circumstances:</p>	

APPENDIX II**DETAILS OF THE PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Original Content	Amended Content
<p>(1) Where the Company issues, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently every 12 months, not more than 20% of each of the existing issued domestic shares, unlisted foreign shares and overseas-listed shares;</p> <p>(2) Where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within 15 months from the date of approval by the securities regulatory authority of the State Council;</p> <p>(3) Where holders of domestic shares or unlisted foreign shares of the Company convert the shares held by them to overseas listed shares, and such shares are listed or traded on an overseas stock exchange, upon the approval by the securities regulatory authority of the State Council.</p>	
CHAPTER 10 PARTY COMMITTEE OF THE COMPANY	CHAPTER 5 PARTY COMMITTEE OF THE COMPANY
Articles 100 to 106	Articles 105 to 111
<p>Article 103 The Party Committee of the Company shall perform the leadership functions, controlling the directions, managing the overall situation and ensuring the implementation, discuss and make decisions on significant matters of the Company in accordance with the regulations. Its main responsibilities include:</p> <p>.....</p>	<p>Article 108 The Party Committee of the Company shall perform the leadership functions, controlling the directions, managing the overall situation and ensuring the implementation, discuss and make decisions on significant matters of the Company in accordance with the regulations. Its main responsibilities include:</p> <p>.....</p>
<p>Article 111 Strengthening work support. In accordance with the principles of facilitating and strengthening the work of the Party and lean and efficient operation, the Party Committee of the Company shall establish working organizations such as the office, organization department and propaganda department based on actual needs, and such organizations may operate under a joint office with the management departments of similar corporate functions. The Company shall provide necessary resources to carry out Party activities, ensure the premises and funding for the activities of the Party organization, and provide for the funding of the work of the Party organization under administrative expense in the annual budget on the basis of 1% of the total salaries of all staff in the previous year.</p>	<p>Article 111 Strengthening work support. In accordance with the principles of facilitating and strengthening the work of the Party and lean and efficient operation, the Party Committee of the Company shall establish <u>Party building</u> working organizations such as the office, organization department and propaganda department based on actual needs, and such organizations may operate under a joint office with the management departments of similar corporate functions. The Company shall provide necessary resources to carry out Party activities, ensure the premises and funding for the activities of the Party organization, and provide for the funding of the work of the Party organization under administrative expense in the annual budget on the basis of 1% of the total salaries of all staff in the previous year.</p>
CHAPTER 11 DIRECTORS AND BOARD OF DIRECTORS	CHAPTER 6 DIRECTORS AND BOARD OF DIRECTORS
Section 1 Directors	Section 1 Directors

Original Content	Amended Content
Newly added	<p>Article 112 The directors of the Company shall be natural persons, who shall not serve as a director of the Company if he/she:</p> <p>(I) has no civil capacity or has limited civil capacity;</p> <p>(II) has been subject to criminal penalties due to corruption, bribery, embezzlement or misappropriation of property or sabotaging the socialist market economic order, or has been deprived of his or her political rights due to any criminal conviction, where no more than five years have elapsed since the date of completion of the execution of such penalty or deprivation, or a period of two years has not yet elapsed since the date of expiration of the probation period in case of probation;</p> <p>(III) has served as a former director, the factory chief or the manager of a company or enterprise bankrupted or liquidated, and was held personally liable for the bankruptcy, and no more than three years have elapsed since the date of completion of the bankruptcy or liquidation of such company or enterprise;</p> <p>(IV) has served as the legal representative of a company or enterprise whose business license was revoked or which was ordered to close down due to any violation of law, and was held personally liable for the revocation, and no more than three years have elapsed since the date of cancellation of business license or being ordered to close down;</p> <p>(V) has defaulted on a personal debt in a significant amount and been listed as a dishonest person subject to enforcement by the people's court;</p> <p>(VI) has been banned from entering the securities market by the CSRC and the period has not elapsed;</p> <p>(VII) is under other circumstances as provided by the laws, administrative regulations or departmental rules.</p> <p>If any director is elected or appointed in violation of the provisions of this article, such election, appointment or employment shall be null and void. The Company shall dismiss a director from office if the circumstances of this Article arise during his or her term of office.</p>

Original Content	Amended Content
<p>Article 107 Directors shall be elected or replaced at the shareholders' general meetings for a term of 3 years. Upon maturity of the term of office, a director shall be eligible for re-election and re-appointment.</p> <p>Any person appointed by the board of directors to fill a casual vacancy or as an addition to the board of directors shall hold office only until the next following annual general meeting and be eligible for re-election at that time.</p> <p>Subject to the relevant laws and administrative regulations, a director may be removed by an ordinary resolution in a shareholders' general meeting, before the expiration of his term of office (but without prejudice to any claim which such director may here for damages under any contract).</p> <p>A written notice of the intention to propose a person for election as a Director and a written notice showing such person is willing to be elected shall be given to the Company after the publication of general meeting notice, and at least 7 days before the date of the general meeting (such 7-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and no later than 7 days prior to the shareholders' general meeting).</p>	<p>Article 113 Directors shall be elected or replaced at the shareholders' general meetings for a term of 3 years <u>and may be dismissed by the shareholders' general meetings before maturity of the term of office.</u> Upon maturity of the term of office, a director shall be eligible for re-election and re-appointment.</p> <p><u>The term of office of the directors shall commence from the date of their appointment until the expiry of the term of the current session of the board of directors. If the term of office of a director expires but re-election is not made responsively, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, departmental rules and the Articles of Association until a new director is elected.</u></p> <p><u>Subject to compliance with the laws, administrative regulations, departmental rules, the rules for the listing of the Company's shares and the provisions of these Articles, Any person appointed by the board of directors to fill a casual vacancy or as an addition to the board of directors shall hold office only until the next following annual general meeting and be eligible for re-election at that time.</u></p> <p>Subject to the relevant laws and administrative regulations, a director may be removed by an ordinary resolution in a shareholders' general meeting, before the expiration of his term of office (but without prejudice to any claim which such director may here for damages under any contract).</p> <p>A written notice of the intention to propose a person for election as a Director and a written notice showing such person is willing to be elected shall be given to the Company after the publication of general meeting notice, and at least 7 days before the date of the general meeting (such 7-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and no later than 7 days prior to the shareholders' general meeting).</p> <p><u>The manager or other senior management officers may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as manager or other senior management officers and the directors who also serve as employee representatives shall not exceed one half of the total number of directors of the Company.</u></p>

Original Content	Amended Content
Newly added	<p>Article 114 Directors shall comply with laws, administrative regulations and the Articles of Association, and shall assume the following duties of loyalty to the Company:</p> <p>(I) Not to use his position to accept bribes or other illegal income, and not to misappropriate the Company's assets;</p> <p>(II) Not to misappropriate the Company's funds;</p> <p>(III) Not to open any bank account in his own name or others' name for the deposit of the Company's assets or funds;</p> <p>(IV) Not to violate the provision of the Articles of Association to lend the Company's funds to others or provide security of the Company's assets for debts of others without the approval of shareholders' general meeting or the Board of Directors;</p> <p>(V) Not to violate the provisions of these Articles of Association or fail to fulfill the reporting obligations to the shareholders' general meeting or the Board of Directors, and not to enter into any contract or engage in any transaction with the Company without the resolution passed by the shareholders' general meeting or the Board of Directors;</p> <p>(VI) Not to use one's position to pursue business opportunities that belong to the Company either for their own account or for the account of any other person, except in any of the following circumstances: (1) after reporting to the Board or the general meeting and passing the resolution at the Board or the general meeting in accordance with the provisions of the Articles of Association; and (2) where the Company cannot take such business opportunity in accordance with the provisions of laws, administrative regulations or the Articles of Association;</p> <p>(VII) Not to engage in business of the same kind as that of the company in which they serve either for themselves or on behalf of others, without reporting to the Board of Directors or the general meeting and obtaining approval through resolutions by the Board of Directors or the general meeting as stipulated in these Articles of Association;</p> <p>(VIII) not to misappropriate commissions derived from transactions entered into by the Company;</p> <p>(IX) not to disclose confidential information of the Company without permission;</p> <p>(X) not to abuse his related relationships with the Company to jeopardize the interests of the Company;</p> <p>(XI) Other fiduciary obligations as required by the laws, administrative regulations, departmental regulations and the Articles of Association.</p>

Original Content	Amended Content
	<p>The provisions of the preceding paragraph (V) shall apply to the entering of contracts or transactions with the Company by close family members of the directors, supervisors and senior management, enterprises directly or indirectly controlled by the directors, supervisors, senior management or their close family members, and related persons who have other related relationships with the directors and senior management.</p> <p>Incomes derived from the violation by directors of the provision of this Article shall belong to the Company; anyone who has caused any loss to the Company shall be liable for compensation.</p>
Newly added	<p>Article 115 Directors shall comply with laws, administrative regulations and the Articles of Association, and shall fulfill the following duties of diligence to the Company:</p> <p>(I) Directors shall prudently, seriously and diligently exercise rights conferred by the Company to ensure that the business activities of the Company are in compliance with the requirements of national laws, administrative regulations and various economic policies and that the business activities shall not exceed the scope of business specified in the business license;</p> <p>(II) Directors shall fairly treat all shareholders of the Company;</p> <p>(III) Directors shall learn about the status of business and management of the Company in a timely manner;</p> <p>(IV) Directors shall issue a written confirmation of opinions for regular reports of the Company and ensure the authenticity, accuracy and completeness of information disclosed by the Company;</p> <p>(V) Directors shall truthfully provide the relevant information and materials to the Board of Supervisors, and shall not hinder the Board of Supervisors or supervisors from exercising their functions and powers;</p> <p>(VI) Directors shall fulfill other duty of due diligence stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</p>
<p>Article 110 If any director fails to attend in person or appoint other directors as his/her representative to attend meetings of the Board of Directors for two consecutive times, such director shall be deemed to have failed to perform his duties, and the Board of Directors shall propose to replace such director at the shareholders' general meeting.</p>	<p>Article 116 If any director fails to attend in person or appoint other directors as his/her representative to attend meetings of the Board of Directors for two consecutive times, such director shall be deemed to have failed to perform his duties, and the Board of Directors shall propose to replace such director at the shareholders' general meeting.</p>

Original Content	Amended Content
<p>Article 108 A director may resign before expiration of his term of office. The resigning director shall submit a written resignation to the Board of Directors.</p> <p>In the event that the resignation of any director results in the number of members of the Board of Directors to be less than the statutory minimum requirement, the said director shall continue to perform duties as director pursuant to the laws, administrative regulations, departmental rules and the Articles of Association until a new director is elected and assumes his/her office.</p> <p>Save for the circumstances referenced in the preceding paragraph, the resignation of a director shall become effective upon submission of his resignation to the Board of Directors.</p>	<p>Article 117 A director may resign before expiration of his term of office. The resigning director shall submit a written resignation to the Board of Directors.</p> <p>In the event that the resignation of any director results in the number of members of the Board of Directors to be less than the statutory minimum requirement, the said director shall continue to perform duties as director pursuant to the laws, administrative regulations, departmental rules and the Articles of Association until a new director is elected and assumes his/her office.</p> <p>Save for the circumstances referenced in the preceding paragraph, the resignation of a director shall become effective upon submission of his resignation to the Board of Directors.</p>
<p>Article 109 When a director's resignation becomes effective or his term of office expires, he shall duly carry out all handover procedures with the Board of Directors. His fiduciary obligations to the Company and shareholders shall not necessarily terminate from the end of his term of office, and shall remain effective within a reasonable period as specified in the Articles of Association. The Director's obligation to maintain the confidentiality of the Company's trade secrets shall survive the end of his/her term, until such secrets enter the public domain.</p>	<p>Article 118 When a director's resignation becomes effective or his term of office expires, he shall duly carry out all handover procedures with the Board of Directors. His fiduciary obligations to the Company and shareholders shall not necessarily terminate from the end of his term of office, and shall remain effective within a reasonable period as specified in the Articles of Association. The Director's obligation to maintain the confidentiality of the Company's trade secrets shall survive the end of his/her term, until such secrets enter the public domain.</p>
<p>Article 113 No director shall act on behalf of the Company or the Board of Directors in his personal capacity, unless specified under the Articles of Association or legally authorized by the Board of Directors. In the event that a director is acting in his personal capacity, but may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such director shall state his stance and capacity in advance.</p>	<p>Article 119 No director shall act on behalf of the Company or the Board of Directors in his personal capacity, unless specified under the Articles of Association or legally authorized by the Board of Directors. In the event that a director is acting in his personal capacity, but may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such director shall state his stance and capacity in advance.</p>
<p>Article 112 Prior to the expiration of his term of office, any director who has withdrawn from his office without permission, or who violates any laws, administrative regulations, departmental rules or the Articles of Association or during the course of performing his duties, and Company suffers only loss, such director shall be liable for compensation of such loss.</p>	<p>Article 120 Prior to the expiration of his term of office, any director who has withdrawn from his office without permission, or who violates any laws, administrative regulations, departmental rules or the Articles of Association or during the course of performing his duties, and Company suffers only loss, such director shall be liable for compensation of such loss.</p>
<p>Article 111 The Company shall have independent non-executive directors. Except as otherwise provided by this section, the provisions relating to the qualifications and obligations of directors in Chapter 14 of the Articles of Association shall apply to independent non-executive directors. The independent non-executive directors shall possess the independence as specified in the listing rules of the stock exchange where the shares of the Company are listed.</p>	<p>Article 121 The Company shall have independent non-executive directors. Except as otherwise provided by this section, the provisions relating to the qualifications and obligations of directors in Chapter 14 of the Articles of Association shall apply to independent non-executive directors. The independent non-executive directors shall possess the independence as specified in the listing rules of the stock exchange where the shares of the Company are listed act in accordance with the relevant provisions of the laws, administrative regulations, the CSRC and the stock exchanges.</p>
Section 2 Board of Directors	Section 2 Board of Directors

Original Content	Amended Content
<p>Article 114 The Company shall establish a Board of Directors, which shall comprise 13 directors, including 5 independent non-executive directors. The number of independent directors shall represent one third or above of the Board of Directors, at least one independent director shall be an accounting professional (refers a person with a senior title or qualification as a certified public accountant). Independent non-executive directors shall perform their duties independently and free from any influence of the substantial shareholders or de facto controllers or other stakeholders of the Company and any entity or individual who has interests in its substantial shareholders or de facto controllers. Independent directors shall perform their duties honestly and faithfully, safeguard the Company's interest and in particular, preventing encroachment of the lawful rights and interests of public shareholders. Independent non-executive directors may report directly to the shareholders' general meeting, the securities regulatory authorities of the State Council and other relevant departments.</p> <p>The general manager or other senior management officers may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as general manager or other senior management officers shall not exceed one half of the total number of directors of the Company.</p> <p>The Board of Directors shall have one chairman and one vice chairman. The chairman and the vice chairman of the Board of Directors shall be elected or removed by more than one half of all directors. The term of office of the chairman and the vice chairman shall be 3 years and is renewable upon re-election.</p> <p>A director is not required to hold any shares of the Company.</p>	<p>Article 122 The Company shall establish a Board of Directors, which shall comprise 13 directors, including 5 independent non-executive directors. The number of independent directors shall represent one third or above of the Board of Directors, at least one independent director shall be an accounting professional (refers a person with a senior title or qualification as a certified public accountant).</p> <p>Independent non-executive directors shall perform their duties independently and free from any influence of the substantial shareholders or de facto controllers or other stakeholders of the Company and any entity or individual who has interests in its substantial shareholders or de facto controllers. Independent directors shall perform their duties honestly and faithfully, safeguard the Company's interest and in particular, preventing encroachment of the lawful rights and interests of public shareholders. Independent non-executive directors may report directly to the shareholders' general meeting, the securities regulatory authorities of the State Council and other relevant departments.</p> <p>The general manager or other senior management officers may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as general manager or other senior management officers shall not exceed one half of the total number of directors of the Company.</p> <p>The Board of Directors shall have one chairman and one vice chairman. The chairman and the vice chairman of the Board of Directors shall be elected or removed by more than one half of all directors. The term of office of the chairman and the vice chairman shall be 3 years and is renewable upon re-election.</p> <p>A director is not required to hold any shares of the Company.</p>
<p>Article 115 The Board of Directors is responsible for the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(I) to convene the shareholders' general meeting, submit relevant matters to the shareholders' general meeting for passing and report to the shareholders' general meeting;</p> <p>(II) to implement the resolutions adopted at shareholders' general meetings;</p> <p>(III) to decide on the Company's business plans and investment plans;</p> <p>(IV) to formulate the Company's annual financial budgets and accounts;</p> <p>(V) to formulate the Company's proposals on profit distribution and plan for recovery of losses;</p>	<p>Article 123 The Board of Directors is responsible for the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(I) to convene the shareholders' general meeting, submit relevant matters to the shareholders' general meeting for passing and report to the shareholders' general meeting;</p> <p>(II) to implement the resolutions adopted at shareholders' general meetings;</p> <p>(III) to decide on the Company's business plans and investment plans;</p> <p>(IV) to formulate <u>decide</u> the Company's annual financial budgets and accounts;</p> <p>(V) to formulate the Company's proposals on profit distribution and plan for recovery of losses;</p>

APPENDIX II**DETAILS OF THE PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Original Content	Amended Content
(VI) to formulate proposals for increases or reductions of the Company's registered capital and proposals for the issue and listing of corporate debentures or other securities;	(VI) to formulate proposals for increases or reductions of the Company's registered capital and proposals for the issue and listing of corporate debentures or other securities;
(VII) to formulate plans for material asset acquisition or disposal, repurchase of the Company's shares, or merger, demerger, dissolution and change of corporate formation of the Company;	(VII) to formulate plans for material asset acquisition or disposal, repurchase of the Company's shares, or merger, demerger, dissolution and change of corporate formation of the Company;
(VIII) to decide on the establishment of the Company's internal management structure;	(VIII) to decide on the establishment of the Company's internal management structure;
(IX) to appoint or dismiss the Company's general manager; and to appoint or dismiss other senior management officers of the Company pursuant to the nomination of the general manager; and to decide on the matters relating to the remuneration of the aforesaid senior management officers;	(IX) to appoint or dismiss the Company's general manager; and to appoint or dismiss other senior management officers of the Company pursuant to the nomination of the general manager; and to decide on the matters relating to the remuneration of the aforesaid senior management officers;
(X) to decide on the wages, welfare and reward and punishment system of employees of the Company;	(X) to decide on the wages, welfare and reward and punishment system of employees of the Company;
(XI) Intentionally Delete	(XI) Intentionally Delete
(XII) to formulate the Company's basic management system;	(XII) to formulate the Company's basic management system;
(XIII) to formulate proposals for amendment to the Articles of Association;	(XIII) to formulate proposals for amendment to the Articles of Association;
(XIV) to determine the establishment of the Company's domestic and overseas branch offices;	(XIV) to determine the establishment of the Company's domestic and overseas branch offices;
(XV) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;	(XV) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;
(XVI) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;	(XVI) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;
(XVII) to propose at general meetings a resolution in respect of candidates for independent non-executive directors and replacement of independent non-executive directors;	(XVII) to propose at general meetings a resolution in respect of candidates for independent non-executive directors and replacement of independent non-executive directors;
(XVIII) to propose at shareholders' general meetings for the appointment, renewal or removal of accountants' firm conducting auditing for the Company;	(XVIII) to propose at shareholders' general meetings for the appointment, renewal or removal of accountants' firm conducting auditing for the Company;
(XIX) to hear the work report and inspect the work of the general manager;	(XIX) to hear the work report and inspect the work of the general manager;
(XX) to manage information disclosure of the Company;	(XX) to manage information disclosure of the Company;
(XXI) to formulate the equity incentives plan;	

Original Content	Amended Content
<p>(XXII) save as otherwise required to be decided by the general meetings under laws and regulations and the Articles of Association, the Board exercises its power to make decisions on external investments (including capital increase and equity transfer of the invested enterprises), financing, risk management and trust management, external guarantees, etc.;</p> <p>(XXIII) to formulate and review the corporate governance policy and practices of the Company;</p> <p>(XXIV) to review and supervise the training and continuing professional development of directors, supervisors and senior management;</p> <p>(XXV) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;</p> <p>(XXVI) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;</p> <p>(XXVII) to review the Company's compliance with the Code on Corporate Governance Practices and disclosure in the Corporate Governance Report as set out in the Listing Rules of the Main Board;</p> <p>(XXVIII) to decide on other major affairs of the Company, save for matters required to be resolved at shareholders' general meetings as specified under the Company Law and the Articles of Association;</p> <p>(XXIX) to exercise other functions and powers conferred by the Articles of Association or the shareholders' general meetings;</p> <p>(XXX) other matters as required by the PRC laws and regulations.</p> <p>With the exception of matters specified in sub-paragraphs (VI), (VII) and (XIII) which shall be passed by two-thirds or more of the directors, the resolutions of the Board of Directors in respect to any other aforesaid matters may be passed by more than half of all directors.</p> <p>Resolutions made by the Board of Directors with respect to connected transactions shall not come into force unless they are signed by independent non-executive directors.</p>	<p>(XXI) to formulate the equity incentives plan;</p> <p>(XXII) save as otherwise required to be decided by the general meetings under laws and regulations and the Articles of Association, the Board exercises its power to make decisions on external investments (including capital increase and equity transfer of the invested enterprises), financing, risk management and trust management, external guarantees, etc.;</p> <p>(XXIII) to formulate and review the corporate governance policy and practices of the Company;</p> <p>(XXIV) to review and supervise the training and continuing professional development of directors, supervisors and senior management;</p> <p>(XXIV) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;</p> <p>(XXV) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;</p> <p>(XXVI) to review the Company's compliance with the Code on Corporate Governance Practices and disclosure in the Corporate Governance Report as set out in the Listing Rules of the Main Board;</p> <p>(XXVII) to decide on other major affairs of the Company, save for matters required to be resolved at shareholders' general meetings as specified under the Company Law and the Articles of Association;</p> <p>(XXVIII) to exercise other functions and powers conferred by the Articles of Association or the shareholders' general meetings;</p> <p>(XXIX) other matters as required by the PRC laws and regulations.</p> <p>With the exception of matters specified in sub-paragraphs (VI), (VII) and (XIII) which shall be passed by two-thirds or more of the directors, the resolutions of the Board of Directors in respect to any other aforesaid matters may be passed by more than half of all directors.</p> <p>Resolutions made by the Board of Directors with respect to connected transactions shall not come into force unless they are signed by independent non-executive directors.</p>

Original Content	Amended Content
Newly added	Article 124 The Board of Directors shall explain to the shareholders' meeting regarding the non-standard audit opinion issued by the certified public accountant on the Company's financial report.
Newly added	Article 125 The Board shall formulate rules of procedure for Board meetings to ensure the implementation of the resolutions of the shareholders' meeting, enhance work efficiency and guarantee scientific decision-making.
Article 116 The independent non-executive directors shall attend the board meeting in a timely manner; understand the Company's business situation and operations; actively investigate and access to information and data needed to make decisions; submit the annual report of all independent non-executive directors to the Company's annual general meeting and explain the situation of duty fulfillment.	Article 126 The independent non-executive directors shall attend the board meeting in a timely manner person; In the event that an independent director 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 another independent director by a written power of attorney to attend the meeting on his/her behalf. understand the Company's business situation and operations; actively investigate and access to information and data needed to make decisions; submit the annual report of all independent non-executive directors to the Company's annual general meeting and explain the situation of duty fulfillment.
Article 117 The Company shall establish the working system of independent non-executive directors. The secretary to the board shall actively cooperate with the independent non-executive directors to perform his/her duties. The Company should guarantee that the independent non-executive directors shall enjoy the same right to know as other directors; provide relevant materials and information to the independent non-executive directors in a timely manner; regularly report the situation of company operation and organize the independent non-executive directors for field investigation when necessary.	<p>Article 127 The Company shall establish the working system of independent non-executive directors, provide its independent non-executive directors with necessary working conditions and personnel support for their performance of duties, and designate special departments and personnel, such as the office of the board of directors and the secretary of the board of directors, to assist independent directors in performing their duties. The secretary of the board of directors shall ensure smooth communication between independent directors and other directors, officers, and other relevant personnel, and ensure that independent directors have access to sufficient resources and necessary professional opinions in the performance of their duties.</p> <p>The Company shall establish the working system of independent non-executive directors. The secretary to the board shall actively cooperate with the independent non-executive directors to perform his/her duties. The Company should guarantee that the independent non-executive directors shall enjoy the same right to know as other directors; provide relevant materials and information to the independent non-executive directors in a timely manner; regularly report the situation of company operation and organize the independent non-executive directors for field investigation when necessary.</p>
Article 118 The independent non-executive directors shall also exercise the following special powers in addition to the functions and power as prescribed in the Company Law, other relevant laws, administrative regulations and as granted in the Articles of Association:	Article 128 The independent non-executive directors shall also exercise the following special powers in addition to the functions and power as prescribed in the Company Law, other relevant laws, administrative regulations and as granted in the Articles of Association:

APPENDIX II

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Content	Amended Content
(I) All major related transaction (determined in accordance with the effective rules released by the Company's stock exchange from time to time) approved by the Board or general meeting shall be submitted to the Board for discussion after approval by the independent non-executive directors. When the Board makes any resolution on the Company's related transactions, such resolution shall enter into force upon signature by the independent non-executive directors. Prior to judgment by the independent non-executive directors, it is to appoint intermediary institution to issue independent financial consultant report as the basis for judgment;	(I) All major related transaction (determined in accordance with the effective rules released by the Company's stock exchange from time to time) approved by the Board or general meeting shall be submitted to the Board for discussion after approval by the independent non-executive directors. When the Board makes any resolution on the Company's related transactions, such resolution shall enter into force upon signature by the independent non-executive directors. Prior to judgment by the independent non-executive directors, it is to appoint intermediary institution to issue independent financial consultant report as the basis for judgment;
(II) To propose appointment or dismissal accounting firm to the Board;	<u>To independently engage intermediary to audit, consult or review on specific matters of the listed company;</u>
(III) To submit an application to the board of directors for holding an interim shareholders' meeting;	(H) To propose appointment or dismissal accounting firm to the Board;
(IV) To propose the convening of board meeting;	(HHI) To submit an application to the board of directors for holding an interim shareholders' meeting;
(V) To independently appoint external auditors and advisory bodies;	(HVIII) To propose the convening of board meeting;
(VI) To solicit voting right from shareholders in a public manner prior to convening the shareholders' general meeting;	(V) To independently appoint external auditors and advisory bodies;
(VII) When the independent non-executive directors exercise the functions and powers as prescribed in paragraph (I) and (II) of this Article, the case shall be only submitted to the Board for discussion upon consent by half of the independent non-executive directors; for paragraph (III), (IV) and (VI), it shall be approved by more than half of the independent non-executive directors; for paragraph (V), it shall be approved by all independent non-executive directors. All fees arising from exercising the aforesaid functions and powers by the independent non-executive directors shall be borne by the Company. If the abovementioned proposals are refused or the functions and powers are unable to be exercised, the Company shall disclose the information concerned.	(VHIV) To solicit voting right from shareholders in accordance with the law prior to convening the shareholders' general meeting; <u>(V) To express independent opinions on matters that may harm the interests of listed companies or minority shareholders.</u> <u>(VHVI) Other powers conferred by laws, administrative regulations, the CSRC and the Articles of Association.</u> <u>The independent non-executive directors shall exercise the powers listed in the (I) to (III) of the preceding paragraph with the consent of more than half of all independent directors.</u>
(VIII) The Board of Directors consists with compensation, examination and approval and nomination committees. The proportion of independent non-executive directors shall be more than half of the members of the committee.	When the independent non-executive directors exercise the functions and powers as prescribed in paragraph (I) and (II) of this Article, the case shall be only submitted to the Board for discussion upon consent by half of the independent non-executive directors; for paragraph (III), (IV) and (VI), it shall be approved by more than half of the independent non-executive directors; for paragraph (V), it shall be approved by all independent non-executive directors. All fees arising from exercising the aforesaid functions and powers by the independent non-executive directors shall be borne by the Company. If the abovementioned proposals are refused or the functions and powers are unable to be exercised, the Company shall disclose the information concerned. (VHH) The Board of Directors consists with compensation, examination and approval and nomination committees. The proportion of independent non-executive directors shall be more than half of the members of the committee.

Original Content	Amended Content
<p>Article 119 In addition to the functions and powers as above mentioned, the independent non-executive directors shall issue their independent opinions to the Board of Directors or the shareholder's meeting with respect to the matters as below:</p> <p>(I) To nominate, appoint, or remove directors;</p> <p>(II) To appoint or dismissal senior management;</p> <p>(III) To determine on the remuneration of the Company's directors and senior management;</p> <p>(IV) The total amount (determined subject to the effective rules released by the Company's stock exchange from time to time) of the existing or new loan or other account currents between the Company's shareholders, actual controller or other related enterprises is equal to the amount that must be approved by the Board of Directors or shareholder's meeting, and whether or not effective measures have been taken by the Company to have those debts reclaimed;</p> <p>(V) Matters that might cause losses to minority shareholders deemed by independent directors;</p> <p>The independent non-executive directors shall present one of the following comments on the aforesaid issues in writing:</p> <p>(1) Consent;</p> <p>(2) Reservation and reasons thereof;</p> <p>(3) Objections and reasons thereof;</p> <p>(4) Inability to make comments and reasons thereof.</p> <p>If some of the issues are to-be disclosed, the Company shall announce the opinions of independent non-executive directors. Where such opinions are disagreed from the each other and no unanimous opinion can be reached, the Company shall disclose opinion of each director respectively.</p>	<p>Article 129 In addition to the functions and powers as above mentioned, the independent non-executive directors shall issue their independent opinions to the Board of Directors or the shareholder's meeting with respect to the matters as below:</p> <p>(I) <u>Discloseable related party transactions;</u></p> <p>(II) <u>Proposed changes to or waivers of undertakings by the Company and related parties;</u></p> <p>(III) <u>Decisions made and measures taken regarding the acquisition by the Board of Directors when the Company is acquired;</u></p> <p>(IV) <u>Other matters as stipulated by laws, administrative regulations, the CSRC and the Articles of Association.</u></p> <p><u>The above matters shall be approved by more than half of all independent non-executive directors of the Company.</u></p> <p>(I) To nominate, appoint, or remove directors;</p> <p>(II) To appoint or dismissal senior management;</p> <p>(III) To determine on the remuneration of the Company's directors and senior management;</p> <p>(IV) The total amount (determined subject to the effective rules released by the Company's stock exchange from time to time) of the existing or new loan or other account currents between the Company's shareholders, actual controller or other related enterprises is equal to the amount that must be approved by the Board of Directors or shareholder's meeting, and whether or not effective measures have been taken by the Company to have those debts reclaimed;</p> <p>(V) Matters that might cause losses to minority shareholders deemed by independent directors;</p> <p><u>The independent non-executive directors shall present one of the following comments on the aforesaid issues in writing:</u></p> <p>(1) Consent;</p> <p>(2) Reservation and reasons thereof;</p> <p>(3) Objections and reasons thereof;</p> <p>(4) Inability to make comments and reasons thereof.</p> <p>If some of the issues are to-be disclosed, the Company shall announce the opinions of independent non-executive directors. Where such opinions are disagreed from the each other and no unanimous opinion can be reached, the Company shall disclose opinion of each director respectively.</p>

Original Content	Amended Content
<p>Article 120 The Board shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposal to dispose of the fixed assets exceeds 33% of the value of the fixed assets as shown on the latest audited balance sheet considered and approved by the general meeting.</p> <p>Disposals of the fixed assets mentioned herein include transfer of certain asset interests, but do not include guarantee provided by pledge of fixed assets.</p> <p>The effectiveness of the Company's disposal of the fixed assets shall not be affected by any breach of the foregoing provisions in Paragraph 1 herein.</p> <p>Before making decisions on market development, mergers and acquisitions, and investment in new fields, etc., for projects involving investment or acquisition or merger amounting to more than 10% of total assets of the Company, an independent consulting agency shall be engaged to provide professional opinions, which shall be regarded as an important basis for the Board to make decision.</p>	Delete
<p>Article 121 The chairman of the Board shall exercise the following functions and powers:</p> <p>(I) To preside over general meetings and to convene and preside over board meetings;</p> <p>(II) To supervise and examine the implementation of the resolutions of the Board;</p> <p>(III) To sign the share certificates, corporate bonds and other marketable securities issued by the Company;</p> <p>(IV) To sign the significant documents of the Board and other documents required to be signed by the legal representative of the Company, and to exercise the powers of the legal representative of the Company;</p> <p>(V) To organize the formulation of relevant systems and to coordinate the operation of the Board;</p> <p>(VI) To sign documents and contracts on behalf of the Company;</p>	<p>Article 130 The chairman of the Board shall exercise the following functions and powers:</p> <p>(I) To preside over general meetings and to convene and preside over board meetings;</p> <p>(II) To supervise and examine the implementation of the resolutions of the Board;</p> <p>(III) To sign the share certificates, corporate bonds and other marketable securities issued by the Company;</p> <p>(IV) To sign the significant documents of the Board and other documents required to be signed by the legal representative of the Company, and to exercise the powers of the legal representative of the Company;</p> <p>(V) To organize the formulation of relevant systems and to coordinate the operation of the Board;</p> <p>(VI) To <u>properly authorize chairman to</u> sign documents and contracts on behalf of the Company <u>in compliance with the Listing Rules and laws and regulations</u>;</p>

Original Content	Amended Content
(VII) To represent the Company in major decisions and participation in external activities;	(VII) To represent the Company in major decisions and participation in external activities;
(VIII) To exercise special powers of disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of force majeure and material emergency circumstances, and to report to the Board after exercising such powers;	(VIII) To exercise special powers of disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of force majeure and material emergency circumstances, and to report to the Board after exercising such powers;
(IX) To receive the regular or extraordinary work reports of the senior management of the Company and to advise on the implementation of resolutions of the Board;	(IX) To receive the regular or extraordinary work reports of the senior management of the Company and to advise on the implementation of resolutions of the Board;
(X) To nominate the general manager and secretary of the Board of the Company;	(X) To nominate the general manager and secretary of the Board of the Company;
(XI) To supervise and examine the work of the special committee under the Board;	(XI) To supervise and examine the work of the special committee under the Board;
(XII) To exercise other functions and powers conferred by the laws, regulations, these articles and the Board.	(XII) To exercise other functions and powers conferred by the laws, regulations, these articles and the Board.
Should the chairman of the Board is unable to perform his/her duties, such duties shall be performed by the vice chairman; should the vice chairman of the Board is unable to perform his/her duties, such duties shall be performed by a director who is nominated and elected by more than half of the directors.	<p>Should the chairman of the Board is unable to perform his/her duties, such duties shall be performed by the vice chairman; should the vice chairman of the Board is unable to perform his/her duties, such duties shall be performed by a director who is nominated and elected by more than half of the directors.</p> <p><u>Vice Chairman of the Board of the Company shall provide assistance to the work of the Chairman of the Board. When the Chairman of the Board is unable or fails to fulfill his duties, the Vice Chairman of the Board shall exercise such duties (if the Company shall have two or more Vice Chairmen of the Board, the Vice Chairman of the Board elected by more than half of the directors shall exercise such duties). When the Vice Chairman of the Board is unable or fails to fulfill his duties, a director elected by more than half of the directors shall exercise such duties.</u></p>

Original Content	Amended Content
<p>Article 122 At least four regular meetings of the Board shall be held each year. Meetings of the Board shall be convened by the chairman of the Board.</p> <p>Under the following circumstances, an extraordinary meeting of the Board may be held within 14 days by the chairman of the Board upon proposal:</p> <p>(I) Proposed by shareholders representing more than one-tenths of the voting rights;</p> <p>(II) Jointly proposed by more than one-third of directors;</p> <p>(III) Deemed necessary by when the chairman of the Board;</p> <p>(IV) Jointly proposed by more than two independent non-executive directors;</p> <p>(V) Proposed by the Board of Supervisors;</p> <p>(VI) Proposed by the general manager to hold an interim board meeting.</p>	<p>Article 131 At least four regular meetings of the Board shall be held each year. Meetings of the Board Such meetings shall be convened by the chairman of the Board <u>and notice thereof shall be given to all directors and supervisors 14 days before the meeting in writing.</u></p> <p>Article 132 Under the following circumstances, an extraordinary meeting of the Board may be held <u>convened and presided over</u> within 14 days by the chairman of the Board upon proposal:</p> <p>(I) Proposed by shareholders representing more than one-tenths of the voting rights;</p> <p>(II) Jointly proposed by more than one-third of directors;</p> <p>(III) Deemed necessary by when the chairman of the Board;</p> <p>(IV) Jointly proposed by more than two independent non-executive directors;</p> <p>(V) Proposed by the Board of Supervisors;</p> <p>(VI) Proposed by the general manager to hold an interim board meeting.</p>
<p>Article 123 Notice of regular board meetings shall be given to all directors and supervisors 14 days prior to the meetings, and 5 days prior to interim board meetings. The Board office or other departments designated by the Board shall give notice in writing to all the directors and supervisors by hand, fax, e-mail or other means.</p> <p>Where an interim board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting. With the written consent of all directors presented at the meeting, the above time limit shall not be applied.</p>	<p>Article 133 Notice of regular board meetings shall be given to all directors and supervisors 14 days prior to the meetings, and 5 days prior to interim board meetings. The Board office or other departments designated by the Board shall give notice in writing to all the directors and supervisors by hand, fax, e-mail or other means.</p> <p>Where an interim board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting. With the written consent of all directors presented at the meeting, the above time limit shall not be applied.</p>
Newly added	<p>Article 134 <u>The notice of the meeting of the Board shall include the following:</u></p> <p><u>(I) time and place of the meeting;</u></p> <p><u>(II) duration of the meeting;</u></p> <p><u>(III) reasons and issues of discussion;</u></p> <p><u>(IV) date on which the notice is given.</u></p>

Original Content	Amended Content
<p>Article 124 The meeting notice shall be deemed to be delivered to such director if he/she presents at the meeting and does not raise the issue of the non-receipt of such notice prior to his/her arrival at the meeting or the commencement of the meeting.</p> <p>The regular or interim meetings of the Board can be held by conference call or other similar communication equipment, the interim meetings of the Board can be held by e-mail circulation or other written resolution for so long as the attending directors are able to fully express their views and learn about the subject and related information of the meeting. All attending directors shall be considered as being present at the meetings.</p>	<p>Article 135 The meeting notice shall be deemed to be delivered to such director if he/she presents at the meeting and does not raise the issue of the non-receipt of such notice prior to his/her arrival at the meeting or the commencement of the meeting.</p> <p>The regular or interim meetings of the Board can be held by conference call or other similar communication equipment, the interim meetings of the Board can be held by e-mail circulation or other written resolution for so long as the attending directors are able to fully express their views and learn about the subject and related information of the meeting. All attending directors shall be considered as being present at the meetings.</p>
<p>Article 125 The Board meetings shall be held only if more than half of the directors are present.</p> <p>Each director shall have one vote. Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all directors.</p> <p>The chairman has the right to make one more vote when the affirmative vote is equal to the dissenting vote.</p> <p>A director shall also not vote (or be counted in the quorum at a meeting) on any resolution relating to any contract or arrangement or other proposal in which he/she or any of his/her associates has an interest and, if he/she purports to do so, his/her vote shall not be counted, unless permitted by the laws, administrative regulations, the rules or regulations of the relevant regulatory bodies.</p>	<p>Article 136 The Board meetings shall be held only if more than half of the directors are present.</p> <p>Each director shall have one vote. Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all directors.</p> <p>The chairman has the right to make one more vote when the affirmative vote is equal to the dissenting vote.</p> <p>A director shall also not vote (or be counted in the quorum at a meeting) on any resolution relating to any contract or arrangement or other proposal in which he/she or any of his/her associates has an interest and, if he/she purports to do so, his/her vote shall not be counted, unless permitted by the laws, administrative regulations, the rules or regulations of the relevant regulatory bodies.</p>
Newly added	<p>Article 137 <u>A director with related relationship with the companies involved with any matters in the resolution of the Board shall neither exercise voting rights on such resolution, nor exercise the voting right on behalf of any other directors. Such meeting of the Board shall only be held if more than half of directors with no related relationship present at the meeting, and the resolutions made at the meeting of the Board shall be approved by more than half of directors with no related relationship. In case there is less than three directors with no related relationship present at the meeting, the matter shall be submitted to the general meeting for consideration.</u></p>

Original Content	Amended Content
<p>Article 126 Directors shall attend board meetings in person. In the event that a director is unable to attend a meeting for any reason, he/she may appoint another director by a written power of attorney to attend the meeting on his/her behalf. The authorization letter shall specify the scope of authorization.</p> <p>The director attending the meeting as proxy shall exercise such director's right within the scope of authorization. Where a director is unable to attend the board meeting in person and fails to authorize a proxy to act on his/her behalf, the said director shall be deemed to abstain from voting at such meeting.</p> <p>The secretary to the discipline inspection committee of the Company may attend the meetings of the Board of Directors, special committees under the Board and the general manager office as well as other meetings for the consideration and decision-making of significant matters on the production, operation and management of the Company.</p>	<p>Article 138 Directors shall attend board meetings in person. In the event that a director is unable to attend a meeting for any reason, he/she may appoint another director by a written power of attorney to attend the meeting on his/her behalf. The authorization letter shall specify the scope of authorization. <u>The authorization letter shall specify the name of the proxy, the matters for entrustment, the scope of authorization and validity period, and shall be signed or sealed by the principal.</u></p> <p>The director attending the meeting as proxy shall exercise such director's right within the scope of authorization. Where a director is unable to attend the board meeting in person and fails to authorize a proxy to act on his/her behalf, the said director shall be deemed to abstain from voting at such meeting.</p> <p>The secretary to the discipline inspection committee of the Company may attend the meetings of the Board of Directors, special committees under the Board and the general manager office as well as other meetings for the consideration and decision-making of significant matters on the production, operation and management of the Company.</p>
<p>Article 127 Any material matters to be decided by the Board must be proceeded strictly as specified procedure. A notice shall be given to all directors at the time required by the Articles of Association and sufficient information shall be given at the same time. The directors may request additional information. When more than a quarter of directors or two or more of independent non-executive directors consider that the information of the matters is not sufficient or for other grounds for an informed decision, they may jointly propose to postpone the meeting or delay the discussion of certain resolved matters in the board meeting, and the Board shall adopt the relevant proposal.</p>	<p>Article 139 Any material matters to be decided by the Board must be proceeded strictly as specified procedure. A notice shall be given to all directors at the time required by the Articles of Association and sufficient information shall be given at the same time. The directors may request additional information. When more than a quarter of directors or two or more of independent non-executive directors consider that the information of the matters is not sufficient or for other grounds for an informed decision, they may jointly propose to postpone the meeting or delay the discussion of certain resolved matters in the board meeting, and the Board shall adopt the relevant proposal.</p>
<p>Article 128 In addition to general meetings of the Board, the Board may approve the written resolutions in lieu of convening meetings of the Board, but the draft of such resolutions shall be delivered to each director through personal delivery, post, telegraph, facsimile or e-mail. Such resolution will be passed as a resolution of the Board, only after it has been delivered to all directors by the Board, signed and approved by the required quorum of the directors and delivered to the secretary to the Board by one of the aforesaid means, and then the board meeting shall not be convened.</p>	<p>Article 140 In addition to general meetings of the Board, the Board may approve the written resolutions in lieu of convening meetings of the Board, but the draft of such resolutions shall be delivered to each director through personal delivery, post, telegraph, facsimile or e-mail. Such resolution will be passed as a resolution of the Board, only after it has been delivered to all directors by the Board, signed and approved by the required quorum of the directors and delivered to the secretary to the Board by one of the aforesaid means, and then the board meeting shall not be convened.</p>

Original Content	Amended Content
<p>Article 129 The Board shall prepare the minutes to record the decisions made concerning the matters considered at the board meetings, which shall be signed by the attending directors and the recorder and shall be kept by the secretary of the Board. The directors shall be responsible for the resolutions passed at the board meetings. Any director who votes for a board resolution which contravenes the laws, administrative regulations or the Articles of Association and which result in the Company suffering from material losses, shall be responsible for the liabilities of compensation. A director who votes against such resolution and has been proved as having expressed dissenting opinions on such resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability.</p>	<p>Article 141 The Board shall prepare the minutes to record the decisions made concerning the matters considered at the board meetings, which shall be signed by the attending directors and the recorder and shall be kept by the secretary of the Board. The directors shall be responsible for the resolutions passed at the board meetings. Any director who votes for a board resolution which contravenes the laws, administrative regulations or the Articles of Association and which result in the Company suffering from material losses, shall be responsible for the liabilities of compensation. A director who votes against such resolution and has been proved as having expressed dissenting opinions on such resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability.</p> <p><u>The minutes of the Board meeting shall be kept as company records for a period of not less than ten years.</u></p>
<p>Newly added</p>	<p>Article 142 <u>The minutes of the Board meeting shall include the following:</u></p> <p><u>(I) the date, venue and name of the convener of the meeting;</u></p> <p><u>(II) the names of the directors attending the meeting and the names of the directors (proxies) attending the Board meeting appointed by other directors;</u></p> <p><u>(III) the meeting agenda;</u></p> <p><u>(IV) summaries of the speeches of directors;</u></p> <p><u>(V) the voting method and results for each resolution (the voting results shall specify the number of votes for, against or abstention).</u></p>
<p>Section 3 Special Committees under the Board</p>	<p>Section 3 Special Committees under the Board</p>
<p>Article 130 The Board shall establish special committees such as compliance committee, audit committee, remuneration committee and nomination committee and risk control committee in accordance with the needs and the requirements of the relevant laws and regulations and listing rules. The composition, terms of reference and rules of procedure of the special committees under the Board shall be otherwise agreed by the Board. A special committee is the special body under the Board and is responsible for providing advice or recommendations in respect of material decisions to the Board or exercises its decision-making rights under authority of the Board. The chairman of the nomination committee shall be served by the chairman of the Board.</p>	<p>Article 143 The Board shall establish special committees such as compliance committee, audit committee, remuneration committee and nomination committee and risk control committee in accordance with the needs and the requirements of the relevant laws and regulations and listing rules. The composition, terms of reference and rules of procedure of the special committees under the Board shall be otherwise agreed by the Board. A special committee is the special body under the Board and is responsible for providing advice or recommendations in respect of material decisions to the Board or exercises its decision-making rights under authority of the Board. The chairman of the nomination committee shall be served by the chairman of the Board.</p>

Original Content	Amended Content
<p>CHAPTER 12 SECRETARY OF THE BOARD OF THE COMPANY</p> <p>Article 131 The Company shall have one secretary of the Board, who is a senior officer of the Company. The secretary of the Board shall present at the meeting of Party Committee where significant operating management matters are studied and discussed.</p> <p>Article 132 The secretary of the Board shall be a natural person who has the requisite professional knowledge and experience, and shall be nominated by the chairman, appointed or removed by the Board. His/her major duties shall be:</p> <p>(I) To ensure that the Company has complete organizational documents and records; to keep and manage shareholder's materials; to assist the directors in addressing the routine tasks of the Board, keep the directors informed and alerted about any regulation, policy and other requirements of domestic and foreign regulators and ensure that the directors and the general manager observe domestic and foreign laws and regulations as well as the Articles of Association and other related regulations when performing their duties and responsibilities;</p> <p>(II) To organize and arrange for the meetings of the Board and general meetings, prepare meeting materials, handle relevant meeting affairs, be responsible for keeping minutes of the meetings and ensure their accuracy, keep meeting documents and minutes and take initiative to keep abreast of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported and relevant proposals shall be put forward to the Board;</p> <p>(III) To ensure the material matters decided by the Board of the Company to be carried out strictly in accordance with the procedures as stipulated; at request of the Board, to participate in the organization of consultation on and analysis of the matters to be decided by the Board and offer relevant opinions and suggestions; to handle the day-to-day affairs of the Board and the its committees as authorized;</p> <p>(IV) To be the contact person of the Company with the securities regulatory authorities, and responsible for organizing the preparation for prompt submission of the documents required by the regulatory authorities, and for accepting and organizing the implementation of any assignment from the regulatory authorities;</p>	<p>Delete the whole chapter</p>

Original Content	Amended Content
<p>(V) To be responsible for coordinating and organizing the Company's disclosure of information, to establish and improve the information disclosure system, to participate in all of the Company's meetings involving the disclosure of information, and to keep informed of the Company's material operation decisions and related information in a timely manner;</p> <p>(VI) To be responsible for keeping the Company's price-sensitive information confidential and working out effective and practical confidentiality systems and measures; where there is any disclosure of the Company's price-sensitive information due to any reason, necessary remedial measures shall be taken, timely explanation and clarification shall be made, and relevant reports shall be submitted to the stock exchange of the place where the shares of the Company are listed and the CSRC;</p> <p>(VII) To be responsible for coordinating reception of visitors, keeping in touch with news media, coordinating replies to inquiries from the public, handling the relationships with intermediaries, regulatory authorities, media and organizing the reporting of the related matters to the CSRC;</p> <p>(VIII) To ensure the proper maintenance of the Company's share register, so as to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis;</p> <p>(IX) To assist Directors and the general manager in duly implementing the domestic and foreign laws, regulations, the Articles of Association and other provisions in the course of discharging their duties, and upon becoming aware that the Company has passed or may pass resolutions which may breach the relevant regulations, to have a duty to immediately remind the Board, and is entitled to report such facts to the CSRC and other regulatory authorities;</p> <p>(X) To co-ordinate the provision of relevant information necessary for the Company's Board of Supervisors and other auditing authorities to discharge their duties; and to assist in carrying out investigation on the performance of the chief financial officer, Directors and the general manager of the Company of their fiduciary duties;</p> <p>(XI) To exercise other functions and powers as conferred by the Board, as well as other functions and powers as required by the stock exchanges on which the Company's shares are listed.</p>	

Original Content	Amended Content
<p>Article 133 Directors or senior officers of the Company may act as the secretary of the Board, provided that he/she must devote sufficient efforts and time to perform the duties of the secretary of the Board. An accountant of the accounting firm engaged by the Company and management personnel of the controlling shareholders of the Company shall not act as the secretary of the Board.</p> <p>In the event that a director acts as the secretary of the Board and a certain act has to be performed separately by a director and the secretary of the Board, such person who is both a director and the secretary of the Board shall not perform such act in both capacities.</p>	
CHAPTER 13 THE GENERAL MANAGER AND OTHER SENIOR OFFICERS	CHAPTER 7 THE GENERAL MANAGER AND OTHER SENIOR OFFICERS
<p>Article 134 The Company shall have one general manager, who shall be nominated by the chairman of the Board and engaged or dismissed by the Board; The Company shall have five deputy general managers, one chief financial officer (chief accountant), one chief engineer and one chief economist, who shall be nominated by the general manager and engaged or dismissed by the Board. A director may serve concurrently as the general manager or other senior officers.</p>	<p>Article 144 The Company shall have one general manager, who shall be nominated by the chairman of the Board and engaged or dismissed by the Board; The Company shall have five deputy general managers, one chief financial officer (chief accountant), one chief engineer and one chief economist, who shall be nominated by the general manager and engaged or dismissed by the Board. A director may serve concurrently as the general manager or other senior officers.</p>
Newly added	<p>Article 145 <u>The circumstances set forth in Article 112 hereof whereby a person is qualified to serve as a director shall also apply to senior management officers.</u></p> <p><u>The provisions of Article 114 hereof concerning the duties of loyalty of directors and the provisions of (IV), (V), and (VI) of Article 115 hereof concerning the duties of diligence shall also apply to senior management officers.</u></p>
Newly added	<p>Article 146 <u>Senior management officers of the Company shall only receive remuneration from the Company and shall not have their salaries paid by the controlling shareholder.</u></p>
Newly added	<p>Article 147 <u>The manager shall serve a term of three years, renewable upon reappointment.</u></p>

Original Content	Amended Content
<p>Article 135 The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <p>(I) To be in charge of the production, operation and management of the company, and to report to the Board, or to report to the chairman of the Board during the intersessional period of the Board;</p> <p>(II) To organize the implementation of the resolutions of the Board, the annual business plans and investment plans of the company;</p> <p>(III) To draft the plan of the Company's annual finance budgets and final accounts, and propose to the Board;</p> <p>(IV) To draft the basic management system of the Company and the plan for the establishment of the Company's internal management organization;</p> <p>(V) To formulate the specific rules and regulations of the Company;</p> <p>(VI) To request the Board to employ or dismiss other senior officers;</p> <p>(VII) To decide on the employment or dismissal of management personnel other than those to be employed or dismissed by the Board;</p> <p>(VIII) To propose to convene extraordinary board meetings in case of emergence;</p> <p>(IX) To implement the matters of the Company such as investment, financing, contracts and transactions to the extent of powers delegated by the Board;</p> <p>(X) Other functions and powers delegated by the Articles of Association and the Board.</p>	<p>Article 148 The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <p>(I) To be in charge of the production, operation and management of the company, and to report to the Board, or to report to the chairman of the Board during the intersessional period of the Board;</p> <p>(II) To organize the implementation of the resolutions of the Board, <u>and to formulate and implement the annual business plans and investment plans of the company;</u></p> <p>(III) To draft <u>formulate</u> the plan of the Company's annual finance budgets and final accounts, and propose to the Board;</p> <p>(IV) To draft the basic management system of the Company and the plan for the establishment of the Company's internal management organization;</p> <p>(V) To formulate the specific rules and regulations of the Company;</p> <p>(VI) To request the Board to employ or dismiss other senior officers <u>other than the secretary of the Board;</u></p> <p>(VII) To decide on the employment or dismissal of management personnel other than those to be employed or dismissed by the Board;</p> <p>(VIII) To propose to convene extraordinary board meetings in case of emergence;</p> <p>(IX) To implement the matters of the Company such as investment, financing, contracts and transactions to the extent of powers delegated by the Board;</p> <p>(X) Other functions and powers delegated by the Articles of Association and the Board.</p> <p><u>The manager is to attend Board meetings.</u></p>
<p>Article 136 The general manager shall be present at the meetings of the Board. The general manager shall have no voting right at a meeting of the Board unless he/she is also a director.</p>	<p>Delete</p>
<p>Newly added</p>	<p>Article 149 <u>The general manager shall formulate the working rules for the general manager and submit the same to the Board of Directors for approval before implementation.</u></p>

Original Content	Amended Content
Newly added	<p>Article 150 The working rules for the general manager shall contain the following details:</p> <p>(1) conditions for the convening of and the procedures for the general manager's meetings, and the attendees thereof;</p> <p>(2) specific duties and division of work of the general manager and other senior management;</p> <p>(3) the authority to use the funds and assets and execute material contracts, and the system of reporting to the Board of Directors and the Board of Supervisors;</p> <p>(4) other matters as the Board of Directors considers necessary.</p>
Newly added	<p>Article 151 The general manager may tender his/her resignation before the expiry of his/her term office. The specific procedures and measures regarding the resignation of the general manager shall be governed by the labor contract between the general manager and the Company.</p>
Newly added	<p>Article 152 The Company shall have one secretary of the Board, who is responsible for the preparation of the Company's shareholders' general meetings and Board meetings, the safekeeping of documents, the management of the information of the Company's shareholders, dealing with information disclosure and other matters. The secretary of the Board shall present at the meeting of Party Committee where significant operating management matters are studied and discussed.</p> <p>The secretary of the Board shall comply with laws, administrative regulations, departmental rules and the Articles of Association.</p>
Newly added	<p>Article 153 In case the senior management violate the laws, administrative regulations, departmental rules or the provisions of the Articles of Association in fulfilling their duties of the Company, and as a result cause loss to the Company, they shall be liable for compensation.</p>
<p>Article 137 In exercising his/her functions and powers, the general manager shall fulfill his/her obligation of honesty and diligence in accordance with laws, administrative regulations and the Articles of Association.</p>	<p>Article 137 In exercising his/her functions and powers, the general manager shall fulfill his/her obligation of honesty and diligence in accordance with laws, administrative regulations and the Articles of Association.</p> <p>Article 154 The senior management of the Company shall faithfully perform their duties and act in the best interests of the Company and all shareholders. Where any senior management of the Company fails to faithfully perform his or her duties or breaches his or her obligation of good faith and thereby causes damage to the interest of the Company and public shareholders, he or she shall be liable for compensation according to the laws.</p>
CHAPTER 14 BOARD OF SUPERVISORS	CHAPTER 8 BOARD OF SUPERVISORS
Newly added	Section 1 Supervisors

Original Content	Amended Content
Newly added	<p>Article 155 The circumstances set forth in Article 112 hereof whereby a person is qualified to serve as a director shall also apply to supervisors.</p> <p>Directors, the general manager, and other senior management shall not act concurrently as supervisors.</p>
Newly added	Article 156 Supervisors shall comply with laws, administrative regulations and the Articles of Association, owe a duty of loyalty and diligence to the Company, and shall not use their position to accept bribes or other illegal income, nor misappropriate the Company's property.
Newly added	Article 157 The term of office of supervisors shall be three years. Upon maturity of the term of office, a supervisor shall be eligible for re-election and re-appointment.
Newly added	Article 158 If the term of office of a supervisor expires but re-election is not made responsively, or if a supervisor resigns during their term resulting in the number of members of the Board of Supervisors falling below the legal minimum, the said supervisor shall continue fulfilling the duties as supervisor pursuant to laws, administrative regulations and the Articles of Association until a new supervisor is elected.
Newly added	Article 159 The supervisors shall ensure that the information disclosed by the Company is true, accurate and complete, and shall sign a written confirmation opinion on the periodic reports.
Newly added	Article 160 Supervisors may attend meetings of the Board and raise inquiries or suggestions regarding the resolutions made by the Board.
Newly added	Article 161 Supervisors shall not use their relationships to harm the interests of the Company; if any loss is caused to the Company, they shall be liable for compensation.
Newly added	Article 162 Any supervisor who violates any laws, administrative regulations, departmental rules or the Articles of Association or during the course of performing his duties, and Company suffers only loss, such supervisor shall be liable for compensation of such loss.
Newly added	Section 2 Board of Supervisors

Original Content	Amended Content
<p>Article 138 The Company shall have a Board of Supervisors. The Board of Supervisors shall exercise supervision function in accordance with laws, administrative regulations and the Articles of Association.</p> <p>Article 139 The Board of Supervisors shall be composed of six members, one of whom shall be the chairman of the Board of Supervisors. The terms of office of Supervisors shall be three years, renewable upon re-election.</p> <p>The appointment and dismissal of the chairman of the Board of Supervisors shall be passed by two-thirds or more of the members of the Board of Supervisors.</p> <p>Article 140 The members of the Board of Supervisors shall comprise four representatives of shareholders and two representatives of staff and workers. The election and dismissal of the representatives of shareholders shall be decided by shareholders in the general meeting of shareholders, while the representative of staff and workers shall be elected by the staff and workers of the Company in the staff and workers' congress, the assembly of staff and workers or other democratic ways.</p>	<p>Article 163 The Company shall have a Board of Supervisors. The Board of Supervisors shall exercise supervision function in accordance with laws, administrative regulations and the Articles of Association. The Board of Supervisors shall be composed of six members, one of whom shall be the chairman of the Board of Supervisors of Supervisors and shall have one chairman. The terms of office of Supervisors shall be three years, renewable upon re-election. The appointment and dismissal of the chairman of the Board of Supervisors shall be passed by two-thirds or more of the members of the Board of Supervisors. The chairman of the Board of Supervisors shall be elected by more than half of the supervisors.</p> <p><u>The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. Where the chairman of the Board of Supervisors is incapable of performing or fails to perform his/her duties, a supervisor shall be elected by not less than half of the supervisors to convene and preside over the meetings of the Board of Supervisors.</u></p> <p>The members of the Board of Supervisors shall comprise four representatives of shareholders and two representatives of staff and workers, <u>of which the proportion of employee representatives shall not be less than one-third.</u> The election and dismissal of the representatives of shareholders shall be decided by shareholders in the general meeting of shareholders, while the representative of staff and workers shall be elected by the staff and workers of the Company in the staff and workers' congress, the assembly of staff and workers or other democratic ways.</p>
<p>Article 141 The directors and the senior officers of the Company (including financial officers) shall not act concurrently as supervisors.</p>	<p>Delete</p>

Original Content	Amended Content
<p>Article 142 The Board of Supervisors shall be accountable to the general meeting of shareholders and exercise the following functions and powers:</p> <p>(I) To supervise the directors and senior officers in their performance of duties and to propose the dismissal of directors and senior officers who have contravened any law, administrative regulations, these Articles of Association or shareholders' resolutions;</p> <p>(II) To demand any directors and senior officers of the Company who acts in a manner which is harmful to the Company's interests to rectify such behavior;</p> <p>(III) To examine the Company's financial affairs;</p> <p>(IV) To propose the convening of the extraordinary general meeting of shareholders; and to convene and preside over general meetings in case the Board of Directors fails to fulfill the obligations to convene and preside over the general meetings as prescribed in the Company Law;</p> <p>(V) To examine financial information such as financial reports, business reports and profit distribution plans as proposed by the Board to the general meeting, and if there are any queries, to engage certified public accountants or practicing auditors in the name of the Company to assist in the examination;</p> <p>(VI) To propose resolutions at a shareholders' general meeting;</p> <p>(VII) To propose the convening of an extraordinary meeting of the Board of Directors;</p> <p>(VIII) To institute a suit to the directors or senior officers of the Company according to Article 151 of the Company Law;</p> <p>(IX) Other functions and powers conferred by the laws and administrative regulations and the Articles of Association.</p> <p>The supervisors shall be present at the meetings of the Board.</p>	<p>Article 164 The Board of Supervisors shall be accountable to the general meeting of shareholders and exercise the following functions and powers:</p> <p>(HHI) To examine the Company's financial affairs;</p> <p>(HII) To supervise the directors and senior officers in their performance of the Company's duties and to propose the dismissal of directors and senior officers who have contravened any law, administrative regulations, these Articles of Association or shareholders' resolutions;</p> <p>(HIII) To demand any directors and senior officers of the Company who acts in a manner which is harmful to the Company's interests to rectify such behavior;</p> <p>(IV) To propose the convening of the extraordinary general meeting of shareholders; and to convene and preside over general meetings in case the Board of Directors fails to fulfill the obligations to convene and preside over the general meetings as prescribed in the Company Law;</p> <p>(VHV) To propose resolutions at a shareholders' general meeting;</p> <p>(VI) To institute a suit to the directors or senior officers of the Company according to Article 151<u>189</u> of the Company Law;</p> <p>(VHVII) To examine financial information such as financial reports, business reports and profit distribution plans as proposed by the Board to the general meeting, and if there are any queries; to engage certified public accountants or practicing auditors in the name of the Company to assist in the examination or irregularities identified in the business operations, to initiate an investigation, and, when necessary, to engage an accountancy firm, law firm and other professional institutions to assist in the investigation at the expenses of the Company;</p> <p>(VHVIII) To propose the convening of an extraordinary meeting of the Board of Directors;</p> <p>(IX) Other functions and powers conferred by the laws and administrative regulations and the Articles of Association.</p> <p>The supervisors shall be present at the meetings of the Board.</p>

Original Content	Amended Content
<p>Article 143 Meetings of the Board of Supervisors shall be held at least once every six months and shall be convened by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is incapable of performing or fails to perform his/her duties, a supervisor shall be elected by not less than half of the supervisors to convene and preside over the meetings of the Board of Supervisors.</p> <p>A supervisor may propose the convening of the extraordinary meeting of the Board of Directors.</p> <p>The staff member of the Board of Supervisors shall give a written notice of the meeting affixed with the seal of the Board of Supervisors 10 days (for general meeting) or 5 days (for extraordinary meeting) before the meeting date respectively. The notice of meeting shall be given to all the supervisors by hand delivery, facsimile transmission, electronic mail or other means. If the notice is not given by hand delivery, a subsequent telephone call shall be made for confirmation and corresponding records shall be made.</p> <p>In case of emergency and an extraordinary meeting of the Board of Supervisors is required to be convened as soon as possible, the notice of such meeting shall be given by telephone communication or other verbal means at any time provided that the convener of the meeting shall make relevant explanation at the meeting.</p>	<p>Article 165 Meetings of the Board of Supervisors shall be held at least once every six months and shall be convened by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is incapable of performing or fails to perform his/her duties, a supervisor shall be elected by not less than half of the supervisors to convene and preside over the meetings of the Board of Supervisors.</p> <p>A supervisor may propose the convening of the extraordinary meeting of the Board of Directors.</p> <p>The staff member of the Board of Supervisors shall give a written notice of the meeting affixed with the seal of the Board of Supervisors 10 days (for general meeting) or 5 days (for extraordinary meeting) before the meeting date respectively. The notice of meeting shall be given to all the supervisors by hand delivery, facsimile transmission, electronic mail or other means. If the notice is not given by hand delivery, a subsequent telephone call shall be made for confirmation and corresponding records shall be made.</p> <p>In case of emergency and an extraordinary meeting of the Board of Supervisors is required to be convened as soon as possible, the notice of such meeting shall be given by telephone communication or other verbal means at any time provided that the convener of the meeting shall make relevant explanation at the meeting.</p>
<p>Article 144 The method for conducting business for the Board of Supervisors: resolutions of the Board of Supervisors shall be made by way of voting with one vote of each supervisor, conducted by way of casting written votes with the identity of the voter stated on the voting papers.</p> <p>The voting procedure: a supervisor may cast a vote as affirm, object or abstain. Each attending supervisor shall indicate his/her voting intention by choosing one of the above. The chairman of the meeting shall request each supervisor who fails to choose any of the above or have chosen two or more of the above to vote again. Refusal to do so shall be regarded as having abstained from voting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>Decisions of the Board of Supervisors shall be made by the affirmative vote of two-thirds or more of the members of the Board of Supervisors.</p> <p>The Board of Supervisors shall record the decision of the matters discussed as the minutes of the meeting, supervisors who attended the meeting shall sign on the minutes of the meeting. The supervisor is entitled to request for making some descriptive record with regard to his/her speech in the meeting. The minutes of the meeting of the Board of Supervisors shall be kept in the domicile of the Company.</p>	<p>Article 166 The method for conducting business for the Board of Supervisors: resolutions of the Board of Supervisors shall be made by way of voting with one vote of each supervisor, conducted by way of casting written votes with the identity of the voter stated on the voting papers.</p> <p>The voting procedure: a supervisor may cast a vote as affirm, object or abstain. Each attending supervisor shall indicate his/her voting intention by choosing one of the above. The chairman of the meeting shall request each supervisor who fails to choose any of the above or have chosen two or more of the above to vote again. Refusal to do so shall be regarded as having abstained from voting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>Decisions of the Board of Supervisors shall be made by the affirmative vote of two-thirds or more of the members of the Board of <u>not less than half of all</u> supervisors.</p> <p>The Board of Supervisors shall record the decision of the matters discussed as the minutes of the meeting, supervisors who attended the meeting shall sign on the minutes of the meeting. The supervisor is entitled to request for making some descriptive record with regard to his/her speech in the meeting. The minutes of the meeting of the Board of Supervisors shall be kept in the domicile of the Company.</p>

APPENDIX II

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Content	Amended Content
Article 145 The Board of Supervisors may conduct investigation in the event that any abnormal cases of the operation of the Company was found; and may engage professionals such as lawyers and accountant firms to assist if necessary. All reasonable fees so incurred shall be borne by the Company.	Delete
Article 146 All supervisors shall perform their supervisory responsibility honestly in accordance with law, administrative regulations and the Articles of Association.	Delete
Newly added	Article 167 <u>The Board of Supervisors shall formulate rules of procedure for its meetings, clarifying the methods of deliberation and voting procedures to ensure the efficiency of the work of the Board of Supervisors and scientific decision-making.</u>
Newly added	Article 168 <u>The Board of Supervisors shall record the decision of the matters discussed as the minutes of the meeting, supervisors who attended the meeting shall sign on the minutes of the meeting.</u> <u>The supervisor is entitled to request for making some descriptive record with regard to his/her speech in the meeting. The minutes of the meeting of the Board of Supervisors shall be kept as company records for at least ten years.</u>
Newly added	Article 169 <u>The notice of meeting of the Board of Supervisors shall include the following:</u> <u>(I) the date, location and duration of the meeting;</u> <u>(II) reasons and issues of discussion;</u> <u>(III) date on which the notice is given.</u>
CHAPTER 15 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS AND SENIOR OFFICERS OF THE COMPANY Articles 147 to 165	Delete the whole chapter (Some Articles have been amended in other Sections)
CHAPTER 16 STAFF DEMOCRATIC MANAGEMENT AND LABOR AND PERSONNEL SYSTEM Articles 166 to 168	CHAPTER 9 STAFF DEMOCRATIC MANAGEMENT AND LABOR AND PERSONNEL SYSTEM Articles 170 to 172 (Only the Articles number changes, while the content of the Articles remains unchanged)
CHAPTER 17 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION	CHAPTER 10 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDITING
Newly added	Section 1 <u>Financial and Accounting System</u>
Article 169 The Company shall formulate its financial and accounting system in accordance with laws, administrative regulations and the requirements established by relevant state authorities	Article 173 The Company shall formulate its financial and accounting system in accordance with laws, administrative regulations and the requirements established by relevant state authorities.

Original Content	Amended Content
Article 170 The Company shall adopt the Gregorian calendar year as its accounting year, which shall commence on January 1 and end on December 31 of the same Gregorian calendar year. The Company shall prepare financial reports at the end of each accounting year. Such reports shall be reviewed and verified according to law. The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations.	Article 174 The Company shall adopt the Gregorian calendar year as its accounting year, which shall commence on January 1 and end on December 31 of the same Gregorian calendar year. The Company shall prepare financial reports at the end of each accounting year. Such reports shall be reviewed and verified <u>by an accounting firm</u> according to law. The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations.
Article 171 The board of directors of the Company shall, at each annual general meeting, submit to the shareholders such financial reports as required by the relevant laws, administrative regulations and regulatory documents published by local governments and competent authorities to be prepared by the Company.	Article 175 The board of directors of the Company shall, at each annual general meeting, submit to the shareholders such financial reports as required by the relevant laws, administrative regulations and regulatory documents published by local governments and competent authorities to be prepared by the Company. <u>The Company shall disclose the annual report within four months from the end of each accounting year and the interim report within three months from the end of the first half of each accounting year. The annual report and interim report mentioned above shall prepared in accordance with relevant laws, administrative regulations, and the requirements of the CSRC and the stock exchange.</u>
Article 172 The Company will not keep account books other than the statutory account books. The Company may not deposit its assets in accounts opened in the name of any individual.	Article 176 The Company will not keep account books other than the statutory account books. The Company may not deposit its assets in accounts opened in the name of any individual.
Article 173 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting to be convened. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred herein this Chapter. A copy of either the aforementioned financial report or the Directors' report, accompanied by the balance sheet (including every document required by law to be annexed thereto) and profit and loss account or income and expenditure account, or the summary financial report shall, at least 21 days before the date of the general meeting, be sent by prepaid post to the address of the shareholder of overseas listed shares as registered in the register of members. In compliance with the laws and regulations in the jurisdiction in which the Company's shares are listed and the Main Board Listing Rules, the Company may deliver or send the same to the shareholders by posting the same on the websites of the stock exchange and the Company's website or by electronic means, and the Company may not be required to deliver or send the same through the means stated in this Article.	Article 177 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting to be convened. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred herein this Chapter. A copy of either the aforementioned financial report or the Directors' report, accompanied by the balance sheet (including every document required by law to be annexed thereto) and profit and loss account or income and expenditure account, or the summary financial report shall, at least 21 days before the date of the annual general meeting, be <u>provided to</u> sent by prepaid post to the address of the shareholder of overseas listed shares as registered in the register of members . In compliance with the laws and regulations in the jurisdiction in which the Company's shares are listed and the Main Board Listing Rules, the Company may deliver or send the same to the shareholders by posting the same on the websites of the stock exchange and the Company's website or by electronic means, and the Company may not be required to deliver or send the same through the means stated in this Article.

Original Content	Amended Content
<p>Article 174 The Company shall publish two financial reports each accounting year, i.e. an interim financial report to be published within 60 days after the end of the first six months of the accounting year and the annual financial report to be published within 120 days after the end of the accounting year. Interim results or financial data published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations.</p>	<p>Article 178 The Company shall publish two financial reports each accounting year, i.e. an interim financial report to be published within 60 days after the end of the first six months of the accounting year and the annual financial report to be published within 120 days after the end of the accounting year. Interim results or financial data published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations provisions of relevant laws, administrative regulations, departmental regulations and the <u>Listing Rules</u>.</p>
CHAPTER 18 PROFIT DISTRIBUTION	Delete
<p>Article 175 When distributing the after-tax profits of the current year, the Company shall allocate 10% of its profits into its statutory common reserve fund. When the cumulated amount of the statutory common reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.</p> <p>Where the statutory common reserve fund of the Company is insufficient to make up for the losses of the Company incurred during the previous years, before making allocation to the statutory common reserve fund in accordance with the preceding paragraph, the profits generated during the current year shall be used to make up for such losses.</p> <p>After making allocation to the statutory common reserve fund of the Company from its after-tax profits, the Company may, subject to resolutions adopted at a general meeting, also allocate funds from the after-tax profits to the discretionary common reserve fund.</p> <p>After making up for the losses and making contributions to the common reserve fund, any remaining profits shall be distributed by the Company to the shareholders in proportion to their respective shareholdings according to the resolutions adopted at a general meeting.</p> <p>If the shareholders' general meeting has, in violation of the provisions of the preceding paragraphs, distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory common reserve fund, the shareholders must return the profits distributed in violation of the provision to the company.</p> <p>No profits shall be distributed in respect of the Company's shares held by the Company.</p>	<p>Article 179 When distributing the after-tax profits of the current year, the Company shall allocate 10% of its profits into its statutory common reserve fund. When the cumulated amount of the statutory common reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.</p> <p>Where the statutory common reserve fund of the Company is insufficient to make up for the losses of the Company incurred during the previous years, before making allocation to the statutory common reserve fund in accordance with the preceding paragraph, the profits generated during the current year shall be used to make up for such losses.</p> <p>After making allocation to the statutory common reserve fund of the Company from its after-tax profits, the Company may, subject to resolutions adopted at a general meeting, also allocate funds from the after-tax profits to the discretionary common reserve fund.</p> <p>After making up for the losses and making contributions to the common reserve fund, any remaining profits shall be distributed by the Company to the shareholders in proportion to their respective shareholdings according to the resolutions adopted at a general meeting.</p> <p>If the shareholders' general meeting has, in violation of the provisions of the preceding paragraphs, distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory common reserve fund, the shareholders must return the profits distributed in violation of the provision to the company; <u>shareholders and responsible directors, supervisors, and senior management who cause losses to the Company shall be liable for compensation.</u></p> <p>No profits shall be distributed in respect of the Company's shares held by the Company.</p>

Original Content	Amended Content
<p>Article 176 The capital reserve shall include the following items:</p> <p>(I) the premium gained from shares issuance in excess of the par value;</p> <p>(II) other incomes that shall be included into the capital reserve as required by the competent financial authority of the State Council.</p>	Delete
<p>Article 177 The reserve of the Company shall be applied for making up for losses of the Company, and expansion of the Company's production and operation or conversion to capital increment of the Company, but the capital reserve shall not be applied for making up for losses of the Company.</p> <p>Where the statutory reserve is converted into capital, the balance of such reserve shall not fall below 25% of the Company's registered capital prior to such conversions.</p>	<p>Article 180 The reserve of the Company shall be applied for making up for losses of the Company, and expansion of the Company's production and operation or conversion to registered capital increment of the Company; but the capital reserve shall not be applied for making up for losses of the Company.</p> <p><u>When the reserves are used to recover the losses of the Company, the discretionary reserve and the statutory reserve shall be prioritized; the capital reserve may be used in accordance with the regulations if such reserves are not sufficient to recover the losses.</u></p> <p>Where the statutory reserve is converted into registered capital, the balance of such reserve shall not fall below 25% of the Company's registered capital prior to such conversions.</p>
<p>Article 178 The Company may distribute dividends in each or both of the following ways:</p> <p>(I) cash;</p> <p>(2) share certificate.</p>	Delete
<p>Article 179 Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.</p>	<p>Article 181 Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.</p>

Original Content	Amended Content
<p>Article 180 The Company shall appoint receiving agents on behalf of shareholders holding overseas listed shares. The receiving agents shall on behalf of such shareholders receive dividends distributed by the Company in respect of the overseas listed shares and other proceeds, and proceeds from which shall be managed by the receiving agents on such shareholders' behalf to be paid to them.</p> <p>The receiving agents appointed by the Company shall comply with the relevant requirements of the law of the place and relevant regulations of the stock exchange where the Company's shares are listed.</p> <p>The receiving agents appointed on behalf of holders of overseas listed shares listed in the Hong Kong Stock Exchange shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p> <p>Subject to compliance with the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which are not claimed by anyone but such right can only be exercised in or after the sixth year after the date of declaring dividends.</p> <p>The Company may exercise power to cease sending dividend warrants by post to a holder of shares listed overseas when such warrants have not been cashed twice in a row. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>The Company shall have the power to sell, in such manner as the Board of Directors thinks fit, any shares of a Shareholder of overseas-listed shares who is untraceable, but is subject to the following conditions:</p> <p>(I) the Company has distributed dividends for at least 3 times in respect of such shares within 12 years, but none of such dividends was claimed;</p> <p>(II) the Company, after the expiration of a period of 12 years, made an advertisement on one or more newspapers of the place which the Company is listed, stating its intention to sell such shares, and notified the Hong Kong Stock Exchange.</p>	<p>Article 182 The Company shall appoint receiving agents on behalf of shareholders holding overseas listed shares. The receiving agents shall on behalf of such shareholders receive dividends distributed by the Company in respect of the overseas listed shares and other proceeds, and proceeds from which shall be managed by the receiving agents on such shareholders' behalf to be paid to them.</p> <p>The receiving agents appointed by the Company shall comply with the relevant requirements of the law of the place and relevant regulations of the stock exchange where the Company's shares are listed.</p> <p>The receiving agents appointed on behalf of holders of overseas listed shares listed in the Hong Kong Stock Exchange shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p> <p>Subject to compliance with the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which are not claimed by anyone but such right can only be exercised in or after the sixth year after the date of declaring dividends.</p> <p>The Company may exercise power to cease sending dividend warrants by post to a holder of shares listed overseas when such warrants have not been cashed twice in a row. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>The Company shall have the power to sell, in such manner as the Board of Directors thinks fit, any shares of a Shareholder of overseas-listed shares who is untraceable, but is subject to the following conditions:</p> <p>(I) the Company has distributed dividends for at least 3 times in respect of such shares within 12 years, but none of such dividends was claimed;</p> <p>(II) the Company, after the expiration of a period of 12 years, made an advertisement on one or more newspapers of the place which the Company is listed, stating its intention to sell such shares, and notified the Hong Kong Stock Exchange.</p>
<p>Article 181 Cash dividends and other payments payable by the Company to holders of Domestic Shares shall be declared in Renminbi. Cash dividends and other payments payable by the Company to holders of overseas listed shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars. The Company shall arrange the foreign currency for payment of cash dividends and other payments payable to holders of foreign shares in accordance with foreign exchange management related regulations of the State.</p>	<p>Article 183 Cash dividends and other payments payable by the Company to holders of Domestic Shares shall be declared in Renminbi. Cash dividends and other payments payable by the Company to holders of overseas listed shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars or Renminbi. The Company shall arrange the foreign currency for payment of cash dividends and other payments payable to holders of foreign shares in accordance with foreign exchange management related regulations of the State.</p>

Original Content	Amended Content
Article 182 Unless provided otherwise in any laws or administrative regulations, the Company shall adopt the average of the median exchange rates for HKD to RMB as quoted by the China Foreign Exchange Trading Center for the Gregorian calendar week immediately before the date on which the dividends and other sums were declared as the exchange rate to calculate the dividends and other sums which are payable in HK dollars.	Article 184 Unless provided otherwise in any laws or administrative regulations, the Company shall adopt the average of the median exchange rates for HKD to RMB as quoted by the China Foreign Exchange Trading Center for the Gregorian calendar week immediately before the date on which the dividends and other sums were declared as the exchange rate to calculate the dividends and other sums which are payable in HK dollars.
Newly added	Section 2 Internal Audit
Newly added	Article 185 The Company shall adopt an internal audit system and designate full-time auditors to supervise the internal audits of financial incomes and expenses as well as the business activities of the Company.
Newly added	Article 186 The internal audit system of the Company and the duties of auditors shall come into effect upon the approval of the Board. The person in charge of audits shall be accountable to and report to the Board.
CHAPTER 19 APPOINTMENT OF ACCOUNTING FIRM	Section 3 Appointment of Accounting Firm
Article 183 The Company shall appoint an independent accounting firm under the relevant regulations of the State to audit the Company's annual financial statements and review the Company's other financial reports.	Article 187 The Company shall appoint an independent accounting firm under the relevant regulations of the State to audit the Company's annual financial statements and review the Company's other financial reports.
The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.	The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.
If the inaugural general meeting does not exercise its power under the preceding paragraph, the board of directors shall exercise such power.	If the inaugural general meeting does not exercise its power under the preceding paragraph, the board of directors shall exercise such power.
Article 184 The term of appointment of the accounting firm shall commence from the conclusion of the current annual general meeting and end at the conclusion of the next annual general meeting.	The term of appointment of the accounting firm shall commence from the conclusion of the current annual general meeting and end at the conclusion of the next annual general meeting.
	<u>The Company shall appoint an accounting firm that complies with the provisions of the Securities Law and the Main Board Listing Rules to conduct the audit of the financial statements, verification of net assets, and other related consulting services, with a term of one year, which may be renewed.</u>

Original Content	Amended Content
Newly added	Article 188 The accounting firm engaged to conduct the annual audit shall be determined by the general meeting of shareholders.
<p>Article 185 The accounting firm appointed by the Company shall have the following rights and powers:</p> <p>(1) To review the Company's books of accounts, records or vouchers, and has the right to require the directors, general manager or other senior management personnel of the Company to provide related information and descriptions;</p> <p>(2) To require the Company to adopt all reasonable measures to obtain any information and descriptions from its subsidiaries that are required by the accounting firm to perform its duties;</p> <p>(3) To attend general meetings, and to have equal access to notification of shareholder's meetings or any information related to the meetings as available to all other shareholders, and speak at any general meeting on matters involving its appointment as the Company's accounting firm.</p> <p>The Company shall provide accurate and complete accounting documents, books of accounts, financial and accounting report and other accounting information to the appointed accountant firm, the Company shall not refuse to provide such information, conceal and misrepresent any facts.</p>	<p>Article 189 The accounting firm appointed by the Company shall have the following rights and powers:</p> <p>(1) To review the Company's books of accounts, records or vouchers, and has the right to require the directors, general manager or other senior management personnel of the Company to provide related information and descriptions;</p> <p>(2) To require the Company to adopt all reasonable measures to obtain any information and descriptions from its subsidiaries that are required by the accounting firm to perform its duties;</p> <p>(3) To attend general meetings, and to have equal access to notification of shareholder's meetings or any information related to the meetings as available to all other shareholders, and speak at any general meeting on matters involving its appointment as the Company's accounting firm.</p> <p>The Company shall undertake to provide accurate and complete accounting documents, books of accounts, financial and accounting report and other accounting information to the appointed accountant firm, the Company shall not refuse to provide such information, conceal and misrepresent any facts.</p>
Article 186 Should there be a vacancy for the post of accounting firm, the Board may appoint an accounting firm to fill the vacancy before a shareholders' general meeting. Any other accounting firm which is still in service may continue to act as the accounting firm during the period the vacancy remains unfilled.	Article 190 Should there be a vacancy for the post of accounting firm, the Board may appoint an accounting firm to fill the vacancy before a shareholders' general meeting. Any other accounting firm which is still in service may continue to act as the accounting firm during the period the vacancy remains unfilled.
Article 187 Notwithstanding any terms stipulated in the appointment contract signed between the accounting firm and the Company, a shareholders' general meeting can, before the expiry of the tenure of the accounting firm, pass an ordinary resolution to dismiss the accounting firm. The accounting firm's right to claim for compensation from the Company for such dismissal, if any, shall remain unaffected.	Article 191 Notwithstanding any terms stipulated in the appointment contract signed between the accounting firm and the Company, a shareholders' general meeting can, before the expiry of the tenure of the accounting firm, pass an ordinary resolution to dismiss the accounting firm. The accounting firm's right to claim for compensation from the Company for such dismissal, if any, shall remain unaffected.
Article 188 The remuneration of an accounting firm and the determination thereof shall be decided upon by the general meeting. If permitted by relevant laws and regulations and the relevant stock exchange or regulatory authorities of the place where the Company's shares are listed, the remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.	Article 192 The remuneration of an accounting firm and the determination thereof shall be decided upon by the general meeting. The audit fee shall be decided upon by an ordinary resolution made at the general meeting. If permitted by relevant laws and regulations and the relevant stock exchange or regulatory authorities of the place where the Company's shares are listed, the remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.

Original Content	Amended Content
Newly added	<p>Article 193 In the event of termination of the appointment or non-renewal of the appointment of the accounting firm, the Company shall notify the accounting firm 15 days in advance. In the voting for the dismissal of the accounting firm at the general meeting, the Company shall allow the accounting firm to make its representation.</p> <p>Where the accounting firm proposes to resign, it shall explain to the general meeting whether there has been any impropriety on the part of the Company.</p>
<p>Article 189 The decision on engaging, dismissing or not renewing the engagement of an accounting firm shall be made by the general meeting of shareholders, and reported to the securities regulatory authority of the State Council for filing.</p> <p>If the general meeting of shareholders plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm appointed by the board of directors to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(I) The relevant proposal on engagement or dismissal shall be sent to the accounting firm proposed to be engaged or proposing to leave the post or the firm which has left the post in the relevant accounting year before the issuance of the notice of general meeting of shareholders.</p> <p>Leaving herein shall include leaving by dismissal, resignation and retirement.</p> <p>(II) If the accounting firm which is about to leave the post makes a written statement, and requires the Company to inform the shareholders of its statement, unless the time of receiving such written statement is too late, the Company shall adopt the following measures:</p> <ol style="list-style-type: none"> 1. state in the notice of meeting issued for making resolutions that the accounting firm which is about to leave the post has made a statement; and 2. send a duplicate copy of such statement as the annex of the notice to shareholders by the ways stipulated in the Articles of Association. <p>(III) If the Company fails to send the statement of the relevant accounting firm according to the above provisions of item (II), the accounting firm may ask the statement be read at the general meeting of shareholders and make further appeal.</p> <p>(IV) An accounting firm about to leave the post shall have the right to attend the following meetings:</p>	Delete

Original Content	Amended Content
<p>1. general meeting of shareholders at which its tenure shall expire;</p> <p>2. general meeting of shareholders at which the vacancy due to its dismissal is to be filled up; and</p> <p>3. general meeting of shareholders convened due to its resignation from its post</p> <p>The accounting firm about to leave the post shall have the right to receive all notices of the aforesaid meetings or other information in relation to the meetings and give speeches at the aforesaid meetings with regard to matters involving its duties as the previous accounting firm appointed by the Company.</p>	
<p>Article 190 Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall have the right to make representations at the general meeting of shareholders. Where the accounting firm resigns its post, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>(I) The accounting firm may resign its office by depositing at the Company's legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:</p> <p>1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>2. a statement of any such circumstances.</p> <p>(II) Where a notice is deposited under Clause (I) of this Article, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under Clause (I) 2 of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also make a copy of such statement to every holders of overseas listed shares. A copy of such statement may also be made available to holders of overseas listed shares through the Company's website and in the manner as prescribed in the Listing Rules from time to time, subject to compliance with laws, administrative regulations and the listing rules of the stock exchange on which the Company's shares are listed.</p> <p>(III) If the resignation notice of an accounting firm contains any statement mentioned in Clause (I) 2 of this Article, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation on relevant matters about its resignation.</p>	Delete

APPENDIX II

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Content	Amended Content
CHAPTER 20 NOTICES	CHAPTER 11 NOTICES AND ANNOUNCEMENTS
Newly added	Section 1 Notices
Article 191 Notices of the Company can be issued via the following methods:	Article 194 Notices of the Company can be issued via the following methods:
(I) by courier;	(I) by courier;
(II) by mail;	(II) by mail;
(III) by facsimile or email;	(III) by facsimile or email;
(IV) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange in accordance with laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed;	(IV) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange in accordance with laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed;
(V) by an announcement;	(V) by an announcement;
(VI) by any other methods as agreed between the Company and the addressee or as accepted by the addressee after the notice is received; or	(VI) by any other methods as agreed between the Company and the addressee or as accepted by the addressee after the notice is received; or
(VII) any other methods approved by the relevant regulatory bodies of the place of listing of the Company's shares or required by the Articles of Association.	(VII) any other methods approved by the relevant regulatory bodies of the place of listing of the Company's shares or required by the Articles of Association.
Unless otherwise stated, the "announcement" referred to in the Articles of Association shall mean, as to the announcements published to the holder of Domestic Shares and holders of unlisted foreign shares or the announcements required to be published in the PRC according to the relevant requirements and the Articles of Association, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations or designated by the securities authority of the State Council; in respect of announcements made to the holders of overseas listed shares or announcements that are required to be made within Hong Kong in accordance with relevant regulations and the Articles of Association, such announcements must be published and issued on the website of the Hong Kong Stock Exchange as stipulated under the Main Board Listing Rules. These Articles shall not prohibit the Company to deliver notice to shareholders whose registered addresses are outside Hong Kong.	Unless otherwise stated, the "announcement" referred to in the Articles of Association shall mean, as to the announcements published to the holder of Domestic Shares and holders of unlisted foreign shares or the announcements required to be published in the PRC according to the relevant requirements and the Articles of Association, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations or designated by the securities authority of the State Council; in respect of announcements made to the holders of overseas listed shares or announcements that are required to be made within Hong Kong in accordance with relevant regulations and the Articles of Association, such announcements must be published and issued on the website of the Hong Kong Stock Exchange as stipulated under the Main Board Listing Rules. These Articles shall not prohibit the Company to deliver notice to shareholders whose registered addresses are outside Hong Kong.

Original Content	Amended Content
	<p>The Company shall make available corporate communications to shareholders in the manner required and permitted under the Hong Kong Listing Rules. The aforesaid corporate communications refer to any documents issued or to be issued by the Company for the reference or action of any H Shareholders of the Company or other persons as required by the Hong Kong Listing Rules, including but not limited to: 1. the Company's annual report (including the Directors' report, the Company's annual accounts, the audit report, and the summarized financial report (if applicable)); 2. the Company's interim report and summarized interim report (if applicable); 3. notice of meetings; 4. listing documents; 5. circulars; 6. proxy form (which has the meaning ascribed to it by the listing rules of the stock exchange where the Company's shares are listed).</p>
Newly added	<p>Article 195 Where the notice of the Company is served by way of announcement, all relevant persons shall be deemed to have received the notice upon the publication of the announcement.</p>
Newly added	<p>Article 196 For notices of the Company served by personal delivery, the recipient shall sign (or seal) on the delivery receipt and the date of signature affixed by the recipient shall be deemed as the date of service. For notices delivered by post, the fourth business day commencing from the date on which the notice is submitted to the post office for delivery shall be deemed as the date of service. For notices served by announcement, the first date of publishing the announcement shall be deemed as the date of service.</p>
Newly added	<p>Article 197 The accidental omission to give the notice of general meeting to, or the non-receipt of the notice of general meeting by, any persons entitled to receive such notice shall not invalidate the meeting and the resolutions at that meeting.</p>
<p>Article 192 Unless otherwise stated in the Articles of Association, the various types of corporate communication in the preceding clause shall apply to the meeting notices of the general meeting, board meetings and the meetings of the board of supervisors convened by the Company.</p>	Delete
Newly added	<p>Section 2 Announcements</p>
Newly added	<p>Article 198 If an announcement is to be made to H Shareholders in accordance with these Articles of Association, such announcement shall also be published on the designated website and/or the Company's website in the manner prescribed by the Hong Kong Listing Rules. All notices or other documents which shall be submitted by the Company to the Hong Kong Stock Exchange shall be written in English.</p>

Original Content	Amended Content
Article 193 If the listing rules of the stock exchange where the Company's shares are listed stipulate that the Company send, post, distribute, announce or otherwise provide relevant documents of the Company in English and Chinese, if the Company has made appropriate arrangement to confirm whether the shareholders hope to receive only the English version or the Chinese version, the Company may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders within the range allowed by the applicable laws and regulations and pursuant to the applicable laws and regulations.	Article 199 If the listing rules of the stock exchange where the Company's shares are listed stipulate that the Company send, post, distribute, announce or otherwise provide relevant documents of the Company in English and Chinese, if the Company has made appropriate arrangement to confirm whether the shareholders hope to receive only the English version or the Chinese version, the Company may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders within the range allowed by the applicable laws and regulations and pursuant to the applicable laws and regulations.
CHAPTER 21 MERGER AND DIVISION OF THE COMPANY	CHAPTER 12 <u>MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION</u>
Newly added	Section 1 <u>Merger, Division, Capital Increase and Capital Reduction</u>
Article 194 For a merger or division of the Company, the Board shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted according to procedures specified in the Articles of Association. Shareholders who oppose the Company's merger or division plans shall have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders to inspect. With regard to holders of overseas listed shares, the aforesaid documents shall also be sent out by mail.	Delete

Original Content	Amended Content
<p>Article 195 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the case of a merger of the Company, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's merger resolution which is passed and shall publish a public notice in newspaper within 30 days of the date of the Company's division resolution.</p> <p>After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.</p>	<p>Article 200 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p><u>A merger by absorption shall refer to that a company absorbs another company, and the company being absorbed shall be dissolved. A merger by establishment of a new company shall refer to that a new company is established as a result of a merger of two or more companies, and the companies being merged shall be dissolved.</u></p> <p>Article 201 In the case of a merger of the Company, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's merger resolution which is passed and shall publish a public notice in newspaper <u>or National Enterprise Credit Information Publicity System</u> within 30 days of the date of the Company's division resolution.</p> <p><u>A creditor may, within 30 days from the date of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within 45 days from the date of the notice, demand the Company to repay its debts or provide a corresponding guarantee.</u></p> <p>After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.</p>
<p>Article 196 In the case of a division of the Company, its assets shall be divided accordingly.</p> <p>In the case of a division of the Company, the parties to the division shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's division resolution which is passed and shall publish a public notice in newspaper within 30 days of the date of the Company's merger resolution.</p> <p>Debts of the Company prior to the division shall be assumed by the companies which exist after the division, except otherwise agreed in the written agreement in respect of debt service reached between the Company and the creditor prior to the division.</p>	<p>Article 202 In the case of a division of the Company, its assets shall be divided accordingly.</p> <p>In the case of a division of the Company, the parties to the division shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's division resolution which is passed and shall publish a public notice in newspaper <u>or National Enterprise Credit Information Publicity System</u> within 30 days of the date of the Company's merger resolution.</p> <p>Debts of the Company prior to the division shall be assumed by the companies which exist after the division, except otherwise agreed in the written agreement in respect of debt service reached between the Company and the creditor prior to the division.</p>

Original Content	Amended Content
Newly added	<p>Article 203 When the Company reduces its registered capital, it must draw up a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within 10 days from the date of the Company's resolution for reduction of registered capital passed at the shareholders' general meeting and shall publish a notice in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution. A creditor has the right within 30 days from the date of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within 45 days from the date of the notice, to demand the Company to repay its debts or provide a corresponding guarantee for repayment of such debt.</p> <p>The Company's registered capital after reduction shall not be less than the statutory minimum amount.</p>
<p>Article 197 Where a merger or division of the Company involves changes in registered items, such changes shall be registered according to laws with the company registration authority; if the Company is dissolved, its deregistration shall be carried out according to laws; where a new company is incorporated, the registration of the incorporation of the company shall be carried out according to laws.</p>	<p>Article 204 Where a merger or division of the Company involves changes in registered items, such changes shall be registered according to laws with the company registration authority; if the Company is dissolved, its deregistration shall be carried out according to laws; where a new company is incorporated, the registration of the incorporation of the company shall be carried out according to laws.</p> <p>Where the Company increase or decrease its registered capital, such changes shall be registered according to laws with the company registration authority.</p>
<p>CHAPTER 22 DISSOLUTION AND LIQUIDATION OF THE COMPANY</p>	<p>Section 2 <u>Dissolution and Liquidation</u></p>

Original Content	Amended Content
<p>Article 198 The Company shall be dissolved and liquidated according to the laws upon the occurrence of the following events:</p> <p>(I) the term of business operation expires;</p> <p>(II) special resolution on dissolution is passed by Shareholders at a general meeting;</p> <p>(III) dissolution is necessary due to a merger or division of the Company;</p> <p>(IV) the Company's business license is revoked or it is ordered to close down or it is cancelled according to law;</p> <p>(V) the Company is legally declared insolvent due to its failure to repay due debts;</p> <p>(VI) the Company is ordered to close down according to laws due to it violates the laws and administrative regulations;</p> <p>(VII) where the Company gets into serious trouble in operations and management and its continuation may cause substantial loss to the interests of its shareholders, and no solution can be found through any other channel, shareholders representing 10% or more of the total voting rights of the Company may request the people's court to dissolve the Company.</p>	<p>Article 205 The Company shall be dissolved and liquidated according to the laws upon the occurrence of the following events <u>for any of the following reasons:</u></p> <p>(I) the term of business operation <u>set out in the Articles of Association has expired</u> or other events of dissolution specified in the Articles of Association have occurred;</p> <p>(II) special resolution on dissolution is passed by Shareholders at a general meeting;</p> <p>(III) dissolution is necessary due to a merger or division of the Company;</p> <p>(IV) the Company's business license is revoked or it is ordered to close down or it is cancelled according to law;</p> <p>(V) the Company is legally declared insolvent due to its failure to repay due debts;</p> <p>(VI) the Company is ordered to close down according to laws due to it violates the laws and administrative regulations;</p> <p>(VII) where the Company gets into serious trouble in operations and management and its continuation may cause substantial loss to the interests of its shareholders, and no solution can be found through any other channel, shareholders representing 10% or more of the total voting rights of the Company may request the people's court to dissolve the Company.</p> <p><u>If the Company encounters the grounds for dissolution as stipulated in the preceding paragraph, it shall publicly announce the grounds for dissolution through the National Enterprise Credit Information Publicity System within 10 days.</u></p>

Original Content	Amended Content
<p>Article 199 Where the Company is dissolved by virtue of the reasons set out in item (I), (II), (IV) and (VII) of Article 195 of the Articles of Association, the Company shall establish a liquidation group, the members of which shall be determined by way of ordinary resolution at the general meeting, within 15 days commencing from the date on which the events being the grounds for dissolution has been occurred to start liquidation process. The members of the liquidation group shall be composed of persons selected by Directors or decided at shareholders' general meeting. If no liquidation group has been established to conduct liquidation within the time limit, the creditors may request the People's Court to designate the relevant personnel to form a liquidation group to conduct liquidation.</p> <p>If the Company is dissolved pursuant to (V) above, the People's Court shall order a liquidation committee which is established by the shareholders, relevant bodies and professionals pursuant to the requirements of the relevant laws to perform the liquidation.</p> <p>If the Company is dissolved pursuant to (VI) above, the relevant competent authorities shall order a liquidation committee which is established by the shareholders, relevant bodies and professionals to perform the liquidation.</p>	<p>Article 206 <u>In the event of paragraph (I) of Article 205 hereof, the Company may may carry on its existence by amending the Articles of Association. Amendments to the Articles of Association in accordance with the preceding paragraph shall be approved by more than two-thirds of the voting rights held by shareholders present at the general meeting.</u></p> <p>Where the Company is dissolved by virtue of the reasons set out in item (I), (II), (IV) and (VII)(V) of Article 195205 of the Articles of Association, the Company shall establish a liquidation group, the members of which shall be determined by way of ordinary resolution at the general meeting, within 15 days commencing from the date on which the events being the grounds for dissolution has been occurred to start liquidation process. The members of the liquidation group shall be composed of persons selected by Directors or decided at shareholders' general meeting. If no liquidation group has been established to conduct liquidation within the time limit, the creditors may request the People's Court to designate the relevant personnel to form a liquidation group to conduct liquidation.</p> <p>If the Company is dissolved pursuant to (V) above, the People's Court shall order a liquidation committee which is established by the shareholders, relevant bodies and professionals pursuant to the requirements of the relevant laws to perform the liquidation.</p> <p>If the Company is dissolved pursuant to (VI) above, the relevant competent authorities shall order a liquidation committee which is established by the shareholders, relevant bodies and professionals to perform the liquidation.</p>
<p>Article 200 Where the Board decides to liquidate the Company due to causes other than where the Company has declared that it is insolvent, the Board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board is of the opinion that the Company will be able to pay all its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution for the liquidation of the Company, all functions and powers of the Board shall cease.</p> <p>The liquidation group shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the group's receipts and payments, the business of the Company and the progress of the liquidation, and to present a final report to the shareholders general meeting on completion of the liquidation.</p>	Delete

Original Content	Amended Content
<p>Article 201 During the liquidation period, the liquidation group shall exercise the following functions and powers:</p> <p>(I) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;</p> <p>(II) to notify all creditors by notice or public announcements;</p> <p>(III) to dispose of and liquidate any relevant unfinished business matters of the Company;</p> <p>(IV) to pay all outstanding taxes and taxes occurred during liquidation process;</p> <p>(V) to settle claims and debts;</p> <p>(VI) to deal with assets remaining after the Company's debts having been paid in full;</p> <p>(VII) to represent the Company in any civil proceedings.</p>	<p>Article 207 During the liquidation period, the liquidation group shall exercise the following functions and powers:</p> <p>(I) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;</p> <p>(II) to notify all creditors by notice or public announcements;</p> <p>(III) to dispose of and liquidate any relevant unfinished business matters of the Company;</p> <p>(IV) to pay all outstanding taxes and taxes occurred during liquidation process;</p> <p>(V) to settle claims and debts;</p> <p>(VI) to deal with assets remaining after the Company's debts having been paid in full;</p> <p>(VII) to represent the Company in any civil proceedings.</p>
<p>Article 202 The liquidation group shall within ten days of its establishment send a notice to creditors, and within 60 days of its establishment make a public announcement in a newspaper. The creditors shall report their claims to the liquidation group within thirty days of the receipt of the notification, or in the event that no such notification is received, within forty-five days of the date of the first published announcement.</p> <p>When the creditors report their claims, they shall explain clearly relevant matters regarding the claims and provide supporting evidence. The liquidation group shall register the claims.</p> <p>The liquidation group may not reimburse any such creditor during the period of such creditor's claim.</p>	<p>Article 208 The liquidation group shall within ten days of its establishment send a notice to creditors, and within 60 days of its establishment make a public announcement in a newspaper or National Enterprise Credit Information Publicity System. The creditors shall report their claims to the liquidation group within thirty days of the receipt of the notification, or in the event that no such notification is received, within forty-five days of the date of the first published announcement.</p> <p>When the creditors report their claims, they shall explain clearly relevant matters regarding the claims and provide supporting evidence. The liquidation group shall register the claims.</p> <p>The liquidation group may not reimburse any such creditor during the period of such creditor's claim.</p>

Original Content	Amended Content
<p>Article 203 The liquidation group shall, after examining the Company's assets, preparing the balance sheets and an inventory of assets, formulate a liquidation plan and present it to the general meeting or the relevant governing authority for confirmation.</p> <p>The assets of the Company shall be distributed in the following order: the liquidation expenses, paying wages, social insurance contributions and statutory compensation of the Company's employees; taxes owed by the Company; the debts of the Company.</p> <p>After the assets are applied by the Company to settle debts in accordance with the above provisions, the remaining assets shall be distributed to the shareholders according to the class of shares held by them and the proportion of their shareholdings.</p> <p>During the liquidation period, the Company shall not engage in any new business activities.</p>	<p>Article 209 The liquidation group shall, after examining the Company's assets, preparing the balance sheets and an inventory of assets, formulate a liquidation plan and present it to the general meeting or the relevant governing authority <u>People's Court</u> for confirmation.</p> <p>The assets of the Company shall be distributed in the following order: the liquidation expenses, paying wages, social insurance contributions and statutory compensation of the Company's employees; taxes owed by the Company; the debts of the Company.</p> <p>After the assets are applied by the Company to settle debts in accordance with the above provisions, the remaining assets shall be distributed to the shareholders according to the class of shares held by them and the proportion of their shareholdings.</p> <p>During the liquidation period, the Company shall not engage in any new business activities.</p> <p><u>Before the settlement of repayments as provided in the preceding article has been made, the Company's properties shall not be distributed to shareholders.</u></p>
<p>Article 204 If the liquidation group, having examined the Company's assets and having prepared a balance sheet and assets list, discovers that the Company's assets are insufficient to pay its debts in full, it shall immediately apply to the People's Court for a declaration of insolvency.</p> <p>After the People's Court has declared the Company insolvent, the company's liquidation group shall turn over any matters regarding the liquidation to the People's Court.</p>	<p>Article 210 If the liquidation group, having examined the Company's assets and having prepared a balance sheet and assets list, discovers that the Company's assets are insufficient to pay its debts in full, it shall immediately apply to the People's Court for a declaration of insolvency <u>in accordance with law</u>.</p> <p>After the People's Court has declared the Company insolvent, the company's liquidation group shall turn over any matters regarding the liquidation to the People's Court.</p>
<p>Article 205 Following the completion of liquidation, the liquidation group shall prepare a report on liquidation and a statement of the receipts and payments and financial books during the period of liquidation, which shall be examined and verified by the PRC certified public accountants and submitted to the shareholders' general meeting or the People's Court for confirmation. The liquidation group shall also within 30 days after such confirmation, submit the preceding documents to the company registration authority and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</p>	<p>Article 211 Following the completion of liquidation, the liquidation group shall prepare a report on liquidation and a statement of the receipts and payments and financial books during the period of liquidation, which shall be examined and verified by the PRC certified public accountants and submitted to the shareholders' general meeting or the People's Court for confirmation. The liquidation group shall also within 30 days after such confirmation, submit the preceding documents to the company registration authority and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</p>

Original Content	Amended Content
Newly added	<p>Article 212 The members of the liquidation group shall discharge their duties in good faith and perform their liquidation obligations in accordance with the law.</p> <p>Members of the liquidation group shall not abuse their functions and powers to accept bribes or other unlawful income, nor shall they misappropriate the Company's properties.</p> <p>Members of the liquidation group shall be liable for compensation for any losses caused to the Company or creditors due to intentional misconduct or gross negligence.</p>
CHAPTER 23 AMENDMENT TO THE ARTICLES OF ASSOCIATION	CHAPTER 13 AMENDMENT TO THE ARTICLES OF ASSOCIATION
Article 206 The Company may, in accordance with provisions contained in relevant laws, administrative regulations and the Articles of Association, amend its Articles of Association.	<p>Article 213—The Company may, in accordance with provisions contained in relevant laws, administrative regulations and the Articles of Association, amend its Articles of Association.</p> <p>In the event of any of the following circumstances, the Company shall amend its Articles of Association:</p> <p>(I) where, after the Company Law or relevant laws, administrative regulations, and regulations related to the supervision of listed companies are revised, the matters stipulated in the Articles of Association are in conflict with such revised laws, administrative regulations, and regulations related to the supervision of listed companies;</p> <p>(II) where any change in the Company causes inconsistency with those contained in the Articles of Association.</p> <p>(III) where the shareholders' general meeting decides to amend the Articles of Association.</p>
Article 207 The Articles of Association shall be amended according to the following procedures:	Article 214 The Articles of Association shall be amended according to the following procedures:
(I) the Board shall approve a resolution to amend the Articles of Association, and prepare the proposed amendments;	(I) the Board shall approve a resolution to amend the Articles of Association, and prepare the proposed amendments;
(II) the Board shall convene a general meeting to vote on the amendments to the Articles of Association in general meeting;	(II) the Board shall convene a general meeting to vote on the amendments to the Articles of Association in general meeting;
(III) The amendments to the Articles of Association are passed by way of a special resolution approved by the general meeting;	(III) The amendments to the Articles of Association are passed by way of a special resolution approved by the general meeting;
(IV) The Company shall submit the revised articles of association to the company registration authority for filing.	(IV) The Company shall submit the revised articles of association to the company registration authority for filing.

Original Content	Amended Content
Article 208 Where the amendments to the Articles of Association involving the contents of the “Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas” (“Mandatory Provisions”) shall become effective upon approvals by the company approval authorities of the State Council and the securities commission of the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.	Article 215 Should the amendment to the Articles of Association passed by resolutions at the shareholders’ general meeting is subject to the approval by the competent authorities, it shall be reported to the competent authorities for approval Where the amendments to the Articles of Association involving the contents of the “Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas” (“Mandatory Provisions”) shall become effective upon approvals by the company approval authorities of the State Council and the securities commission of the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.
Newly added	Article 216 The Board shall amend these Articles of Association in accordance with the resolutions of the shareholders’ general meeting and the approval opinions of the competent authorities on any amendment hereto.
Newly added	Article 217 Any amendment to the Articles of Association shall be subject to announcement if so required by the laws and regulations.
CHAPTER 24 SETTLEMENT OF DISPUTES	Delete
<p>Article 209 The Company shall observe the following rules to settle disputes:</p> <p>(I) If any dispute or claim on the affairs of the Company in performing the rights and obligations provided for in the Articles of Association, the Company Law or other relevant laws and administrative regulations arises between a holder of overseas listed shares and the Company, between a holder of overseas listed shares and a director, supervisor or senior management officers of the Company or between a holder of overseas listed shares and a holder of domestic shares and unlisted foreign shares, the parties concerned shall submit the dispute or claim to arbitration.</p> <p>Where a dispute or claim involves the above parties, the entire claim or dispute must be referred to arbitration and all persons (being the Company or shareholders, directors, supervisors or senior management officers of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by arbitration.</p> <p>Disputes regarding definition of shareholders and registration of members may be resolved other than by way of arbitration.</p>	Delete

Original Content	Amended Content
<p>(II) The claimant may refer the arbitration to either the China International Economic Centre in accordance with its arbitration rules, and may also refer the arbitration to the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>If the claimant refers the arbitration to the Hong Kong International Arbitration Centre, either party may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) Unless otherwise provided in the laws and administrative regulations, any disputes or claims arising out of item (I) above shall be resolved in accordance with the laws of the People's Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan).</p> <p>(IV) The decision made by the arbitral body shall be final and conclusive, and shall be binding on the parties.</p>	
CHAPTER 25 SUPPLEMENTARY PROVISIONS	CHAPTER 14 SUPPLEMENTARY PROVISIONS
<p>Article 210 Reference to the term “Certified Public Accountants Firm” herein shall have the same meaning as ascribed to the term “Auditors”.</p> <p>A “de facto controller” referred to in the Articles of Association refers to a person who is not a shareholder of the Company, but may actually affect the actions of the Company through investment relationship, agreements or other arrangements.</p> <p>“The above”, “within”, “the following” as referred to in the Articles of Association are inclusive of the stated figure, while “over”, “other than” are not inclusive of the stated figure.</p>	<p>Article 218 Reference to the term “Certified Public Accountants Firm” herein shall have the same meaning as ascribed to the term “Auditors”.</p> <p><u>Definitions:</u></p> <p><u>(I) The controlling shareholder(s) shall refer to a shareholder the ordinary shares (including preferred shares with restored voting right) held by whom account for more than fifty percent of the total share capital of the Company or a shareholder who holds less than fifty percent of the same but by whom the voting powers attached to the shares held is enough to impose significant impact on the resolution of the shareholders’ general meeting.</u></p> <p><u>(II) A de facto controller referred to in the Articles of Association refers to a person who is not a shareholder of the Company, but may actually affect the actions of the Company through investment relationship, agreements or other arrangements.</u></p> <p><u>(III) The related-party relationship shall refer to the relationship between the controlling shareholders, de facto controller, directors, supervisors, and senior management of the Company and the enterprise directly or indirectly controlled thereby and any other relationship that may lead to the transfer of any interest of the Company. However, enterprises controlled by the State do not have a related-party relationship with one another simply because they are under the control of the State.</u></p> <p>“The above”, “within”, “the following” as referred to in the Articles of Association are inclusive of the stated figure, while “over”, “other than” are not inclusive of the stated figure.</p>

Original Content	Amended Content
Newly added	Article 219 Subject to the provisions hereof, the Board may formulate detailed rules for implementation of these Articles of Association, provided that such detailed rules shall not conflict with the provisions hereof.
Article 211 The Articles of Association is prepared in Chinese, the Chinese shall prevail in case of any discrepancies between the Chinese version and any other language version of the Articles of Association.	Article 220 The Articles of Association is prepared in Chinese, the <u>latest Chinese version of the Articles of Association approved by and registered with the authorities for company registration</u> shall prevail in case of any discrepancies between the Chinese version and any other language version of the Articles of Association.
Article 212 The Articles of Association shall be interpreted by the Board of the Company.	Article 221 The Articles of Association shall be interpreted by the Board of the Company.
Article 213 Appendixes to the Articles of Association include the rules and procedures of shareholders' general meetings, the rules and procedures of Board meetings and the rules and procedures of the supervisory committee.	Article 222 Appendixes to the Articles of Association include the rules and procedures of shareholders' general meetings, the rules and procedures of Board meetings and the rules and procedures of the supervisory committee.
Article 214 Upon approval at general meeting, the Articles of Association will become effective from the date on which listing and trading of overseas-listed foreign-invested shares (H shares) issued by the Company commences on the Hong Kong Stock Exchange. If these Articles are not consistent with, contravene or in conflict with any applicable laws, regulations or the Main Board Listing Rules, the provisions of relevant laws and regulations and the Main Board Listing Rules shall prevail and these Articles shall be amended in due course.w	Article 223 <u>Upon approval at general meeting, the Articles of Association will become effective.</u> Upon approval at general meeting, the Articles of Association will become effective from the date on which listing and trading of overseas-listed foreign-invested shares (H shares) issued by the Company commences on the Hong Kong Stock Exchange. If these Articles are not consistent with, contravene or in conflict with any applicable laws, regulations or the Main Board Listing Rules, the provisions of relevant laws and regulations and the Main Board Listing Rules shall prevail and these Articles shall be amended in due course.

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Details of the proposed amendments to the Rules of Procedure of General Meetings are as follows:

Original content	Amended content
<p>Article 4 The shareholders' general meeting is the authority of the Company and shall exercise the following functions and powers in accordance with the laws:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(2) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(3) to consider and approve the reports of the Board;</p> <p>(4) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company's proposed annual financial budgets and final account plans;</p> <p>(6) to consider and approve the Company's profit distribution plans and loss recovery plans;</p> <p>(7) to resolve on the increase or reduction of the Company's registered capital;</p> <p>(8) to resolve on the issuance of debentures, any kind of stocks, warrants and other similar securities by the Company;</p> <p>(9) to resolve on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the company;</p> <p>(10) to amend the Articles of Association;</p> <p>(11) to consider the motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;</p> <p>(12) to resolve on the engagement, re-appointment or termination of engagement of the accounting firms of the Company;</p> <p>(13) to resolve on the guarantee matters specified in these rules of procedure;</p>	<p>Article 4 The shareholders' general meeting is the authority of the Company and shall exercise the following functions and powers in accordance with the laws:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(21) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(32) to consider and approve the reports of the Board;</p> <p>(43) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company's proposed annual financial budgets and final account plans;</p> <p>(64) to consider and approve the Company's profit distribution plans and loss recovery plans;</p> <p>(75) to resolve on the increase or reduction of the Company's registered capital;</p> <p>(86) to resolve on the <u>public issuance of shares, non-public issuance of shares</u>, issuance of debentures, issuance of any kind of stocks, warrants and other similar securities by the Company;</p> <p>(97) to resolve on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the company;</p> <p>(108) to amend the Articles of Association;</p> <p>(11) to consider the motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;</p> <p>(129) to resolve on the engagement, re-appointment or termination of engagement of the accounting firms of the Company;</p> <p>(1310) to resolve on the guarantee matters specified in these rules of procedure <u>the Articles of Association;</u></p>

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
(14) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;	(14 1) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;
(15) to consider and approve the share incentive scheme;	(12) to consider and approve changes in the use of raised fund;
(16) to resolve the repurchase of the Company's Shares;	(15 3) to consider and approve <u>the implementation plans of long-term incentive mechanisms such as the share incentive scheme and the employee share ownership scheme;</u>
(17) to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at general meetings;	(16 4) to resolve the repurchase of the Company's Shares;
(18) to consider other matters as required by the listing rules of the stock exchange on which the Company's shares are listed.	(17) to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at general meetings;
The shareholders' general meeting may authorize or delegate the Board of Directors to deal with matters as authorized and delegated at the shareholders' general meeting provided that the laws, regulations and the mandatory provisions of relevant laws and regulations of the place of listing are observed.	(18) to consider other matters as required by the listing rules of the stock exchange on which the Company's shares are listed.
	<u>(15) to consider other matters that should be decided by the shareholders' meeting as stipulated in the laws, administrative regulations, departmental regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association.</u>
	<u>The shareholders' meeting may authorize the board of directors to resolve on the issuance of corporate bonds.</u>
	The shareholders' meeting may authorize or delegate the Board of Directors to deal with matters as authorized and delegated at the shareholders' general meeting provided that the laws, regulations and the mandatory provisions of relevant laws and regulations of the place of listing are observed.

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
<p>Article 7 The location of the shareholders' general meeting shall be the registered address of the Company or such other place as specified in the notice of the general meeting.</p> <p>The shareholders' general meeting shall be held in a venue and conducted in the form of an on-site meeting. The Company may also provide facilities for shareholders to participate in the shareholders' general meeting through the internet or other means in accordance with relevant regulations. Shareholders who participate in the shareholders' general meeting in the manner described above shall be deemed to be present.</p>	<p>Article 7 The location of the shareholders' general meeting shall be the registered address of the Company or such other place as specified in the notice of the general meeting.</p> <p>The shareholders' general meeting shall be held in a venue and conducted in the form of an on-site meeting. <u>Under the premise of ensuring the legality and validity of the shareholders' meeting, the Company may set up other forms and means of participation in the shareholders' meeting, including but not limited to the means of electronic communication.</u> The Company may also provide facilities for shareholders to participate in the shareholders' general meeting through the internet or other means in accordance with relevant regulations. Shareholders who participate in the shareholders' general meeting in the manner described above shall be deemed to be present.</p>
<p>Article 12 Convening of an extraordinary general meeting or a class meeting requested by shareholder shall be proceeded in accordance with the procedures set forth below:</p> <p>(1) Shareholders who individually or jointly hold more than 10% of the shares of the Company can sign one or several copies of written requests in the same form and content to request the Board to convene an extraordinary general meeting or a class meeting, and state the proposals for the meeting. The Board of Directors shall provide written feedback on whether to agree or disagree to convene an extraordinary general meeting of shareholders or a class meeting within 10 days after receiving the proposal, in accordance with the provisions of laws, administrative regulations and the Articles of Association.</p> <p>(2) If the Board of Directors agrees to convene an extraordinary general meeting or a class meeting, it will issue a notice for the convening of the shareholders' general meeting or class meeting within 5 days after the board resolution is made. Any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholders.</p>	<p>Article 12 Convening of an extraordinary general meeting or a class meeting requested by shareholder shall be proceeded in accordance with the procedures set forth below:</p> <p>(1) Shareholders who individually or jointly hold more than 10% <u>(including 10%)</u> of the shares of the Company can sign one or several copies of written requests in the same form and content to request the Board to convene an extraordinary general meeting or a class meeting, and state the proposals for the meeting. The Board of Directors shall provide written feedback on whether to agree or disagree to convene an extraordinary general meeting of shareholders or a class meeting within 10 days after receiving the proposal <u>above-mentioned written request, in accordance with the provisions of laws, administrative regulations and the Articles of Association.</u> <u>The shareholding referred to above shall be calculated as of the day on which the written request is made.</u></p> <p>(2) If the Board of Directors agrees to convene an extraordinary general meeting or a class meeting, it will issue a notice for the convening of the shareholders' general meeting or class meeting within 5 days after the board resolution is made. Any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholders.</p>

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
(3) If the Board of Directors does not agree to convene an extraordinary general meeting or class meeting or fails to provide feedback within 10 days after receiving the proposal, shareholders individually or jointly holding over 10% of the Company's shares have the right to propose to the Supervisory Committee to convene an extraordinary general meeting and shall submit such proposal in writing to the Supervisory Committee.	(3) If the Board of Directors does not agree to convene an extraordinary general meeting or class meeting or fails to provide feedback within 10 days after receiving the proposal, shareholders individually or jointly holding over 10% of the Company's shares making the request have the right to propose to the Supervisory Committee to convene an extraordinary general meeting and shall submit such proposal in writing to the Supervisory Committee.
(4) If the Supervisory Committee agrees to convene an extraordinary general meeting or a class meeting, a notice for the convening of the shareholders' general meeting or class meeting shall be issued within 5 days after receiving the request, and any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholders.	(4) If the Supervisory Committee agrees to convene an extraordinary general meeting or a class meeting , a notice for the convening of the shareholders' general meeting or class meeting shall be issued within 5 days after receiving the request, and any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholders.
(5) If the Supervisory Committee fails to issue a notice for the shareholders' general meeting or class meeting within the stipulated time, it shall be deemed that the Supervisory Committee does not convene and preside over the shareholders' general meeting or class meeting. Shareholders holding more than 10% of the company's shares individually or collectively for more than 90 consecutive days (hereinafter referred to as the "Convening Shareholders") may convene and preside over the meeting by themselves.	(5) If the Supervisory Committee fails to issue a notice for the shareholders' general meeting or class meeting within the stipulated time, it shall be deemed that the Supervisory Committee does not convene and preside over the shareholders' general meeting or class meeting . Shareholders holding more than 10% <u>(10% included)</u> of the company's shares individually or collectively for more than 90 consecutive days (hereinafter referred to as the "Convening Shareholders") may convene and preside over the meeting by themselves.
Article 13 If the Supervisory Committee or the Convening Shareholders decide to convene a shareholders' general meeting by themselves in accordance with Article 12 of these rules of procedure, they must notify the Board of Directors in writing and concurrently file with the local branch of the State Council's securities regulatory authority and the securities exchange where the Company's shares are listed in accordance with relevant provisions.	Article 13 If the Supervisory Committee or the Convening Shareholders decide to convene a shareholders' general meeting by themselves in accordance with Article 12 of these rules of procedure , they must notify the Board of Directors in writing and concurrently file with the local branch of the State Council's securities regulatory authority and the securities exchange where the Company's shares are listed in accordance with relevant provisions .
Before the announcement of the resolutions of the general meeting, the proportion of shares held by the Convening Shareholders shall not be less than 10%.	Before the announcement of the resolutions of the general meeting, the proportion of shares held by the Convening Shareholders shall not be less than 10%. <u>The Supervisory Committee or the Convening Shareholders shall submit the relevant supporting documents in accordance with the rules of the place where the shares are listed when issuing the notice of the shareholders' meeting and the announcement of the resolution of the shareholders' meeting.</u>

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
<p>Article 15 The content of the proposal shall fall within the scope of the duty of the shareholders' general meeting, have clear issues and specific matters to be resolved, and comply with the relevant provisions of laws, administrative regulations and the Articles of Association. Proposals shall be submitted or delivered to the Board of Directors in writing.</p>	<p>Article 15 The content of the proposal shall fall within the scope of the duty of the shareholders' general meeting, have clear issues and specific matters to be resolved, and comply with the relevant provisions of laws, administrative regulations and the Articles of Association. Proposals shall be submitted or delivered to the Board of Directors in writing.</p>
<p>Article 16 When the Company convenes a shareholders' general meeting, the Board of Directors, the Supervisory Committee and the shareholders individually or jointly holding more than 3% (including 3%) of the shares of the Company are entitled to propose resolutions to the Company.</p> <p>Shareholders individually or jointly holding more than 3% of the shares of the Company are entitled to propose temporary proposals to the convener in writing 10 days before the convening of the general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting within 2 days of receiving the proposal, announcing the content of the temporary proposals. If otherwise required by the listing rules of the place where the Company's shares are listed, such requirements shall be satisfied at the same time.</p> <p>.....</p>	<p>Article 16 When the Company convenes a shareholders' general meeting, the Board of Directors, the Supervisory Committee and the shareholders individually or jointly holding more than 3% (including 3%) more than <u>1%</u> of the shares of the Company are entitled to propose resolutions to the Company.</p> <p>Shareholders individually or jointly holding more than <u>31%</u> of the shares of the Company are entitled to propose temporary proposals to the convener Board of Directors in writing 10 days before the convening of the general meeting. <u>The temporary proposal shall have clear issues and specific matters to be resolved. The convener shall issue supplementary notice of the shareholders' general meeting.</u> Board of Directors shall notify other shareholders within 2 days after receiving the proposal and announce the content of the temporary proposals in accordance with the rules of the place where the shares are listed. However, except for temporary proposals that violate the provisions of laws, administrative regulations or the Articles of Association or that do not fall within the scope of the duty of the shareholders' meeting. The Company shall not raise the shareholding ratio requirements for shareholders proposing temporary proposals.</p> <p>If otherwise required by the listing rules of the place where the Company's shares are listed, such requirements shall be satisfied at the same time.</p> <p>.....</p>

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
<p>Article 19 The notice of the shareholders' general meeting shall be made in writing and shall include the following contents:</p> <p>(1) the time, location, duration and format of the meeting;</p> <p>(2) submitting the matters and proposals for consideration at the meeting;</p> <p>(3) we shall provide such information and explanation as are necessary for the shareholders to exercise an informed judgment on the proposals before them, including (but not limited to) where a proposal is made to amalgamate the Company with another company, to repurchase shares of the Company, to reorganize the share capital or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the reasons for and consequences of such proposal must be seriously explained;</p> <p>(4) if any director, supervisor, general manager or other senior management members have a material interest in the matter to be discussed, the nature and extent of their interest shall be disclosed; if the effect of the proposed transaction on director, supervisor, general manager or other senior management members as shareholders is different from the effect on the interests of other shareholders of the same class, the difference shall be stated;</p> <p>(5) we shall contain the text of any special resolution proposed to be passed at the meeting;</p> <p>(6) we shall expressly state that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and the proxy of shareholder need not be a shareholder of the Company;</p> <p>(7) we shall specify the time and place for lodging proxy forms for the relevant meeting;</p>	<p>Article 18 The notice of the shareholders' general meeting shall be made in writing and shall include the following contents:</p> <p>(1) the time, location, duration and format of the meeting and <u>date</u> of the meeting;</p> <p>(2) submitting the matters and proposals for consideration at the meeting;</p> <p>(3) we shall provide such information and explanation as are necessary for the shareholders to exercise an informed judgment on the proposals before them, including (but not limited to) where a proposal is made to amalgamate the Company with another company, to repurchase shares of the Company, to reorganize the share capital or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the reasons for and consequences of such proposal must be seriously explained;</p> <p>(4) if any director, supervisor, general manager or other senior management members have a material interest in the matter to be discussed, the nature and extent of their interest shall be disclosed; if the effect of the proposed transaction on director, supervisor, general manager or other senior management members as shareholders is different from the effect on the interests of other shareholders of the same class, the difference shall be stated;</p> <p>(5) we shall contain the text of any special resolution proposed to be passed at the meeting;</p> <p>(6)<u>(3)</u> we shall expressly state that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him <u>all shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend and vote at the meeting,</u> and the proxy of shareholder need not be a shareholder of the Company;</p> <p>(7) we shall specify the time and place for lodging proxy forms for the relevant meeting;</p>

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
(8) the record date for shareholders entitled to attend the general meeting;	(84) the record date for shareholders entitled to attend the general meeting, <u>and the interval between the share registration date and the date of the meeting shall comply with the rules of the place where the Company's shares are listed or the requirements of the regulatory authorities;</u>
(9) the name and telephone number of the permanent contact person for conference affairs.	(95) the name and telephone number of the permanent contact person for conference affairs;
	(6) the time and procedures of voting by Internet or other means.
Article 21 Except as otherwise provided in relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and the Company's Articles of Association, the notice of a general meeting, materials or written statements shall be served on the shareholders (whether or not entitled to vote at the general meeting) by hand or by sending it through a prepaid mail or by publishing on the Company's website or by sending in other means as stipulated in the Articles of Association, with the recipient's address based on the address registered in the register of shareholders. For domestic shareholders, the notice of the shareholders' general meeting may also be made by way of announcement.	Article 20 Except as otherwise provided in relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and the Company's Articles of Association, the notice of a general meeting, materials or written statements shall be served on the shareholders (whether or not entitled to vote at the general meeting) by hand or by sending it through a prepaid mail or by publishing on the Company's website or by sending in other means as stipulated in the Articles of Association, with the recipient's address based on the address registered in the register of shareholders. The notice of a shareholders' meeting shall be served on the shareholders (whether or not entitled to vote at the meeting) by the means stipulated in the Articles of Association or by other methods permitted by the stock exchange where the Company's shares are listed. Subject to compliance with the relevant laws, regulations, normative documents and the relevant provisions of the securities regulatory authorities in the jurisdiction where the Company's shares are listed, the Company may issue the notice of the shareholders' meeting by publishing it on the websites of the Company and the Hong Kong Stock Exchange. For domestic shareholders, the notice of the shareholders' general meeting may also be made by way of announcement.

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
	<p>The notice, information or written statements of the shareholders' meeting sent to the shareholders of overseas listed shares for convening the annual shareholders' meeting shall be delivered 20 days before the date of the meeting; for convening the extraordinary shareholders' meeting, it shall be delivered 15 days before the date of the meeting in any of the following manners:</p> <p>(1) publishing at the website of the Company or websites designated by the local stock exchange where the shares of the Company are listed in accordance with applicable laws, regulations and relevant listing rules of the stock exchange where the Company's shares are listed; or</p> <p>(2) issuing in accordance with the requirements of the stock exchanges and listing rules of the places where the shares of other companies are listed.</p>
Article 23 After the issuance of the notice for a general meeting, the general meeting shall not be postponed or canceled without any proper reasons, and the proposals specified in the notice shall not be withdrawn. In case of delay or cancelation, the convener shall notify to shareholders stating the reasons at least two business days before the original meeting date.	Article 22 After the issuance of the notice for a general meeting, the general meeting shall not be postponed or canceled without any proper reasons, and the proposals specified in the notice shall not be withdrawn. In case of delay or cancelation, the convener shall <u>notify</u> <u>give a notice</u> to shareholders stating the reasons at least two business days before the original meeting date.
<p>Article 25 All shareholders whose names are on the register of members on the record date or their proxies shall have the right to attend the general meeting. And they shall exercise the corresponding right to speak and vote in accordance with the relevant laws, regulations and these rules of procedure.</p> <p>Any shareholder entitled to attend the shareholders' general meeting may attend the shareholders' general meeting in person or may appoint one or more persons (who need not be shareholders) as their proxy to attend and vote on their behalf. The shareholder's proxy may exercise the following rights in accordance with the shareholder's authorization:</p> <p>(1) the shareholder's right to speak at the general meeting;</p> <p>(2) requesting to vote either individually or jointly with others;</p> <p>(3) exercising their voting rights by show of hands or by poll; however, when more than one proxy is appointed, such proxies may only exercise voting rights by poll.</p>	<p>Article 24 All shareholders whose names are on the register of members on the record date or their proxies shall have the right to attend the general meeting. And they shall exercise the corresponding right to speak and vote <u>vote and speak</u> in accordance with the relevant laws, regulations and these rules of procedure.</p> <p>Any shareholder entitled to attend the shareholders' general meeting may attend the shareholders' general meeting in person or may appoint one or more persons (who need not be shareholders) as their proxy to attend and vote on their behalf. Shareholders may attend the shareholders' meeting in person, delegate and exercise voting rights, or appoint others (who need not be shareholders of the Company) to attend and exercise voting rights within the scope of authorization. Any shareholder entitled to attend and vote at the shareholders' general meeting has the right to appoint one or more persons (who need not be shareholders) as their proxy to attend and vote on their behalf. The shareholder's proxy may exercise the following rights in accordance with the shareholder's authorization: to exercise voting rights within the scope of authorization:</p> <p>(1) the shareholder's right to speak at the general meeting;</p> <p>(2) requesting to vote either individually or jointly with others;</p> <p>(3) exercising their voting rights by show of hands or by poll; however, when more than one proxy is appointed, such proxies may only exercise voting rights by poll.</p>

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
Article 26 Shareholders shall entrust their proxies by written instruments, which shall be made under the hand of the appointer or his agent entrusted in writing. Where the appointer is a legal person, the instrument shall be made additionally under the seal of a legal person or under the hand of its director or duly authorized agent.	Delete
<p>Article 28 The proxy form issued by a shareholder to appoint another person to attend the general meeting shall contain the following contents:</p> <p>(1) the name of the proxy;</p> <p>(2) whether he/she has voting rights;</p> <p>(3) instructions for voting in favor of, against or abstaining from on each matter to be included in the agenda of the general meeting;</p> <p>(4) the date of issuance and validity period of the proxy form;</p> <p>(5) specific instructions on whether he/she has voting rights for any temporary proposals that may be included in the agenda of the shareholders' general meeting, and if so, what type of voting rights should be exercised;</p> <p>(6) the signature (or seal) of the appointer. If the appointer is a corporate shareholder, the seal of the legal entity shall be affixed.</p>	<p>Article 26 A shareholder shall appoint a proxy in writing, and the proxy form issued by a shareholder to appoint another person to attend the general meeting shall contain the following contents:</p> <p>(1) the name of the proxy;</p> <p>(2) whether he/she has voting rights;</p> <p>(3) instructions for voting in favor of, against or abstaining from on each matter to be included in the agenda of the general meeting;</p> <p>(4) the date of issuance and validity period of the proxy form;</p> <p>(5) specific instructions on whether he/she has voting rights for any temporary proposals that may be included in the agenda of the shareholders' general meeting, and if so, what type of voting rights should be exercised;</p> <p>(6) the signature (or seal) of the appointer. If the appointer is a corporate shareholder, the seal of the legal entity shall be affixed.</p>
Article 29 Any proxy form issued to a shareholder by the Board of Directors or the convenor of the shareholders' general meeting for appointing a proxy of shareholder shall allow the shareholder to freely instruct the proxy to vote in favor of, against or abstain from voting, and to give separate instructions on each matter to be voted at the meeting. The proxy form shall specify that if the shareholder does not provide instructions, the shareholder's proxy may vote as he/she wishes.	Article 27 Any proxy form issued to a shareholder by the Board of Directors or the convenor of the shareholders' general meeting for appointing a proxy of shareholder shall allow the shareholder to freely instruct the proxy to vote in favor of, against or abstain from voting, and to give separate instructions on each matter to be voted at the meeting. The proxy form shall specify that if the shareholder does not provide instructions, the shareholder's proxy may vote as he/she wishes.

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
<p>Article 30 The proxy form shall be deposited at the address of the Company or such other place specified in the notice of the meeting not less than 24 hours prior to the meeting at which the proxy is authorized to vote, or not less than 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the proxy form or other authorization instruments shall be notarized. The notarized proxy form or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the board of directors or other decision-making body shall be entitled to attend the shareholders' general meeting of the Company as a representative of the appointer.</p> <p>Where the shareholder is a recognized clearing house (or its agent) as defined by the relevant regulations established from time to time in the place where the shares of the Company are listed, the shareholder may authorize one or more persons whom it considers appropriate to act as its representative at any shareholders' general meeting or any class meeting; however, if more than one person is authorized, the instrument of proxy shall specify the number and class of shares involved in respect of each such person authorized, and the instrument of proxy shall be signed by an authorized person of the recognized clearing house. The person authorized may attend the meeting on behalf of the recognized clearing house (or its agent) and exercise rights as if that person were an individual shareholder of the Company, but is not required to present share certificates, a notarized proxy form, and/or further evidence to confirm their formal authorization.</p> <p>Where the appointer has died, become incapacitated to act, withdrawn the appointment or the proxy form, or where the relevant shares have been transferred prior to voting, a vote given by the proxy in accordance with the proxy form shall remain valid until written notice of such event has been received by the Company.</p>	<p>Article 28 The proxy form shall be deposited at the address of the Company or such other place specified in the notice of the meeting not less than 24 hours prior to the meeting at which the proxy is authorized to vote, or not less than 24 hours prior to the time appointed for voting. Where The proxy form is signed by a person authorized by the appointer, the proxy form or other authorization instruments shall be notarized. The notarized proxy form or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the board of directors or other decision-making body shall be entitled to attend the shareholders' general meeting of the Company as a representative of the appointer.</p> <p>Where the shareholder is a recognized clearing house (or its agent) as defined by the relevant regulations established from time to time in the place where the shares of the Company are listed <u>Hong Kong</u>, the shareholder may authorize one or more persons whom it considers appropriate to act as its representative at any shareholders' general meeting or any class meeting of creditors <u>class meeting of creditors</u>; however, if more than one person is authorized, the instrument of proxy shall specify the number and class of shares involved in respect of each such person authorized, and the instrument of proxy shall be signed by an authorized person of the recognized clearing house. The person authorized may attend the meeting on behalf of the recognized clearing house (or its agent) <u>(he/she is not required to present share certificates, a notarized proxy form, and/or further evidence to confirm their formal authorization)</u> and exercise rights, as if that person were an individual shareholder of the Company; but is not required to present share certificates, a notarized proxy form, and/or further evidence to confirm their formal authorization.</p> <p>Where the appointer has died, become incapacitated to act, withdrawn the appointment or the proxy form, or where the relevant shares have been transferred prior to voting, a vote given by the proxy in accordance with the proxy form shall remain valid until written notice of such event has been received by the Company.</p>
<p>Article 32 The convener and the lawyer engaged by the Company shall jointly verify the legitimacy of the shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing institution, and register the names (or titles) of the shareholders and the number of shares with voting rights held by them. The registration shall end before the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the total number of voting shares held.</p>	<p>Article 30 The convener and the lawyer engaged by the Company (if any) shall jointly verify the legitimacy of the shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing institution, and register the names (or titles) of the shareholders and the number of shares with voting rights held by them. The registration shall end before the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the total number of voting shares held.</p>

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<p>Article 34 The shareholders' general meeting shall be presided over by the chairman of the Board of Directors. When the chairman of the Board of Directors is unable to perform his/her duties or fails to perform his/her duties, the vice chairman of the Board of Directors shall preside over the meeting on behalf of the chairman. When the vice chairman of the Board of Directors is unable to perform his/her duties or fails to perform his/her duties, a director shall be jointly elected by more than half of the directors to preside over the meeting on behalf of the vice chairman.</p> <p>A shareholders' general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>The shareholders' general meeting convened by shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.</p> <p>When a shareholders' general meeting is held and the chairman of the meeting violates the rules of procedure in a way that makes it impossible for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman so as to carry on with the meeting, subject to the approval of more than half of the attending shareholders holding voting rights.</p>	<p>Article 32 The shareholders' general meeting shall be presided over by the chairman of the Board of Directors.<u>The shareholders' meeting shall be convened by the Board of Directors, and the Chairman of the Board of Directors presides over and chairs the meeting.</u> When the chairman of the Board of Directors is unable to perform his/her duties or fails to perform his/her duties, the vice chairman of the Board of Directors shall preside over the meeting on behalf of the chairman. When the vice chairman of the Board of Directors is unable to perform his/her duties or fails to perform his/her duties, a director shall be jointly elected by more than half of the directors to preside over the meeting on behalf of the vice chairman; <u>when no meeting chairman has been appointed, the shareholders present at the meeting may elect a person to act as the chairman; if, for any reason, the shareholders are unable to elect a chairman, the shareholder present who holds the most voting shares (including the shareholder's proxy) shall act as the meeting chairman.</u></p> <p>A shareholders' general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>The shareholders' general meeting convened by shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.</p> <p>When a shareholders' general meeting is held and the chairman of the meeting violates the rules of procedure in a way that makes it impossible for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman so as to carry on with the meeting, subject to the approval of more than half of the attending shareholders holding voting rights. <u>If, for any reason, the shareholders are unable to elect a chairman of the meeting, the shareholder (including the shareholder's proxy) present at the meeting holding the most voting shares shall act as the chairman of the meeting.</u></p>

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Newly added	Article 33 <u>The Company shall establish rules of procedure for the shareholders' meeting, detailing the convening and voting procedures of the shareholders' meeting, including notification, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, meeting records and their signing, announcements and other related matters, as well as the principles of authorization by the shareholders' meeting to the Board of Directors, with the content of the authorization being clear and specific. The Rules of Procedure of the shareholders' meeting shall be drafted by the Board of Directors and approved by the shareholders' meeting as an annex to the Articles of Association.</u>
Article 39 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors attending the meeting and the meeting chairman shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the signature register of shareholders present at the meeting, the proxy form for attendance by the proxy and other valid materials regarding voting by internet and other means, for a period of not less than 10 years.	Article 38 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, supervisors, the secretary of the Board, the convener or their representatives attending the meeting and the meeting chairman shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the signature register of shareholders present at the meeting, the proxy form for attendance by the proxy and other valid materials regarding voting by internet and other means, for a period of not less than 10 years.
Article 41 Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting. Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.	Article 40 Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting. Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting. <u>Shareholders (including proxies) attending the meeting shall vote in favour of or against each matter which has been put to vote at the meeting. If a shareholder or his proxy casts abstention vote or abstains from voting, his vote shall not be counted in the voting results of the Company.</u>

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<p>Article 42 The following matters shall be resolved by way of ordinary resolutions at a shareholders' general meeting:</p> <p>(1) Work reports of the Board of Directors and the Supervisory Committee;</p> <p>(2) Plans for profit distribution and recovery of losses drafted by the Board of Directors;</p> <p>(3) Appointment or removal of members of the Board of Directors and the Supervisory Committee (except for staff representative supervisors), and their remuneration and method of payment thereof;</p> <p>(4) The Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(5) Any matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.</p>	<p>Article 41 The following matters shall be resolved by way of ordinary resolutions at a shareholders' general meeting:</p> <p>(1) Work reports of the Board of Directors and the Supervisory Committee;</p> <p>(2) Plans for profit distribution and recovery of losses drafted by the Board of Directors;</p> <p>(3) Appointment or removal of members of the Board of Directors and the Supervisory Committee (except for staff representative supervisors), and their remuneration and method of payment thereof;</p> <p>(4) The Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p><u>(4) The Company's annual report;</u></p> <p>(5) Any matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.</p>
<p>Article 43 The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(1) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(2) Issuance of debentures of the Company;</p> <p>(3) Demerger, merger, dissolution and liquidation of the Company;</p> <p>(4) Change of corporate form of the Company;</p> <p>(5) Purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(6) Amendment to the Articles of Association;</p> <p>(7) The share incentive plan to be considered and approved;</p>	<p>Article 42 The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(1) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(2) Issuance of debentures of the Company;</p> <p>(3) Demerger, <u>split</u>, merger, dissolution and liquidation of the Company;</p> <p>(4) Change of corporate form of the Company;</p> <p>(4) Amendment to the Articles of Association;</p> <p>(5) Purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(6) <u>The implementation plans for long-term incentive mechanisms such as the share incentive plan and the employee stock ownership plan to be considered and approved;</u></p>

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<p>(8) Any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolution at a shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution;</p> <p>(9) Any other matters required by the Listing Rules of the Main Board of the listing place to be approved by special resolution.</p> <p>Shareholders (including shareholders' proxies) may exercise their voting rights in accordance with the number of shares carrying voting rights they represent, with each share carrying one vote.</p> <p>The shares held by the Company do not have voting rights, and this portion of the shares is not included in the total number of voting shares present at the shareholders' general meeting.</p> <p>The Board of Directors, independent directors and shareholders who meet the relevant regulatory conditions may solicit shareholders' voting rights. The solicitation of voting rights from shareholders should fully disclose specific voting intentions and other relevant information to the solicited parties. Shareholders' voting rights shall not be solicited in a paid or disguised paid manner. The Company shall not impose a minimum shareholding percentage restriction on the solicitation of voting rights.</p> <p>According to the relevant provisions of laws, administrative regulations, departmental rules, and the listing rules of the stock exchange where the Company is listed, if any shareholder is required to abstain from voting on a certain resolution or if any shareholder is restricted to only vote in favor of (or against) a certain resolution, any votes cast by such shareholder or their representatives in violation of these provisions or restrictions shall not be counted in the voting results.</p>	<p>(7) Any other matters prescribed by the laws, administrative regulations or <u>departmental rules and</u> the Articles of Association, and those matters approved by ordinary resolution at a shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution;</p> <p>(8) Any other matters required by the Listing Rules of the Main Board of the listing place to be approved by special resolution.</p> <p>Shareholders (including shareholders' proxies), when voting at a general meeting, may exercise their voting rights in accordance with the number of shares carrying voting rights they represent, with each share carrying one vote.</p> <p><u>When the shareholders' meeting considers major matters affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of separate vote counting shall be publicly disclosed in a timely manner.</u></p> <p>The shares held by the Company do not have voting rights, and this portion of the shares is not included in the total number of voting shares present at the shareholders' general meeting.</p> <p>The Board of Directors, independent directors and shareholders who meet the relevant regulatory conditions may solicit shareholders' voting rights. The solicitation of voting rights from shareholders should fully disclose specific voting intentions and other relevant information to the solicited parties. Shareholders' voting rights shall not be solicited in a paid or disguised paid manner. The Company shall not impose a minimum shareholding percentage restriction on the solicitation of voting rights.</p>

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<p>Shareholders (including shareholders' proxies) attending the meeting shall clearly indicate their approval or disapproval for each matter that requires a vote. Abstaining from voting and giving up the right to vote shall not be counted as votes with voting rights when the Company calculates the voting results for that matter.</p>	<p>According to the relevant provisions of laws, administrative regulations, departmental rules, and the listing rules of the stock exchange where the Company is listed, if any shareholder is required to abstain from voting on a certain resolution or if any shareholder is restricted to only vote in favor of (or against) a certain resolution, any votes cast by such shareholder or their representatives in violation of these provisions or restrictions the relevant provisions of laws, administrative regulations, departmental rules, and the listing rules of the stock exchange where the Company is listed, if any shareholder is required to abstain from voting on a certain resolution or if any shareholder is restricted to only vote in favor of (or against) a certain resolution, any votes cast by such shareholder or their representatives in violation of these provisions or restrictions shall not be counted in the voting results</p> <p>Shareholders (including shareholders' proxies) attending the meeting shall clearly indicate their approval or disapproval for each matter that requires a vote. Abstaining from voting and giving up the right to vote shall not be counted as votes with voting rights when the Company calculates the voting results for that matter.</p>
<p>Article 44 When the shareholders' meeting deliberates on matters related to connected transactions, connected shareholders shall not participate in the voting, and the number of shares with voting rights they represent shall not be counted in the total valid votes; the announcement of the resolution of the shareholders' meeting shall fully disclose the voting situation of non-connected shareholders.</p> <p>When the shareholders' meeting deliberates on matters related to connected transactions, the related shareholders shall abstain from attending the meeting; if the attendance of related shareholders is required for explanation, the related shareholders have the responsibility and obligation to attend and provide truthful explanations. The matters concerning shareholders with a relationship avoiding attendance at the meeting and not participating in voting will be announced by the chairman at the beginning of the meeting. Related shareholders may voluntarily abstain from attending the meeting, or any other attending shareholder may request their abstention from the meeting.</p>	<p>Article 43 When the shareholders' meeting deliberates on matters related to connected transactions, connected shareholders shall not participate in the voting, and the number of shares with voting rights they represent shall not be counted in the total valid votes; the announcement of the resolution of the shareholders' meeting shall fully disclose the voting situation of non-connected shareholders.</p> <p>When the shareholders' meeting deliberates on matters related to connected transactions, the related shareholders shall abstain from attending the meeting; if the attendance of related shareholders is required for explanation, the related shareholders have the responsibility and obligation to attend and provide truthful explanations. The matters concerning shareholders with a relationship avoiding attendance at the meeting and not participating in voting will be announced by the chairman at the beginning of the meeting. Related shareholders may voluntarily abstain from attending the meeting, or any other attending shareholder may request their abstention from the meeting.</p>

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<p>Article 46 The approach and procedures for the nomination of directors and supervisors are as follows:</p> <p>(1) Shareholders individually or jointly holding 3% or more of the total outstanding voting shares of the Company may, by way of a written proposal, put forward to the shareholders' general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected. The aforesaid proposal put forward by shareholders to the Company shall be delivered to the Company at least 14 days before the convening of the shareholders' general meeting.</p> <p>(2) Within the number of members as specified in the Articles of Association and based on the number to be elected, directors and supervisors may propose a list of recommended candidates for director and supervisor positions, which shall be submitted to the Board of Directors and Supervisory Committee for approval. After the list of candidates for directors and supervisors is determined upon approval by the Board of Directors and Supervisory Committee and adoption of a resolution, it should be proposed in writing at a shareholders' general meeting.</p> <p>(3) The written notices of the intention to nominate a candidate for election as a director or a supervisor (not being staff representative), the acceptance of nomination by such potential candidate, and the relevant written materials of the nominated candidate, shall be given to the Company no less than 7 days prior to the date of convening the shareholders' general meeting. The Board of Directors and Supervisory Committee shall provide shareholders with biographical details and basic information about the candidates for directors and supervisors.</p> <p>(4) The period for nominators and nominees to provide the aforesaid notice and documents shall be no less than 7 days (such period shall commence from the day following the date of serving the notice of convening the shareholders' general meeting).</p> <p>(5) At the shareholders' general meeting, voting for each candidate for a director and supervisor shall be handled as separate matters.</p> <p>(6) In the case of ad hoc addition or replacement of any director or supervisor, the Board of Directors and Supervisory Committee shall put forward a proposal to the shareholders' general meeting for such election or replacement.</p>	<p>Delete</p>

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<p>Article 47 The list of candidates for directors and supervisors shall be submitted to the shareholders' general meeting by way of a proposal to be voted at the shareholders' general meeting.</p> <p>When voting on the election of directors and supervisors at the shareholders' general meeting, cumulative voting may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the shareholders' general meeting.</p> <p>The cumulative voting system referred to in the preceding paragraph means that when the shareholders' general meeting elects directors or supervisors, each share has voting rights equal to the number of directors or supervisors to be elected, and the voting rights held by shareholders can be used collectively.</p>	<p>Article 45 The list of candidates for directors and supervisors shall be submitted to the shareholders' general meeting by way of a proposal to be voted at the shareholders' general meeting.</p> <p>When voting on the election of directors and supervisors at the shareholders' general meeting, cumulative voting may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the shareholders' general meeting.</p> <p>The cumulative voting system referred to in the preceding paragraph means that when the shareholders' general meeting elects directors or supervisors, each share has voting rights equal to the number of directors or supervisors to be elected, and the voting rights held by shareholders can be used collectively. <u>The Board of Directors shall announce to the shareholders the brief biographies and basic information of the candidate directors and supervisors standing for election.</u></p>
<p>Article 54 Before voting takes place on a proposal at the general meeting, two representatives of shareholders shall be nominated to participate in the counting and scrutiny of votes. In the event that a shareholder is interested in the resolution to be considered, the relevant shareholder and his/her proxy shall not participate in counting and scrutinizing of the votes.</p> <p>...</p>	<p>Article 49 <u>The voting shall be conducted by open poll at any general meetings.</u> Before voting takes place on a proposal at the general meeting, two representatives of shareholders shall be nominated to participate in the counting and scrutiny of votes. In the event that a shareholder is interested in the resolution to be considered, the relevant shareholder and his/her proxy shall not participate in counting and scrutinizing of the votes.</p> <p>...</p>
<p>Article 75 In the event that the convening procedure or voting method of the general meeting violates any of the laws, administrative regulations or the Articles of Association, or the content of any resolution violates the Articles of Association, the shareholders shall be entitled to request the People's Court to overturn the resolution within 60 days upon the resolution was adopted.</p>	<p>Article 64 In the event that the convening procedure or voting method of the general meeting violates any of the laws, administrative regulations or the Articles of Association, or the content of any resolution violates the Articles of Association, the shareholders shall be entitled to request the People's Court to overturn the resolution within 60 days upon the resolution was adopted, <u>except where there are only minor defects in the convening procedure or voting method of the general meeting or meeting of the Board, which do not materially affect the resolutions.</u></p>
<p>Article 78 Upon approval at general meeting, these rules of procedure will become effective from the date on which initial public offering and listing of overseas-listed foreign-invested shares (H shares) issued by the Company commences on the Hong Kong Stock Exchange.</p> <p>The original Rules of Procedures of General Meeting of the Company and any amendments thereto shall automatically become null and void on the date on which these rules of procedure come into effect.</p>	<p>Article 67 Upon approval at general meeting, these rules of procedure will become effective from the date on which initial public offering and listing of overseas-listed foreign-invested shares (H shares) issued by the Company commences on the Hong Kong Stock Exchange.</p> <p>The original Rules of Procedures of General Meeting of the Company and any amendments thereto shall automatically become null and void on the date on which these rules of procedure come into effect.</p>

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<p>The following principles shall be implemented for the implementation of the cumulative voting system for voting at the shareholders' general meeting:</p> <p>(1) Separate voting is implemented for independent directors and non-independent directors, supervisors, and external supervisors. When electing independent directors, each shareholder is entitled to a number of votes equal to the product of the number of shares held and the number of independent directors to be elected; these votes can only be cast for the candidates of independent directors of the Company. When electing non-independent directors, each shareholder is entitled to a number of votes equal to the product of the number of shares held and the number of non-independent directors to be elected; these votes can only be cast for the candidates of non-independent directors of the Company. When electing external supervisors, each shareholder is entitled to a number of votes equal to the product of the number of shares they hold and the number of external supervisors to be elected; these votes can only be cast for the candidates of external supervisors of the Company. When electing non-external supervisors, each shareholder is entitled to a number of votes equal to the product of the number of shares they hold and the number of non-external supervisors to be elected; these votes can only be cast for the candidates of non-external supervisors of the Company.</p> <p>(2) The candidates for directors or supervisors shall be determined based on the order of votes received, but the minimum number of votes for each elected candidate must exceed half of the total number of shares held by the shareholders (including shareholders' proxies) present at the general meeting. If the number of elected directors or supervisors is less than the number of directors or supervisors proposed to be elected by the shareholders' general meeting, a re-vote shall be conducted for all candidates for directors or supervisors who do not have enough votes. If there are still not enough candidates, they shall be supplemented by the next shareholders' general meeting. If two or more candidates for directors or supervisors receive the same number of votes, but due to the limitation of the number of positions available, only some individuals can be elected, a separate re-election by voting must be conducted for those candidates who received the same number of votes.</p>	<p>The following principles shall be implemented for the implementation of the cumulative voting system for voting at the shareholders' general meeting:</p> <p>(1) Separate voting is implemented for independent directors and non-independent directors, supervisors, and external supervisors. When electing independent directors, each shareholder is entitled to a number of votes equal to the product of the number of shares held and the number of independent directors to be elected; these votes can only be cast for the candidates of independent directors of the Company. When electing non-independent directors, each shareholder is entitled to a number of votes equal to the product of the number of shares held and the number of non-independent directors to be elected; these votes can only be cast for the candidates of non-independent directors of the Company. When electing external supervisors, each shareholder is entitled to a number of votes equal to the product of the number of shares they hold and the number of external supervisors to be elected; these votes can only be cast for the candidates of external supervisors of the Company. When electing non-external supervisors, each shareholder is entitled to a number of votes equal to the product of the number of shares they hold and the number of non-external supervisors to be elected; these votes can only be cast for the candidates of non-external supervisors of the Company.</p> <p>(2) The candidates for directors or supervisors shall be determined based on the order of votes received, but the minimum number of votes for each elected candidate must exceed half of the total number of shares held by the shareholders (including shareholders' proxies) present at the general meeting. If the number of elected directors or supervisors is less than the number of directors or supervisors proposed to be elected by the shareholders' general meeting, a re-vote shall be conducted for all candidates for directors or supervisors who do not have enough votes. If there are still not enough candidates, they shall be supplemented by the next shareholders' general meeting. If two or more candidates for directors or supervisors receive the same number of votes, but due to the limitation of the number of positions available, only some individuals can be elected, a separate re-election by voting must be conducted for those candidates who received the same number of votes.</p>

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<p>Article 51 A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A poll demanded on any other matter shall be taken at such time as the chairman deems appropriate, and the meeting may proceed to discuss other matters. The results of the poll to be taken shall still be deemed to be a resolution passed at that meeting.</p>	Delete
<p>Article 52 On a poll taken by shareholders at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all of his/her votes in the same way.</p>	Delete
<p>Article 53 Unless vote is cast on poll particularly as required by the relevant regulations of the securities regulatory authorities of the jurisdictions where the shares of the Company are listed, or a poll is demanded before or after any vote by show of hands by the following persons, a resolution shall be decided on a show of hands at any general meeting:</p> <p>(1) the chairman of the meeting;</p> <p>(2) at least two shareholders entitled to vote in person or by proxy;</p> <p>(3) one or several shareholders (including proxies) representing, either calculated separately or in aggregate, 10% or more (10% included) of all shares carrying the right to vote at the meeting.</p> <p>Unless otherwise provided by the relevant regulations of the securities regulatory authorities of the jurisdictions where the shares of the Company are listed, or some people require to vote by ballot, the meeting chairman shall announce the voting results of the proposals based on the results of voting by show of hands, and record the results in the minutes as the final basis, and he/she does not need to certify the number or proportion of votes in favor or against the resolutions at the meeting.</p> <p>The demand for a vote by poll may be withdrawn by the person who makes such demand.</p>	Delete

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
Newly added	Article 53 Resolutions passed at the general meeting shall be announced timely. The announcement should list the number of shareholders or their proxies attending the meeting, the total number of voting shares of such shareholders or proxies, the ratio of such voting shares to total voting shares at the Company, the means by which votes were cast, the voting result for each proposal, and the detailed contents of each resolution passed.
Newly added	Article 54 Where a proposal is not approved, or a resolution passed at the former general meeting is modified at the general meeting, a special note shall be made in the announcement on resolutions of the general meeting.
CHAPTER 7 SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS Article 61 Shareholders holding different classes of shares are referred to as class shareholders. A class shareholder shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association. Article 62 Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders' general meeting and by the affected class shareholders at a separate general meeting convened in accordance with Articles 65 to 69 hereof. Article 63 Except as otherwise provided in these Rules of Procedure, the following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class: (1) To increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to the shares of such class; (2) To effect a change of all or part of the shares of such class into those of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into those of such class;	Delete the whole chapter

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
RULES OF PROCEDURE OF GENERAL MEETINGS**

Original content	Amended content
<p>(3) To remove or reduce the rights in respect to accrued dividends or the cumulative dividends attached to shares of such class;</p> <p>(4) To reduce or remove the preferential rights attached to shares of such class to receive dividends or to the distribution of assets in the event that the Company is liquidated;</p> <p>(5) To add, remove or reduce the share conversion rights, options, voting rights, transfer rights, pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;</p> <p>(6) To remove or reduce the rights to receive payables from the Company in a particular currency attached to shares of such class;</p> <p>(7) To create a new class of shares with voting right, distribution right or other privileges equal or superior to those of the shares of such class;</p> <p>(8) To restrict the transfer or ownership of shares of such class or to impose additional restrictions thereto;</p> <p>(9) To grant the right to subscribe for, or convert into, shares of such or another class;</p> <p>(10) To increase the rights and privileges of shares of another class;</p> <p>(11) To make a restructuring scheme which will result in the holders of different classes of shares bearing a disproportionate burden of obligations under such restructuring;</p> <p>(12) To vary or abrogate any provision of these Rules of Procedure.</p>	

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
RULES OF PROCEDURE OF GENERAL MEETINGS**

Original content	Amended content
<p>Article 64 Shareholders of the affected class, whether or not otherwise entitled to vote at the shareholders' general meetings, shall nevertheless be entitled to vote at class meetings in respect to matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 93 of the Articles of Association, but the interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>“Interested shareholder(s)”, as such term is mentioned in the preceding paragraph, means:</p> <p>(1) In the case of a repurchase of shares by the Company by pro rata offers to all shareholders or by way of on-market dealing on the stock exchange under Article 29 of the Articles of Association, a “controlling shareholder” as defined in Article 59 of the Articles of Association ;</p> <p>(2) In the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 29 hereof, a shareholder who is related to the agreement;</p> <p>(3) In the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate liability than other shareholders of such class or who has an interest different from those of other shareholders of such class.</p> <p>Article 65 Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with Article 94 of the Articles of Association.</p> <p>When any shareholder is unable to exercise any voting rights or is only restricted to voting in favor of or against a particular resolution, any vote cast by such shareholder or his/her proxy in violation of the aforementioned provisions or restrictions shall not be counted into the voting results.</p>	

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
<p>Article 66 In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 20 days before the class meeting, specifying the matters proposed to be considered and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve the written replies to the Company 10 days prior to the date of the meeting.</p> <p>The Company may convene the class meeting when the number of shares carrying rights to vote at the meeting held by the shareholders intending to attend the meeting reaches half or more of the total number of shares of such class carrying rights to vote at the meeting. If it does not reach that proportion, the Company shall within 5 days notify the shareholders again, by way of public announcement, of the matters to be considered, and the place and date of the meeting. Upon the publication of the announcement, the Company may convene the class meeting.</p> <p>Article 67 The notice of the class meeting shall only be served to shareholders entitled to vote thereat.</p> <p>A class meeting shall be held under procedures as similar as possible to a shareholders' general meeting. The provisions of these Rules of Procedure which relate to the convening of shareholders' general meetings shall apply to class meetings.</p> <p>Article 68 In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.</p> <p>The special voting procedures for class meetings shall not apply to the following circumstances:</p> <p>(1) Where the Company issues, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently every 12 months, not more than 20% of each of the existing issued domestic shares and overseas-listed foreign shares;</p> <p>(2) Where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within 15 months from the date of approval by the securities regulatory authority of the State Council;</p>	

APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

Original content	Amended content
<p>(3) Where promoters convert the shares of the Company held by them to foreign shares, and such shares are listed or traded on an overseas stock exchange, upon the approval by the securities regulatory authority of the State Council.</p> <p>Where permitted by relevant laws, administrative regulations, and departmental rules, and upon obtaining approval from the securities regulatory authorities of the State Council, shareholders of domestic shares may list their shares for trading in foreign markets. When such shares are listed and traded on a foreign stock exchange, the shares are subject to the supervision procedures, regulations and requirements of the foreign stock exchange. The Company does not need to convene a class meeting to vote for such shares listed and traded in foreign stock exchange.</p>	

The Proposed Amendments include uniformly changing “股東大會” in the Rules of Procedures of General Meeting into “股東會” and the English translation remaining unchanged.

APPENDIX IV DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS

Details of the proposed amendments to the Rules of Procedure of the Board Meetings are as follows:

Original content	Amended content
<p>Article 4 The Board of Directors assumes ultimate responsibility for the operation and management of the Company and shall perform the following duties according to law:</p> <p>(I) to convene the shareholders' general meeting, submit relevant matters to the shareholders at the shareholders' general meeting for passing and report to the shareholders' general meeting;</p> <p>(II) to implement the resolutions adopted at shareholders' general meetings;</p> <p>(III) to decide on the Company's business plans and investment plans;</p> <p>(IV) to formulate the Company's annual financial budgets and accounts;</p> <p>(V) to formulate the Company's proposals on profit distribution and plan for recovery of losses;</p> <p>(VI) to formulate proposals for increases or reductions of the Company's registered capital and proposals for the issue and listing of corporate debentures or other securities;</p> <p>(VII) to formulate plans for material asset acquisition or disposal, repurchase of the Company's shares, or merger, demerger, dissolution and change of corporate formation of the Company;</p> <p>(VIII) to decide on the establishment of the Company's internal management structure;</p> <p>(IX) to appoint or dismiss the Company's general manager; and to appoint or dismiss other senior management officers of the Company pursuant to the nomination of the general manager; and to decide on the matters relating to the remuneration of the aforesaid senior management officers;</p> <p>(X) to decide on the wages, welfare and reward and punishment system of employees of the Company;</p> <p>(XI) to formulate the basic management system;</p>	<p>Article 4 The Board of Directors assumes ultimate responsibility for the operation and management of the Company and shall perform the following duties according to law:</p> <p>(I) to convene the shareholders' general meeting, submit relevant matters to the shareholders at the shareholders' general meeting for passing and report to the shareholders' general meeting;</p> <p>(II) to implement the resolutions adopted at shareholders' general meetings;</p> <p>(III) to decide on the Company's business plans and investment plans;</p> <p>(IV) to formulate<u>decide</u> the Company's annual financial budgets and accounts;</p> <p>(V) to formulate the Company's proposals on profit distribution and plan for recovery of losses;</p> <p>(VI) to formulate proposals for increases or reductions of the Company's registered capital and proposals for the issue and listing of corporate debentures or other securities;</p> <p>(VII) to formulate plans for material asset acquisition or disposal, repurchase of the Company's shares, or merger, demerger, dissolution and change of corporate formation of the Company;</p> <p>(VIII) to decide on the establishment of the Company's internal management structure;</p> <p>(IX) to appoint or dismiss the Company's general manager; and to appoint or dismiss other senior management officers of the Company pursuant to the nomination of the general manager; and to decide on the matters relating to the remuneration of the aforesaid senior management officers;</p> <p>(X) to decide on the wages, welfare and reward and punishment system of employees of the Company;</p> <p>(XI) to formulate the basic management system;</p>

APPENDIX IV DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS

Original content	Amended content
(XII) to formulate proposals for amendment to the Articles of Association;	(XII) to formulate proposals for amendment to the Articles of Association;
(XIII) to determine the establishment of the Company's domestic and overseas branch offices;	(XIII) to determine the establishment of the Company's domestic and overseas branch offices;
(XIV) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;	(XIV) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;
(XV) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;	(XV) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;
(XVI) to propose at general meetings a resolution in respect of candidates for independent non-executive directors and replacement of independent non-executive directors;	(XVI) to propose at general meetings a resolution in respect of candidates for independent non-executive directors and replacement of independent non-executive directors;
(XVII) to propose at shareholders' general meetings for the appointment, renewal or removal of accountants' firm conducting auditing for the Company;	(XVII) to propose at shareholders' general meetings for the appointment, renewal or removal of accountants' firm conducting auditing for the Company;
(XVIII) to hear the work report and inspect the work of the general manager;	(XVIII) to hear the work report and inspect the work of the general manager;
(XIX) to manage information disclosure of the Company and take ultimate responsibility for the authenticity, accuracy, integrity and timeliness of the accounting and financial report of the Company;	(XIX) to manage information disclosure of the Company and take ultimate responsibility for the authenticity, accuracy, integrity and timeliness of the accounting and financial report of the Company;
(XX) to formulate the equity incentives plan;	(XX) to formulate <u>the implementation plan for long-term incentive mechanisms such as the equity incentives plan and</u>
(XXI) to review and approve the articles of association of the Company;	<u>employee stock ownership plan;</u>
(XXII) save as otherwise required to be decided by the general meetings under laws and regulations and the Articles of Association, the Board exercises its power to make decisions on external investments (including capital increase and equity transfer of the invested enterprises), financing, risk management and trust management, external guarantees, etc.;	(XXI) to review and approve the articles of association of the Company;
	(XXII) save as otherwise required to be decided by the general meetings under laws and regulations and the Articles of Association, the Board exercises its power to make decisions on external investments (including capital increase and equity transfer of the invested enterprises), financing, risk management and trust management, external guarantees, etc.;

APPENDIX IV DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS

Original content	Amended content
(XXIII) to formulate and review the corporate governance policy and practices of the Company;	(XXIII) to formulate and review the corporate governance policy and practices of the Company;
(XXIV) to review and supervise the training and continuing professional development of directors, supervisors and senior management;	(XXIV) to review and supervise the training and continuing professional development of directors, supervisors and senior management;
(XXV) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;	(XXV) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;
(XXVI) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;	(XXVI) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;
(XXVII) to review and verify the Company's compliance with the Code on Corporate Governance Practices as stipulated in the Listing Rules of the Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report;	(XXVII) to review and verify the Company's compliance with the Code on Corporate Governance Practices as stipulated in the Listing Rules of the Main Board Hong Kong Stock Exchange and the information disclosed <u>disclosure</u> in the Corporate Governance Report;
(XXVIII) to decide on other major affairs of the Company, save for matters required to be resolved at shareholders' general meetings as specified under the Company Law and the Articles of Association;	(XXVIII) to decide on other major affairs of the Company, save for matters required to be resolved at shareholders' general meetings as specified under the Company Law and the Articles of Association;
(XXIX) to exercise other functions and powers conferred by laws, administrative regulations, departmental regulations, these Rules of Procedure, the Articles of Association or the shareholders' general meetings.	(XXIX) to exercise other functions and powers conferred by the <u>Articles of Association or the shareholders' general meetings.</u>
Matters that exceed the scope of authorization of the shareholders' general meeting shall be submitted to the shareholders' general meeting for consideration.	(XXX) to exercise other functions and powers conferred by laws, administrative regulations, departmental regulations, these Rules of Procedure, the Articles of Association or the shareholders' general meetings <u>other matters as required by the PRC laws and regulations.</u>
	<u>With the exception of matters specified in sub-paragraphs (VI), (VII) and (XII) which shall be passed by two-thirds or more of the directors, the resolutions of the Board of Directors in respect to any other aforesaid matters may be passed by more than half of all directors. Resolutions made by the Board of Directors with respect to connected transactions shall not come into force unless they are signed by independent non-executive directors.</u>
Article 39 Resolutions of the Board shall be passed by more than half of all directors, while significant matters as specified in Article 107(VI), (VII), (XII) of the Articles of Association shall be passed by a two-thirds or more of all directors.	Delete

APPENDIX IV DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS

Original content	Amended content
<p>Article 5 The chairman of the Board shall exercise the following functions and powers:</p> <p>(I) To preside over general meetings and to convene and preside over board meetings;</p> <p>(II) To supervise and examine the implementation of the resolutions of the Board;</p> <p>(III) To sign the share certificates, corporate bonds and other marketable securities of the Company;</p> <p>(IV) To sign the significant documents of the Board and other documents required to be signed by the legal representative of the Company;</p> <p>(V) To organize the formulation of relevant systems and to coordinate the operation of the Board;</p> <p>(VI) To receive the regular or extraordinary work reports of the senior management of the Company and to advise on the implementation of resolutions of the Board;</p> <p>(VII) To nominate to the Board the candidates for the general manager and secretary of the Board of the Company, as well as other candidates who shall be proposed by the chairman for appointment or removal by the Board;</p> <p>(VIII) To supervise and examine the work of the special committee under the Board;</p> <p>(IX) To propose to the Board the candidates for the members of the special committee under the Board of the Company;</p> <p>(X) To exercise special powers of disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of a major natural disaster or other force majeure and material emergency circumstances, and to report to the Board and the shareholders' general meeting after exercising such powers;</p> <p>(XI) To exercise other functions and powers conferred by the Board.</p>	<p>Article 5 The chairman of the Board shall exercise the following functions and powers:</p> <p>(I) To preside over general meetings and to convene and preside over board meetings;</p> <p>(II) To supervise and examine the implementation of the resolutions of the Board;</p> <p>(III) To sign the share certificates, corporate bonds and other marketable securities issued by the Company;</p> <p>(IV) To sign the significant documents of the Board and other documents required to be signed by the legal representative of the Company, and to exercise the powers of the legal representative of the Company;</p> <p>(V) To organize the formulation of relevant systems and to coordinate the operation of the Board;</p> <p>(VI) To receive the regular or extraordinary work reports of the senior management of the Company and to advise on the implementation of resolutions of the Board<u>To be properly authorized to sign documents and contracts on behalf of the Company in compliance with the Listing Rules and relevant laws and regulations;</u></p> <p>(VII) To nominate to the Board the candidates for the general manager and secretary of the Board of the Company, as well as other candidates who shall be proposed by the chairman for appointment or removal by the Board<u>To represent the Company in major decisions and participation in external activities, in compliance with the Listing Rules, laws and regulations, and having obtained proper authorization;</u></p> <p>(VIII) To supervise and examine the work of the special committee under the Board<u>To exercise special powers of disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of force majeure and material emergency circumstances, subject to compliance with the listing rules and having obtained proper authorization, and to report to the Board and the shareholders' general meeting after exercising such powers;</u></p>

APPENDIX IV DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS

Original content	Amended content
	<p>(IX) To propose to the Board the candidates for the members of the special committee under the Board of the Company To receive the regular or extraordinary work reports of the senior management of the Company and to advise on the implementation of resolutions of the Board;</p> <p>(X) To exercise special powers of disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of a major natural disaster or other force majeure and material emergency circumstances, and to report to the Board and the shareholders' general meeting after exercising such powers <u>To nominate the general manager and secretary of the Board;</u></p> <p>(XI) To supervise and examine the work of the special committee under the Board;</p> <p>(XII) To exercise other functions and powers conferred by the laws, regulations, these articles and the Board.</p>
Article 6 Vice Chairman of the Board of the Company shall provide assistance to the work of the Chairman of the Board. When the Chairman of the Board is unable or fails to fulfill his duties, the Chairman of the Board may assign the Vice Chairman of the Board exercise his duties on behalf of him. When the Vice Chairman of the Board is unable or fails to fulfill his duties, a director elected by more than half of the directors shall exercise his duties on behalf of him.	Article 6 Vice Chairman of the Board of the Company shall provide assistance to the work of the Chairman of the Board. When the Chairman of the Board is unable or fails to fulfill his duties, the Chairman of the Board may assign the Vice Chairman of the Board exercise his duties on behalf of him. When the Vice Chairman of the Board is unable or fails to fulfill his duties, a director elected by more than half of the directors shall exercise his duties on behalf of him. <u>the Vice Chairman of the Board shall exercise such duties; when the Vice Chairman of the Board is unable or fails to fulfill his duties, a director elected by more than half of the directors shall exercise such duties.</u>
Article 13 The Board shall conduct regular audits of the Company's financial condition, continuously monitor the integrity and effectiveness of the accounting and financial management systems, promptly identify factors that may lead to inaccuracies in financial reporting, and provide corrective recommendations to senior management.	Article 13 The Board shall conduct regular audits of the Company's financial condition, continuously monitor the integrity and effectiveness of the accounting and financial management systems, promptly identify factors that may lead to inaccuracies in financial reporting, and provide corrective recommendations to senior management. <u>The Board shall explain the non-standard audit opinion issued by the registered accountant on the Company's financial report to the general meeting.</u>
Article 17 (1) any provision of guarantee, where the total amount of external guarantees provided by the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets;	Article 17 (1) any provision of guarantee, where the total amount of external guarantees provided by the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets;

APPENDIX IV DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS

Original content	Amended content
(2) any provision of guarantee, where the total amount of external guarantees provided by the Company reaches or exceeds 30% of the latest audited total assets;	(2) any provision of guarantee, where the total amount of external guarantees provided by the Company reaches or exceeds 30% of the latest audited total assets;
(3) provision of guarantee to anyone whose debt to asset ratio exceeds 70%;	(3) provision of guaranteed by the Company within a year the amount of which exceeds 30% of the Company's latest audited total assets;
(4) provision of a single guarantee the amount of which exceeds 10% of the Company's latest audited net assets;	(34) provision of guarantee to anyone whose debt to asset ratio exceeds 70%;
(5) provision of guarantee to third parties other than the Company and its controlled subsidiaries;	(45) provision of a single guarantee the amount of which exceeds 10% of the Company's latest audited net assets;
(6) provision of guarantee to shareholders, de facto controllers and their connected parties;	(56) provision of guarantee to third parties other than the Company and its controlled subsidiaries;
(7) purchase or disposal of material assets by the Company within a year of a value exceeding 30% of the Company's latest audited total assets.	(67) provision of guarantee to shareholders, de facto controllers and their connected parties;
The Board of the Company shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposal to dispose of the fixed assets exceeds 33% of the value of the fixed assets as shown on the latest audited balance sheet considered and approved by the general meeting.	(78) purchase or disposal of material assets by the Company within a year of a value exceeding 30% of the Company's latest audited total assets.
Disposals of the fixed assets mentioned herein include transfer of certain asset interests, but do not include guarantee provided by pledge of fixed assets.	The Board of the Company shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposal to dispose of the fixed assets exceeds 33% of the value of the fixed assets as shown on the latest audited balance sheet considered and approved by the general meeting.
The effectiveness of the Company's disposal of the fixed assets shall not be affected by any breach of the foregoing provisions in Paragraph 3 herein.	Disposals of the fixed assets mentioned herein include transfer of certain asset interests, but do not include guarantee provided by pledge of fixed assets. The effectiveness of the Company's disposal of the fixed assets shall not be affected by any breach of the foregoing provisions in Paragraph 3 herein.

APPENDIX IV DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS

Original content	Amended content
<p>Article 18 The Board of the Company shall establish special committees such as audit committee, nomination committee, remuneration and evaluation committee and risk control committee. Each special committee is accountable to the Board, with a minimum of 3 members, including one chairman (convener) responsible for convening the activities of each special committee. The composition and d rules of procedure of the special committees shall be conducted in accordance with the rules of procedure of the special committees.</p>	<p>Article 18 The Board of the Company shall establish special committees such as audit committee, nomination committee, remuneration and evaluation committee and risk control committee. Each special committee is accountable to the Board, with a minimum of 3 members, including one chairman (convener) responsible for convening the activities of each special committee, <u>with the exception of the nomination committee, the chairman of which shall be served by the chairman of the Board.</u> The composition and d rules of procedure of the special committees shall be conducted in accordance with the rules of procedure of the special committees.</p>
<p>Article 19 The special committees under the Board are expressly authorized by the Board to provide professional advice to the Board or make decisions on professional matters as authorized by the Board.</p> <p>Except as authorized by the Board, the opinions of each specialized committee cannot replace the voting opinions of the Board.</p>	<p>Article 19 The special committees under the Board are expressly authorized by the Board to provide professional advice to the Board or make decisions on professional matters as authorized by the Board. <u>Except as authorized by the Board, the opinions of each specialized committee cannot replace the voting opinions of the Board.</u> <u>the special bodies under the Board and are responsible for providing advice or recommendations in respect of material decisions to the Board or exercises its decision-making rights under authority of the Board. The chairman of the nomination committee shall be served by the chairman of the Board.</u></p>
<p>Article 26 Under the following circumstances, the chairman of the Board of the Company shall convene an extraordinary meeting of the Board shall be held within 14 days:</p> <p>....</p>	<p>Article 26 Under the following circumstances, the chairman of the Board shall convene and preside over an extraordinary meeting of the Board within 14 <u>10</u> days by upon proposal:</p> <p>....</p>
<p>Article 29 The meetings of the Board of the Company shall be held with the presence of more than a half of all directors.</p>	<p>Article 29 The meetings of the Board of the Company shall be held with the presence of more than a half of all directors. <u>The meeting notice shall be deemed to be delivered to such director if he/she presents at the meeting and does not raise the issue of the non-receipt of such notice prior to his/her arrival at the meeting or the commencement of the meeting. Each director shall have one vote. Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all directors.</u></p>

APPENDIX IV	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS
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Original content	Amended content
<p>Article 30 Directors shall attend board meetings of the Company in person. The regular or interim meetings of the Board can be held by conference call or similar communication equipment, the interim meetings of the Board can be held by e-mail circulation or other written resolution for so long as the attending directors are able to fully express their views and learn about the subject and related information of the meeting. All attending directors shall be considered as being present at the meetings. In the event that a director is unable to attend a meeting for any reason, he/she may appoint another director by a written proxy form to attend the meeting on his/her behalf. Independent non-executive directors may delegate other independent non-executive directors to attend on their behalf.</p> <p>The proxy form shall specify the name and identity card number of the proxy, the reason why the appointor cannot attend, the matters to be acted upon, the scope and validity of authorization, a brief opinion of the appointor on each proposal, and instructions of the appointor on the voting intention for each proposal, and shall be signed or sealed by the appointor.</p>	<p>Article 30 Directors shall attend board meetings of the Company in person. The regular or interim meetings of the Board can be held by conference call or similar communication equipment, the interim meetings of the Board can be held by e-mail circulation or other written resolution for so long as the attending directors are able to fully express their views and learn about the subject and related information of the meeting. All attending directors shall be considered as being present at the meetings. In the event that a director is unable to attend a meeting for any reason, he/she may appoint another director by a written proxy form to attend the meeting on his/her behalf. Independent non-executive directors may delegate other independent non-executive directors to attend on their behalf.</p> <p>The proxy form shall specify the name and identity card number of the proxy, the reason why the appointor cannot attend, the matters to be acted upon, the scope and validity of authorization, a brief opinion of the appointor on each proposal, and instructions of the appointor on the voting intention for each proposal, and shall be signed or sealed by the appointor.</p>
<p>Article 31 If any director of the Company fails to attend in person or appoint other directors as his/her representative to attend meetings of the Board of Directors for two consecutive times, such director shall be deemed to have failed to perform his duties, and the Board of Directors shall propose to replace such director at the general meeting.</p> <p>If any independent non-executive director of the Company fails to attend in person or appoint other independent non-executive directors to attend for two consecutive times, or fails to attend meetings of the Board of Directors in person for three consecutive times, the Board of Directors shall propose to replace such director at the general meeting.</p>	<p>Article 31 If any director of the Company fails to attend in person or appoint other directors as his/her representative to attend meetings of the Board of Directors for two consecutive times, such director shall be deemed to have failed to perform his duties, and the Board of Directors shall propose to replace such director at the general meeting.</p> <p>If any independent non-executive director of the Company fails to attend in person or appoint other independent non-executive directors to attend for two consecutive times, or fails to attend meetings of the Board of Directors in person for three consecutive times, the Board of Directors shall propose to replace such director at the general meeting.</p>

APPENDIX IV	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS
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Original content	Amended content
	<p><u>The independent non-executive directors shall attend the board meeting in person; In the event that an independent director 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 another independent director by a written power of attorney to attend the meeting on his/her behalf.</u></p> <p><u>The Company shall establish the working system of independent non-executive directors, provide its independent non-executive directors with necessary working conditions and personnel support for their performance of duties, and designate special departments and personnel, such as the office of the board of directors and the secretary of the board of directors, to assist independent directors in performing their duties. The secretary of the board of directors shall ensure smooth communication between independent directors and other directors, officers, and other relevant personnel, and ensure that independent directors have access to sufficient resources and necessary professional opinions in the performance of their duties.</u></p> <p><u>The independent non-executive directors shall also exercise the following special powers in addition to the functions and power as prescribed in the Company Law, other relevant laws, administrative regulations and as granted in the Articles of Association:</u></p> <p><u>(I) To independently engage intermediary to audit, consult or review on specific matters of the listed company;</u></p> <p><u>(II) To submit an application to the board of directors for holding an interim shareholders' meeting;</u></p> <p><u>(III) To propose the convening of board meeting;</u></p> <p><u>(IV) To solicit voting right from shareholders in accordance with the law prior to convening the shareholders' general meeting;</u></p> <p><u>(V) To express independent opinions on matters that may harm the interests of listed companies or minority shareholders.</u></p> <p><u>(VI) Other powers conferred by laws, administrative regulations, the CSRC and the Articles of Association.</u></p> <p><u>The independent non-executive directors shall exercise the powers listed in the (I) to (III) of the preceding paragraph with the consent of more than half of all independent directors.</u></p>

APPENDIX IV	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS
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Original content	Amended content
	<p>In addition to the functions and powers as above mentioned, the independent non-executive directors shall issue their independent opinions to the Board of Directors or the shareholder's meeting with respect to the matters as below:</p> <p>(I) <u>Discloseable related party transactions;</u></p> <p>(II) <u>Proposed changes to or waivers of undertakings by the Company and related parties;</u></p> <p>(III) <u>Decisions made and measures taken regarding the acquisition by the Board of Directors when the Company is acquired;</u></p> <p>(IV) <u>Other matters as stipulated by laws, administrative regulations, the CSRC and the Articles of Association.</u></p> <p><u>The above matters shall be approved by more than half of all independent non-executive directors of the Company.</u></p>
<p>Article 32 The Board meeting of the Company adopts the principle of item-by-item voting for the matters under consideration, i.e., the voting shall commence after the proposal has been considered, and the next proposal shall not be voted upon until the voting on one proposal has been completed.</p>	<p>Article 32 <u>In addition to general meetings of the Board, the Board may approve the written resolutions in lieu of convening meetings of the Board, but the draft of such resolutions shall be delivered to each director through personal delivery, post, telegraph, facsimile or e-mail. Such resolution will be passed as a resolution of the Board, only after it has been delivered to all directors by the Board, signed and approved by the required quorum of the directors and delivered to the secretary to the Board by one of the aforesaid means, and then the board meeting shall not be convened.</u></p> <p>The Board meeting of the Company adopts the principle of item-by-item voting for the matters under consideration, i.e., the voting shall commence after the proposal has been considered, and the next proposal shall not be voted upon until the voting on one proposal has been completed.</p>
<p>The director attending the meeting as proxy shall exercise such director's right within the scope of authorization. Where a director is unable to attend the board meeting in person and fails to authorize a proxy to act on his/her behalf, the said director shall be deemed to abstain from voting at such meeting.</p>	<p>The director attending the meeting as proxy shall exercise such director's right within the scope of authorization. Where a director is unable to attend the board meeting in person and fails to authorize a proxy to act on his/her behalf, the said director shall be deemed to abstain from voting at such meeting.</p> <p><u>The secretary to the discipline inspection committee of the Company may attend the meetings of the Board of Directors, special committees under the Board and the general manager office as well as other meetings for the consideration and decision-making of significant matters on the production, operation and management of the Company.</u></p>

APPENDIX IV DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD MEETINGS

Original content	Amended content
<p>Article 33 The meetings of the Board of the Company may be conducted and resolved by voting by way of telecommunications, provided that the directors are able to fully express their views and have sufficient conditions to understand in detail the subject matter and related information for discussion at the meeting, and the directors attending the meeting shall sign accordingly. The voting by way of telecommunications shall be stipulated with an effective time limit. Directors who fail to express their opinions within the prescribed time limit shall be deemed to have abstained.</p> <p>Voting by way of telecommunications shall not be taken in the cases stipulated in Article 107(V), (VI), (VII), (IX) and (XII) of the Articles of Association.</p>	<p>Article 33 The meetings of the Board of the Company may be conducted and resolved by voting by way of telecommunications, provided that the directors are able to fully express their views and have sufficient conditions to understand in detail the subject matter and related information for discussion at the meeting, in accordance with the provisions of the Listing Rules, and the directors attending the meeting shall sign accordingly. The voting by way of telecommunications shall be stipulated with an effective time limit. Directors who fail to express their opinions within the prescribed time limit shall be deemed to have abstained.</p> <p>Voting by way of telecommunications shall not be taken in the cases stipulated in Article 107(V), (VI), (VII), (IX) and (XII) of the Articles of Association.</p>
<p>Article 37 Minutes shall be taken of the meetings of the Board of Directors, and the Directors attending the meeting, the secretary of the Board, and the recorder shall sign the minutes. Directors attending the meeting shall have the right to require that an explanatory record be made in the minutes of the proceedings of the Board of the speeches made by them at such meetings. Minutes of the Board meetings shall be kept in the Company's archives for a period of no less than ten years.</p>	<p>Article 37 Minutes shall be taken of the meetings of the Board of Directors, and the Directors attending the meeting, the secretary of the Board, and the recorder shall sign the minutes, and shall be kept by the secretary of the Board. Directors attending the meeting shall have the right to require that an explanatory record be made in the minutes of the proceedings of the Board of the speeches made by them at such meetings.</p> <p>Minutes of the Board meetings shall be kept in the Company's archives for a period of no less than ten years.</p>
<p>Article 38 The minutes of the Board meeting of the Company shall include the following:</p> <p>...</p>	<p>Article 38 The minutes of the Board meeting of the Company shall include the following:</p> <p>...</p>
<p>Article 46 Upon approval at general meeting, these rules of procedure will become effective from the date on which initial public offering and listing of overseas-listed foreign-invested shares (H shares) issued by the Company commences on the Hong Kong Stock Exchange.</p>	<p>Article 46 Upon approval at general meeting, these rules of procedure will become effective from the date on which initial public offering and listing of overseas-listed foreign-invested shares (H shares) issued by the Company commences on the Hong Kong Stock Exchange.</p>

The proposed amendments include uniformly changing “股東大會” and “關聯” in the Rules of Procedure of The Board Meetings into “股東會” and “關連”, respectively, while keeping the English translation of “股東會” unchanged. Additionally, the term “關連” will have a standardized English translation applied uniformly.

APPENDIX V DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF SUPERVISORY COMMITTEE MEETINGS

Details of the proposed amendments to the Rules of Procedures of Board of Supervisors are as follows:

Original content	Amended content
Article 23 Resolutions of the Board of Supervisors shall be made by the affirmative vote of two-thirds or more of all supervisors, and the voting results shall be announced at the meeting by the chairman of the meeting. The voting results of resolutions passed in a non-physical meeting shall be announced through circulation or at the next meeting of the Board of Supervisors. In case of discrepancies in contents and implications of different resolutions, the latest version shall prevail.	Article 23 Resolutions of the Board of Supervisors shall be made by the affirmative vote of two-thirds or more a majority vote of all supervisors, and the voting results shall be announced at the meeting by the chairman of the meeting. The voting results of resolutions passed in a non-physical meeting shall be announced through circulation or at the next meeting of the Board of Supervisors. In case of discrepancies in contents and implications of different resolutions, the latest version shall prevail.
Article 42 Upon approval at general meeting, these rules will become effective from the date on which initial public offering and listing of overseas-listed foreign-invested shares (H shares) issued by the Company commences on the Hong Kong Stock Exchange.	Article 42 Upon approval at general meeting, these rules will become effective from the date on which initial public offering and listing of overseas-listed foreign-invested shares (H shares) issued by the Company commences on the Hong Kong Stock Exchange.

The proposed amendments include uniformly changing “股東大會” in the Rules of Procedures of Board of Supervisors into “股東會” and the English translation remaining unchanged.

NOTICE OF ANNUAL GENERAL MEETING



四川能投發展股份有限公司 Sichuan Energy Investment Development Co., Ltd.*

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

(Stock Code: 01713)

NOTICE OF 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of the Company for the year 2024 will be held at the Hydropower Building, No. 789 Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC at 10:00 a.m. on Wednesday, 18 June 2025 to consider and, if thought fit, to pass, with or without modifications, the undermentioned resolutions of the Company. Reference is made to the circular of the Company dated 25 April 2025 in relation to, among other things, resolutions to be proposed at the AGM (the “**Circular**”).

Unless otherwise specified, all terms defined in the Circular shall have the same meanings when used herein.

ORDINARY RESOLUTIONS

1. To receive, consider and approve the remuneration for the Directors for the year ended 31 December 2024;
2. To receive, consider and approve the report of the independent non-executive Directors for the year ended 31 December 2024;
3. To receive, consider and approve the report of the Board of Directors for the year ended 31 December 2024;
4. To receive, consider and approve the report of the Supervisory Committee for the year ended 31 December 2024;
5. To receive, consider and approve the annual report of the Company for the year ended 31 December 2024;
6. To receive, consider and approve the Company's final accounts report and audit report for the year ended 31 December 2024;
7. To receive, consider and approve the profit distribution plan of the Company for the year 2024;
8. To receive, consider and approve the annual production and operation plan of the Company for the year 2025;

NOTICE OF ANNUAL GENERAL MEETING

9. To receive, consider and approve the annual investment plan of the Company for the year 2025;
10. To receive, consider and approve the annual budget report of the Company for the year 2025;
11. To consider and approve the re-appointment of KPMG Huazhen LLP as the Company's auditor for the year 2025 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration;
12. To consider and approve the proposed change in use of proceeds; and
13. To consider and approve the proposed appointment of Mr. Yao Gengsheng as a non-executive Director of the fifth session of the Board.

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association;
2. To consider and approve the proposed amendments to the Rules of Procedure of General Meetings;
3. To consider and approve the proposed amendments to the Rules of Procedure of Board Meetings;
4. To consider and approve the proposed amendments to the Rules of Procedure of Supervisory Committee Meetings;
5. To receive, consider and approve the general mandate for the issuance of shares by the Company; and
6. To receive, consider and approve the general mandate for the issuance of debt financing instruments by the Company.

By order of the Board
Sichuan Energy Investment Development Co., Ltd.*
HE Jing
Chairman

Chengdu, Sichuan Province, the PRC
25 April 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 25 April 2025.
2. In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 13 June 2025 to Wednesday, 18 June 2025 (both days inclusive), during which period no transfer of the Shares will be effected. In order to be qualified to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by holders of H Shares, or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of Domestic Shares no later than 4:30 p.m. on Thursday, 12 June 2025.
3. In order to determine the entitlement of Shareholders for the final dividend, subject to the approval of the Shareholders at the AGM, the register of members of the Company will be closed from Wednesday, 25 June 2025 to Monday, 30 June 2025 (both days inclusive), during which period no transfer of the Shares will be effected. The Company will distribute final dividends to Shareholders which are on the register of members of the Company on 30 June 2025. In order to be qualified to obtain final dividends, all transfers accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by holders of H Shares, or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of Domestic Shares no later than 4:30 p.m. on Tuesday, 24 June 2025.
4. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not to be a Shareholder.
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
6. In order to be valid, the proxy form must be deposited to the H share registrar of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by holders of H Shares, or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of Domestic Shares not less than 24 hours before the time for holding the AGM (i.e. before 10:00 a.m. on Tuesday, 17 June 2025). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
7. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the AGM. If a corporate Shareholder appoints an authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the Board of Directors or other authorised parties of the corporate Shareholder or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
8. Shareholders who intend to attend the AGM should complete and return the reply slip in writing by hand or by post to the Company's H share registrar (for holders of H Shares), or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC (for holders of Domestic Shares) on or before Sunday, 8 June 2025.
9. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

NOTICE OF ANNUAL GENERAL MEETING

10. Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the chairman of the general meeting will also demand that all the resolutions proposed at the general meeting will be voted on by way of poll in registered form.
11. The AGM is expected to be held for less than half a day. Shareholders who intend to attend the AGM shall arrange and bear their own transportation and accommodation expenses.
12. The name and address of the Company's H Share registrar is as follows:
- Tricor Investor Services Limited
17/F, Far East Finance Centre.
16 Harcourt Road,
Hong Kong
Tel: +852 29801333
Fax: +852 28108185
13. The address of registered office of the Company in the PRC is as follows:
- No. 789, Renhe Road,
Wenjiang District, Chengdu City,
Sichuan Province,
the PRC
Tel: +86 (28) 86299666
Fax: +86 (28) 86299666

As at the date of this notice, the executive Directors are Mr. He Jing, Mr. Wang Yuanchun and Ms. Xie Peixi; the non-executive Directors are Ms. Han Chunhong, Mr. Tao Xueqing, Mr. Gao Bin, Mr. Kong Ce and Mr. Zhao Gen; and the independent non-executive Directors are Mr. Siu Chi Hung, Mr. Chen Chuan, Mr. Mou Yingshi, Prof. Li Jian and Ms. He Yin.

* For identification purposes only