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METALLURGICAL CORPORATION OF CHINA LTD. *

中國冶金科工股份有限公司

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

(Stock Code: 1618)

ANNOUNCEMENT

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE SHAREHOLDERS' MEETINGS
AND
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD MEETINGS**

**I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND ABOLISHING OF THE SUPERVISORY COMMITTEE**

The board of directors (the “**Board**”) of Metallurgical Corporation of China Ltd.* (the “**Company**”) announces that, pursuant to the new Company Law, which was formally implemented on 1 July 2024, reference to the provisions and regulatory requirements of the Guidelines on Articles of Association of Listed Companies and other documents, and according to the actual circumstances of the Company, the Board resolved on 29 April 2025 to propose to the shareholders of the Company (the “**Shareholders**”) certain amendments to the articles of association of the Company (the “**Articles of Association**”).

In addition, the Company intends to cease to establish the Supervisory Committee, and its powers shall be exercised by the Audit Committee of the Board. The Rules of Procedure for the Supervisory Committee of Metallurgical Corporation of China Ltd. and other relevant systems of the Supervisory Committee shall be abolished accordingly.

Details of the proposed amendments to the Articles of Association are set out in Appendix I to this announcement.

**II. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE
SHAREHOLDERS' MEETINGS**

According to the Rules for the General Meetings of Listed Companies and in line with the proposed amendments to the Articles of Association, on 29 April 2025, the Board also resolved to propose to the Shareholders certain amendments to the Rules of Procedure for the Shareholders' Meetings.

Details of the proposed amendments to the Rules of Procedure for the Shareholders' Meetings are set out in Appendix II to this announcement.

III. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD MEETINGS

In order to align with the proposed amendments to the Articles of Association and comply with the requirements of the State-owned Assets Supervision and Administration Commission of the State Council in relation to the standard operation of the Board, on 29 April 2025, the Board also resolved to propose to the Shareholders certain amendments to the Rules of Procedure for the Board Meetings.

Details of the proposed amendments to the Rules of Procedure for the Board Meetings are set out in Appendix III to this announcement.

GENERAL

The above proposed amendments to the Articles of Association, the Rules of Procedure for the Shareholders' Meetings and the Rules of Procedure for the Board Meetings have been considered and approved at the 72nd meeting of the third session of the Board. The Board agreed to submit the proposed amendments to the general meeting of the Company for consideration. The proposed amendments to the Articles of Association, the Rules of Procedure for the Shareholders' Meetings and the Rules of Procedure for the Board Meetings shall be subject to the approval by the Shareholders by way of a special resolution at the general meeting.

A circular containing, among others, details of the proposed amendments to the Articles of Association, the Rules of Procedure for the Shareholders' Meetings and the Rules of Procedure for the Board Meetings, and a notice of the general meeting will be dispatched to the Shareholders in due course.

By order of the Board
Metallurgical Corporation of China Ltd.*
Chang Qi
Joint Company Secretary

Beijing, the PRC
29 April 2025

As at the date of this announcement, the Board comprises executive directors: Mr. Chen Jianguang and Mr. Bai Xiaohu; non-executive directors: Mr. Lang Jia and Mr. Yan Aizhong (employee representative director); and independent non-executive directors: Mr. Liu Li, Mr. Ng, Kar Ling Johnny and Ms. Zhou Guoping.

* For identification purposes only

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

The original Articles	The Articles after amendments
Chapter 1 General Provisions Article 1 In a bid to safeguard the legitimate rights and interests of Metallurgical Corporation of China Ltd. (the “Company”), its Shareholders and creditors, and to regulate the organization and activities of the Company, the Company formulated the Articles of Association 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”), <u>the State Council’s Extraordinary Regulations on Overseas Offering and Listing of Shares by Joint Stock Limited Companies</u> (the “ <u>Extraordinary Regulations</u> ”), <u>the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas</u> (the “ <u>Mandatory Provisions</u> ”), the Guidelines on Articles of Association of Listed Companies (the “ <u>Guidelines on Articles of Association</u> ”), the Constitution of the Communist Party of China and other relevant regulations.	Chapter 1 General Provisions Article 1 In a bid to safeguard the legitimate rights and interests of Metallurgical Corporation of China Ltd. (the “Company”), its Shareholders, <u>employees</u> and creditors, and to regulate the organization and activities of the Company, the Company formulated the Articles of Association 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 Guidelines on Articles of Association of Listed Companies, the Constitution of the Communist Party of China and other relevant regulations.
Chapter 1 General Provisions Article 2 The Company is a joint stock limited company incorporated pursuant to the Company Law, Securities Law, <u>the Extraordinary Regulations</u> and other relevant laws and regulations in the PRC. The Company was established by way of promotion with the approval of the State-owned Assets Supervision and Administration Commission of the State Council. The Company was registered with the State Administration for Industry and Commerce of the People’s Republic of China and was granted the corporate legal person’s business license on <u>1 December 2008</u> . The unified social credit code of the Company is: 91110000710935716X.	Chapter 1 General Provisions Article 2 The Company is a joint stock limited company incorporated pursuant to the Company Law, Securities Law, and other relevant laws and regulations in the PRC. The Company was established by way of promotion with the approval of the State-owned Assets Supervision and Administration Commission of the State Council. The Company was registered with the State Administration for Industry and Commerce of the People’s Republic of China and was granted the corporate legal person’s business license on <u>1 December 2008</u> . The unified social credit code of the Company is: 91110000710935716X.

The original Articles	The Articles after amendments
<p>Chapter 1 General Provisions Article 5 The Chairman of the Company shall be its legal representative.</p>	<p>Chapter 1 General Provisions Article 5 <u>The Director or president who represents the Company in the execution of corporate affairs shall be the legal representative of the Company, and the specific person shall be determined by the election of a majority of the Board of Directors of the Company. The resignation of the Director or president who serves as the legal representative shall be deemed to be the resignation of the legal representative at the same time. If the legal representative resigns, the Company shall appoint a new legal representative within thirty days from the date of resignation of the legal representative.</u></p> <p><u>The legal consequences of civil activities performed by a legal representative in the name of the Company shall be borne by the Company. Any restrictions on the authority of the legal representative set forth in the Articles of Association of the Company or by the Shareholders' Meeting shall not be asserted against a bona fide third party. Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the laws or the Articles of Association.</u></p>
<p>Chapter 1 General Provisions Article 6 <u>The Company's total assets are divided into equally valued Shares.</u> Shareholders' liabilities of the Company are limited to the Shares subscribed by them, and the Company is liable for its debts to the extent of its entire assets.</p>	<p>Chapter 1 General Provisions Article 6 Shareholders' liabilities of the Company are limited to the Shares subscribed by them, and the Company is liable for its debts to the extent of its entire assets.</p>

The original Articles	The Articles after amendments
<p>Chapter 1 General Provisions Article 8 <u>Upon the passing of a resolution at the general meeting of the Company and approval from relevant authorities of the state, the Articles of Association shall take effect from the date on which the Shares issued by the Company were listed and traded on The Stock Exchange of Hong Kong Limited.</u></p> <p>From the date when the Articles of Association took effect, it shall become a legally binding instrument applicable to the organization and activities of the Company, the relationship between the Company and its Shareholders and that between the Shareholders, and will have a binding legal effect on the Company and its Shareholders, Directors, <u>Supervisors</u> and senior management managers. All the aforementioned persons shall be entitled to, pursuant to the Articles of Association, put forward claims concerning the affairs of the Company and shall undertake obligations accordingly.</p> <p>Subject to the requirement of the Articles of Association, Shareholders may, in accordance with the Articles of Association, bring litigation against each other. The Shareholders may bring litigations against the Directors, <u>Supervisors</u> and senior management members of the Company. The Shareholders may bring litigation against the Company. The Company may bring litigation against Shareholders, Directors, <u>Supervisor</u> and senior management members.</p> <p>The litigations referred to in the preceding paragraph include ...</p>	<p>Chapter 1 General Provisions Article 8 From the date when the Articles of Association took effect, it shall become a legally binding instrument applicable to the organization and activities of the Company, the relationship between the Company and its Shareholders and that between the Shareholders, and will have a binding legal effect on the Company and its Shareholders, Directors and senior management managers. All the aforementioned persons shall be entitled to, pursuant to the Articles of Association, put forward claims concerning the affairs of the Company and shall undertake obligations accordingly.</p> <p>Subject to the requirement of the Articles of Association, Shareholders may, in accordance with the Articles of Association, bring litigation against each other. The Shareholders may bring litigations against the Directors and senior management members of the Company. The Shareholders may bring litigation against the Company. The Company may bring litigation against Shareholders, Directors and senior management members.</p> <p>The litigations referred to in the preceding paragraph include ...</p>
<p>Chapter 1 General Provisions Article 9 The Company may invest in other enterprises. <u>Unless otherwise stated by law, however,</u> the Company shall not become a financier assuming joint liability for debts of the enterprise so invested.</p>	<p>Chapter 1 General Provisions Article 9 The Company may invest in other enterprises. <u>Where the law provides that</u> the Company shall not become a financier assuming joint liability for debts of the enterprise so invested, <u>such provisions shall prevail.</u></p>
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 12 There must, at all times, be ordinary Shares in the Company. Subject to the approval from the companies approving department authorized by the State Council, the Company may issue other kinds of Shares according to its requirements.</p>	<p>Deleted</p>
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 13 The Company's stock takes the form of Shares.</p> <p><u>The Shares of the Company are evidenced by Share certificates, with a par value of Renminbi 1 yuan each.</u></p> <p>The Renminbi referred to in the preceding paragraph is ...</p>	<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 12 The Company's stock takes the form of Shares.</p> <p><u>The Shares with par value issued by the Company are denominated in Renminbi, with a par value of Renminbi 1 yuan each.</u></p> <p>The Renminbi referred to in the preceding paragraph is ...</p>

The original Articles	The Articles after amendments
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 14 The Company's Shares shall be issued in an open, fair and just manner. Shares <u>of the same kind</u> shall carry with the same rights.</p> <p>For <u>the same kind of</u> Shares issued in the same tranche, each Share shall be issued at the same price and subject to the same conditions. <u>Any organization or individual shall pay the same price to subscribe for the same Shares.</u></p>	<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 13 The Company's Shares shall be issued in an open, fair and just manner. Shares <u>of the same class</u> shall carry with the same rights.</p> <p>For <u>the same class of</u> Shares issued in the same tranche, each Share shall be issued at the same price and subject to the same conditions. <u>The subscriber shall pay the same price to subscribe for the same Shares.</u></p>
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 15 <u>The Company may, upon the approval of the securities regulatory of the State Council, issue Shares to domestic investors and foreign investors.</u></p> <p>The term "foreign investors" under the preceding paragraph refers to ...</p>	<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 14 <u>Where the Company issues Shares to domestic investors and foreign investors, it shall perform the procedures of registering or filing with the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") in accordance with the laws.</u></p> <p>The term "foreign investors" under the preceding paragraph refers to ...</p>
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 16 The Shares issued by the Company to the domestic investors and subscribed in RMB shall be called domestic Shares. The domestic Shares listed at a domestic stock exchange shall be called A Shares. The Shares issued by the Company to overseas investors and subscribed in foreign currencies are called foreign Shares. The foreign Shares listed at an overseas stock exchange shall be called overseas listed foreign Shares.</p> <p><u>Upon the approval of the securities regulatory of the State Council, the domestic Shareholders of the Company may transfer their holding Shares to overseas investors. Such Shares may be listed and traded overseas. Where Shares to be transferred are listed and traded on overseas securities stock exchange, they are also subject to regulatory procedures, regulations and requirements of overseas securities market. Where Shares to be transferred are listed and traded on overseas securities stock exchange, voting at class meeting is not required.</u></p> <p>The foreign Shares of the Company listed in Hong Kong shall be called H Shares, that is, Shares which have been admitted for listing on The Stock Exchange of Hong Kong Limited (referred to as the "Hong Kong Stock Exchange"), and the par value of which is denominated in RMB and are subscribed and traded in Hong Kong dollars. <u>Domestic Shares may be converted into H Shares upon the approval of the State Council or the institution authorized by the State Council and with the consent from Hong Kong Stock Exchange.</u></p>	<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 15 The Shares issued by the Company to the domestic investors and subscribed in RMB shall be called domestic Shares. The domestic Shares listed at a domestic stock exchange shall be called A Shares. The Shares issued by the Company to overseas investors and subscribed in foreign currencies <u>or RMB</u> are called foreign Shares. The foreign Shares listed at an overseas stock exchange shall be called overseas listed foreign Shares.</p> <p>The foreign Shares of the Company listed in Hong Kong shall be called H Shares, that is, Shares which have been admitted for listing on The Stock Exchange of Hong Kong Limited (referred to as the "Hong Kong Stock Exchange"), and the par value of which is denominated in RMB and are subscribed and traded in Hong Kong dollars.</p>

The original Articles	The Articles after amendments
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 18 Upon establishment of the Company, and as approved by the Reply on Approving the Initial Public Offering of Metallurgical Corporation of China Ltd. (CSRC License [2009] No. 863) issued by <u>the China Securities Regulatory Commission (the “CSRC”)</u> on 28 August 2009, the Company initially issued 3,500 million RMB ordinary Shares to the public and such Shares were listed on the Shanghai Stock Exchange on 21 September 2009.</p> <p>After completion of the issuance of the above RMB ordinary Shares, ….</p> <p>With the approval of the CSRC, the Company issued 2,871 million overseas listed foreign Shares (H Shares) after completion of the issuance of the above RMB ordinary Shares.</p> <p>With the approval of the CSRC….</p> <p>The registered capital of the Company is RMB20,723,619,170, and the paid-up capital is RMB20,723,619,170.</p>	<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 17 Upon establishment of the Company, and as approved by the Reply on Approving the Initial Public Offering of Metallurgical Corporation of China Ltd. (CSRC License [2009] No. 863) issued by the CSRC on 28 August 2009, the Company initially issued 3,500 million RMB ordinary Shares to the public and such Shares were listed on the Shanghai Stock Exchange on 21 September 2009.</p> <p>After completion of the issuance of the above RMB ordinary Shares, ….</p> <p>With the approval of the CSRC, the Company issued 2,871 million overseas listed foreign Shares (H Shares) after completion of the issuance of the above RMB ordinary Shares, <u>which were listed on the Hong Kong Stock Exchange on 24 September 2009.</u></p> <p>With the approval of the CSRC ….</p> <p>The registered capital of the Company is RMB20,723,619,170, and the paid-up capital is RMB20,723,619,170. <u>The total number of Shares of the Company is 20,723,619,170.</u></p>
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 20 The Board of Directors of the Company may arrange a separate implementation to issue domestic Shares and overseas listed foreign Shares after obtaining the approval of the securities regulatory authority of the State Council.</p> <p>The Company’s proposal for issue of overseas listed foreign Shares pursuant to the preceding paragraph may be implemented within 15 months from the date of approval by the securities regulatory authority of the State Council.</p>	Deleted
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 21 Where the total number of Shares to be issued by the Company as determined under the plan includes the number of overseas listed foreign Shares and the number of domestic Shares, the capital shall be raised by one installment; where the capital shall not be raised by one installment under special circumstances, it may be raised by separate installments with the approval of the securities authority of the State Council.</p>	Deleted

The original Articles	The Articles after amendments
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 22 The registered capital of the Company was RMB13 billion at the time of incorporation. After the initial public offering of domestic Shares and/or overseas listed foreign Shares, any changes in the registered capital of the Company shall be registered with the registration and administration departments for industry and commerce according to actual conditions and shall be filed under the approving department authorized by the State Council and the securities regulatory authority of the State Council.</p>	<p>Deleted</p>
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 23 <u>The Shares of the Company are transferable according to the law</u> without any right of lien, unless otherwise stipulated by the law and regulations.</p>	<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 19 <u>The Shares of the Company shall be transferred according to the law</u> without any right of lien, unless otherwise stipulated by the law and regulations.</p>
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 24 The Company shall not accept any <u>Shares</u> of the Company as the subject <u>of pledges</u>.</p>	<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 20 The Company shall not accept any <u>Shares</u> of the Company as the subject <u>of pledges</u>.</p>
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 25 <u>The Shares of the Company held by the promoter shall not be transferred within one year from the date of the establishment of the Company.</u> Shares issued prior to the public offering of Shares by the Company shall not be transferred within one year from the date the Shares of the Company were listed and traded at the stock exchanges.</p> <p>The Directors, <u>Supervisors</u> and senior management members of the Company shall report to the Company their shareholdings in the Company and any changes thereof, and shall not transfer more than <u>25% of the total number of Shares held by them</u> in each year <u>of their respective term of office</u>. The Company Shares held by them ….</p>	<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 21 Shares issued prior to the public offering of Shares by the Company shall not be transferred within one year from the date the Shares of the Company were listed and traded at the stock exchanges.</p> <p>The Directors and senior management members of the Company shall report to the Company their shareholdings in the Company and any changes thereof, and shall not transfer more than <u>25% of the total number of Shares of the same kind</u> held by them in each year of their respective term of office <u>specified at the time of taking office</u>. The Company Shares held by them ….</p>

The original Articles	The Articles after amendments
<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 26 If the Directors, <u>Supervisors</u> and senior management members of the Company as well as the Shareholders holding more than 5% of the Company Shares sell the Company Shares they hold or other equity securities within six months after purchase or buy Company Shares within six months after the sale, the gains generated from such trade shall be disgorged and paid to the Company. The Board of Directors of the Company shall forfeit such gains from the abovementioned parties. Where the aforementioned restrictions on transfer involve H Shares, approval by Hong Kong Stock Exchange is required. Nevertheless, <u>if</u> a securities company holds more than 5% of the Company Shares by buying the remaining Shares pursuant to an underwriting arrangement, <u>the six-month limitation for selling the said Shares shall not apply.</u></p> <p>The Shares or other equity securities held by the Directors, <u>Supervisors</u>, senior management and individual Shareholders referred to in the preceding provisions include</p> <p>Should the Board of Directors of the Company does not observe the provisions set forth in the first paragraph,</p>	<p>Chapter 3 Shares, Registered Capital and Transfer of Shares Article 22 If the Directors and senior management members of the Company as well as the Shareholders holding more than 5% of the Company Shares sell the Company Shares they hold or other equity securities within six months after purchase or buy Company Shares within six months after the sale, the gains generated from such trade shall be disgorged and paid to the Company. The Board of Directors of the Company shall forfeit such gains from the abovementioned parties. Where the aforementioned restrictions on transfer involve H Shares, approval by Hong Kong Stock Exchange is required. Nevertheless, <u>except that</u> a securities company holds more than 5% of the Company Shares by buying the remaining Shares pursuant to an underwriting arrangement <u>and other circumstances prescribed by the CSRC.</u></p> <p>The Shares or other equity securities held by the Directors, senior management and individual Shareholders referred to in the preceding provisions include</p> <p>Should the Board of Directors of the Company does not observe the provisions set forth in the first paragraph,</p>
<p>Chapter 4 Change in Capital and Repurchase of Shares Article 27 Pursuant to laws and regulations and upon approval at the general meeting, the Company may, based on its operation and business requirements, approve a capital increase in line with the provisions of the Articles of Association.</p> <p>The Company may increase capital in the following ways:</p> <ol style="list-style-type: none"> (1) <u>public</u> offering; (2) <u>non-public</u> offering; (3) bonus issue of Shares to existing Shareholders; (4) convert surplus reserve into capital; (5) other ways as permitted by the laws and regulations and relevant regulatory authorities. <p><u>The increase in the capital of the Company by way of issuing new Shares shall be implemented pursuant to the provisions of the Articles of Association and in accordance with relevant laws and regulations of the PRC.</u></p>	<p>Chapter 4 Change in Capital and Repurchase of Shares Article 27 Pursuant to laws and regulations and upon approval at the general meeting, the Company may, based on its operation and business requirements, approve a capital increase in line with the provisions of the Articles of Association.</p> <p>The Company may increase capital in the following ways:</p> <ol style="list-style-type: none"> (1) offering <u>Shares to unspecified targets;</u> (2) offering <u>Shares to specific targets;</u> (3) bonus issue of Shares to existing Shareholders; (4) convert surplus reserve into capital; (5) other ways as permitted by the laws and regulations and relevant regulatory authorities.

The original Articles	The Articles after amendments
–	Article 24 The increase in the capital of the Company by way of issuing new Shares shall be implemented pursuant to the provisions of the Articles of Association and in accordance with relevant laws and regulations of the PRC.
<p>Chapter 4 Change in Capital and Repurchase of Shares Article 29 Upon the reduction of registered capital, the Company shall prepare a balance sheet and a list of its assets.</p> <p>The Company shall notify its creditors within 10 days from the date when the resolution for the reduction of registered capital is made, and shall publish the notice within 30 days at least three times in newspapers authorized by the stock exchanges where the Company Shares are listed. The creditors who have received the said notice shall have the right within 30 days from the date of receiving the notice, and the creditors who have not received the notice shall have the right within 90 days from the date of the notice being first published to demand the Company to settle the debt or to provide corresponding security in respect of the debt.</p> <p>The registered capital of the Company shall not be less than the minimum capital requirement by law after the reduction of capital.</p>	Deleted
<p>Chapter 4 Change in Capital and Repurchase of Shares Article 30 <u>In the following circumstances, the Company may repurchase its Shares in accordance with laws, administrative regulations, departmental rules and provisions under the Articles of Association:</u></p> <p>...</p> <p><u>Save as the above conditions, the Company shall not repurchase its Shares.</u></p>	<p>Chapter 4 Change in Capital and Repurchase of Shares Article 26 <u>The Company shall not repurchase its Shares, except in the following circumstances:</u></p> <p>...</p>

The original Articles	The Articles after amendments
<p>Chapter 4 Change in Capital and Repurchase of Shares Article 32 Where the Company repurchases its Shares in the circumstances set out in clauses (1) and (2) of the first paragraph of Article 30 of the Articles of Association, it shall be subject to approval at the <u>General Meeting</u>.</p> <p>Where the Company repurchases its Shares in the circumstances set out in clauses (3), (5) and (6) of the first paragraph of Article 30 of the Articles of Association, it may be resolved by more than <u>two-thirds</u> of the Directors present at a meeting of the Board of Directors in accordance with the provisions of the Articles of Association or the authorization of the <u>General Meeting</u>.</p> <p>In the event that the Company has repurchased its Shares in accordance with the first paragraph of Article 30, such Shares shall be cancelled within 10 days in the circumstance set out in clause (1), or shall be transferred or cancelled within 6 months in the circumstances set out in clauses (2) and (4); the aggregate number of Shares held by the Company shall not exceed 10% of the <u>total</u> issued Shares of the Company, and shall be transferred or cancelled within 3 years in the circumstances set out in clauses (3), (5) and (6).</p> <p>Where the relevant laws and regulations and the securities regulators and the stock exchanges of the places where the Shares of the Company are listed provide otherwise in relation to the aforementioned Share repurchase and cancellation, such provisions shall prevail.</p>	<p>Chapter 4 Change in Capital and Repurchase of Shares Article 28 Where the Company repurchases its Shares in the circumstances set out in clauses (1) and (2) of the first paragraph of Article 26 of the Articles of Association, it shall be subject to approval at the <u>Shareholders' Meeting</u>.</p> <p>Where the Company repurchases its Shares in the circumstances set out in clauses (3), (5) and (6) of the first paragraph of Article 26 of the Articles of Association, it may be resolved by more than <u>two-thirds</u> of the Directors present at a meeting of the Board of Directors in accordance with the provisions of the Articles of Association or the authorization of the <u>Shareholders' Meeting</u>.</p> <p>In the event that the Company has repurchased its Shares in accordance with the first paragraph of Article 26, such Shares shall be cancelled within 10 days in the circumstance set out in clause (1), or shall be transferred or cancelled within 6 months in the circumstances set out in clauses (2) and (4); the aggregate number of Shares held by the Company shall not exceed 10% of the <u>total</u> issued Shares of the Company, and shall be transferred or cancelled within 3 years in the circumstances set out in clauses (3), (5) and (6).</p> <p>Where the relevant laws and regulations and the securities regulators and the stock exchanges of the places where the Shares of the Company are listed provide otherwise in relation to the aforementioned Share repurchase and cancellation, such provisions shall prevail.</p>

The original Articles	The Articles after amendments
<p>Chapter 4 Change in Capital and Repurchase of Shares Article 33 Where the Company repurchases its Shares by way of agreement other than through a stock exchange, it shall obtain the prior approval of the Shareholders in a General Meeting according to the provisions of the Articles of Association. Where prior approval has been obtained from the Shareholders in a General Meeting in the same manner, the Company may release or modify the contract entered into in the aforesaid manner or waive any right granted under such contract.</p> <p>The contract to repurchase Shares under the preceding paragraph shall include (but not limited to) the agreement to undertake the obligation to repurchase Shares or acquiring the rights to repurchase Shares.</p> <p>The Company shall not assign the contract to repurchase Shares of the Company or any rights under the contract.</p> <p>As to the redeemable Shares which the Company is entitled to repurchase, where Shares are not repurchased by market transaction or bidding, the repurchase price shall not exceed a particular price ceiling; where Shares are repurchased by bidding, the Company shall issue a tender offer to all Shareholders under the same conditions.</p>	Deleted
<p>Chapter 4 Change in Capital and Repurchase of Shares Article 34 In the event that the Company cancels Shares because of Share repurchases, the Company shall apply to the original company registration authority for registration of alteration of such registered capital.</p> <p>The total nominal value of the Shares thus canceled shall be deducted from the registered capital of the Company.</p>	Deleted
<p>Chapter 4 Change in Capital and Repurchase of Shares Article 35 Unless the Company is in the process of liquidation, the repurchase of issued Shares by the Company shall observe the following provisions:</p> <p>(1) if the Shares are repurchased at the face value, payment may be made out of the balance of the distributable profits in the books of the Company and from the proceeds of fresh issue of new Shares for the purpose of repurchase of issued Shares;</p>	Deleted

The original Articles	The Articles after amendments
<p>(2) if the Shares are repurchased at a premium, payment up to the face value may be made out of the balance of the distributable profits in the books of the Company and from the proceeds of fresh issue of new Shares for the purpose of repurchase. Payment of the portion in excess of the face value shall be effected in the following manner:</p> <p>(i) if the repurchased Shares were issued at par value, payment shall be made out of the balance of distributable profits in the books of the Company;</p> <p>(ii) if the repurchased Shares were issued at a premium, payment shall be made out of the balance of distributable profits in the books of the Company and from the proceeds of fresh issue of new Shares for the purpose of Share repurchase provided that, the amount paid out of the proceeds of fresh issue of new Shares shall not exceed the aggregate of premium received on the issue of the Shares repurchased, nor the amount of premium account (or the capital surplus reserve fund account) of the Company at the time of such repurchase (including the amount of the premium received on the fresh issue of new Shares);</p> <p>(3) The payment for the following purposes shall be made out of the distributable profit of the Company:</p> <p>(i) to acquire rights to repurchase its Shares;</p> <p>(ii) to amend the contract of the repurchase of its Shares;</p> <p>(iii) to release any of its obligations under the repurchase contract.</p> <p>(4) After the registered capital of the Company has been diminished by the total nominal amount of the Shares so canceled pursuant to relevant provisions, the amount which has been deducted from the distributable profits and used for repurchasing the nominal value of the Shares shall be credited to the premium account (or the capital surplus reserve fund account) of the Company.</p>	

The original Articles	The Articles after amendments
<p>Chapter 5 Financial Assistance in Buying the Shares of the Company Article 36 <u>The Company or its subsidiaries (including the affiliates of the Company) shall not provide at any time and in any manner any financial assistance to any person buying or planning to buy the Shares of the Company. The person(s) buying the Shares of the Company aforesaid shall include the person(s) who undertake(s), directly or indirectly, obligations as a result of an acquisition of Shares of the Company.</u></p> <p><u>The Company or its subsidiaries (including the affiliates of the Company) shall not provide financial assistance at any time and in any manner to reduce or release the obligations of the aforesaid obligator.</u></p> <p><u>This provision shall not apply to the situations set forth under Article 38 in this chapter.</u></p> <p><u>Article 37 The term “financial assistance” under this chapter shall include (but not limited to) the following:</u></p> <ol style="list-style-type: none"> <u>(1) gift;</u> <u>(2) guarantee (including provision by the guarantor of an undertaking or property to secure the performance of obligations by the obligor), indemnity (other than an indemnity in respect of the Company’s own neglect or default) or a release or waiver thereof;</u> <u>(3) provision of loan or making of a contract under which the obligations of the Company are to be fulfilled before the obligations of another party to the contract, the novation of the loan or changes of the parties to the contract and the assignment of rights under the loan and the contract;</u> <u>(4) any other 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.</u> <p><u>Undertaking under this chapter shall include the obligation undertaken by the obligator of contract or arrangement (whether the contract or arrangement is enforceable or to be undertaken individually or jointly with others) or changes in his/her financial position in any manner.</u></p>	<p>Chapter 4 Change in Capital and Repurchase of Shares Article 29 <u>The Company or its subsidiaries (including the affiliates of the Company) shall not provide financial assistance in the form of gifts, advances, guarantees or loans for the acquisition of the Company’s or its parent company’s Shares by another person, unless the Company implements an employee stock ownership plan. In the interests of the Company, upon approval at the Shareholders’ Meeting, or the approval of the Board of Directors in accordance with the Articles of Association or the authorisation of the Shareholders’ Meeting, the Company may provide financial assistance for the acquisition of Shares of the Company or its parent company by another person, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total amount of the issued share capital. Resolutions made by the Board of Directors shall be approved by more than two-thirds of all the Directors.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 5 Financial Assistance in Buying the Shares of the Company Article 38 The restrictions described in Article 36 shall not apply to the following:</p> <ol style="list-style-type: none"> (1) relevant financial assistance provided by the Company is intended for the interests of the Company in good faith, and the major purpose of such financial assistance is not to buy the Shares of the Company, or it is an incidental part of the overall plan of the Company; (2) to distribute the assets of the Company as dividends according to the law; (3) the allotment of bonus Shares as dividends; (4) to reduce the registered capital, repurchase Shares and adjust the shareholding structure of the Company according to the Articles of Association; (5) the Company extends loans for normal business activities within its business scope (but such loan extensions shall not result in a decrease in the net assets of the Company, or even if it constitutes a decrease in net assets, such financial assistance is paid out of the distributable profit of the Company); (6) the Company provides funding for the employee stock ownership plan (but such expenditure shall not result in a decrease in the net assets of the Company, or even if it constitutes a decrease in net assets, such financial assistance is paid out of the distributable profit of the Company). 	Deleted

The original Articles	The Articles after amendments
<p>Chapter 6 Share Certificates and Register of Shareholders Article 40 The Share certificates shall be signed by the legal representative. The Share certificates shall also be signed by the senior management members of the Company if required by the stock exchanges where the Shares of the Company are listed. The Share certificates shall take effect after they are affixed with the common seal of the Company or being affixed in the mode of printing. The authorization from the Board of Directors shall be required before the common seal of the Company is affixed on the Shares. The signatures of the legal representative or relevant senior management members of the Company on the Shares may also take the printed form. Where the Shares of the Company are offered and traded in a non-paper form, it shall comply with regulations otherwise stipulated by the securities regulatory authority of the place where the Shares of the Company are listed.</p>	<p>Deleted</p>
<p>Chapter 6 Share Certificates and Register of Shareholders Article 41 The Company shall keep a register of shareholders according to the certificates issued by the securities registration authority. The register of shareholders shall be sufficient evidence of shareholdings in the Company, unless there is evidence to the contrary.</p> <p><u>The register of shareholders shall record the following items:</u></p> <ol style="list-style-type: none"> <u>(1) name (title), address (residential), occupation or description of each Shareholder;</u> <u>(2) category and quantity of Shares held by each Shareholder;</u> <u>(3) the amount paid or payable for the shares held by each Shareholder;</u> <u>(4) the serial number of the Shares held by each Shareholder;</u> <u>(5) the date on which each person was registered as a Shareholder;</u> <u>(6) the date on which each Shareholder ceased to be a Shareholder.</u> 	<p>Chapter 5 Share Certificates and Register of Shareholders Article 31 The Company shall keep a register of shareholders according to the certificates issued by the securities registration and settlement authority. The register of shareholders shall be sufficient evidence of shareholdings in the Company, unless there is evidence to the contrary. <u>The Company shall keep the full copies of the register of Shareholders and the minutes of the Shareholders' Meetings at the address of the Company in Hong Kong for view by the Shareholders for free in accordance with the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), except that the Company may suspend registration of Shareholders on terms equivalent to those under the Hong Kong Companies Ordinance (Chapter 632 of the Laws of Hong Kong).</u></p>

The original Articles	The Articles after amendments
<p>Chapter 6 Share Certificates and Register of Shareholders Article 42 The Company may keep overseas the register of holders of overseas listed foreign shares and entrust it to the care of an overseas agency in accordance with the understanding and agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authority. The original of the H shareholders' register shall be kept in Hong Kong.</p> <p>The Company shall keep at its domicile a copy of the register of holders of overseas listed foreign shares; the entrusted overseas agency shall always ensure that the original and copies of the register of holders of overseas listed foreign shares are consistent.</p> <p>When there is a discrepancy between the original and copies of the register of holders of overseas listed foreign shares, the original shall prevail.</p> <p>Any register of Shareholders kept by the Company in Hong Kong shall be available for inspection by any Shareholder during business hours, except during the period when the registration of the Shares is suspended. The registration of the Shares of the Company may be suspended in a manner that complies with the Companies Ordinance.</p>	Deleted
<p>Chapter 6 Share Certificates and Register of Shareholders Article 43 The Company shall maintain a complete register of Shareholders.</p> <p>The complete register of Shareholders shall include the following parts:</p> <ol style="list-style-type: none"> (1) the register of Shareholders kept at the seat of the Company, other than those provided in paragraphs (2) and (3) below; (2) the register of holders of overseas listed foreign Shares of the Company kept at the place of the overseas stock exchange where the Company is listed; (3) the register of Shareholders kept in other place(s) as the Board of Directors of the Company thinks fit for the purpose of listing the Shares of the Company. 	Deleted

The original Articles	The Articles after amendments
<p>Chapter 6 Share Certificates and Register of Shareholders Article 44 Different parts of the register of Shareholders shall not overlap with each other. No transfer of any Shares registered in any part of the register of Shareholders shall, during the continuance of that registration, be registered in any other part of the register of Shareholders.</p> <p>The modification or correction to any part of the register of Shareholders shall be conducted according to the law in the place where the said part of the list of Shareholders is kept.</p>	Deleted
<p>Chapter 6 Share Certificates and Register of Shareholders Article 45 <u>All the H Shares for which the Share capital has been paid up are freely transferable according to the Articles of Association. Nevertheless, the Board of Directors may refuse to acknowledge any transfer document without giving any cause, unless the following conditions are fulfilled:</u></p> <ol style="list-style-type: none"> <li data-bbox="165 1010 783 1346">(1) <u>any transfer document and other documents related to, or possibly affect, the ownership of Shares shall be registered, with a payment of a fee of HK\$2.5 (for each transfer document) to the Company or higher as determined by the Board of Directors, but such fee shall not exceed the maximum fee limit specified by the Hong Kong Listing Rules of the Hong Kong Stock Exchange from time to time;</u> <li data-bbox="165 1384 783 1451">(2) <u>the transfer document involves only the H Shares listed in Hong Kong;</u> <li data-bbox="165 1489 783 1556">(3) <u>the stamp duty payable on the transfer document has been paid;</u> <li data-bbox="165 1594 783 1751">(4) <u>relevant Share certificates and other evidences reasonably required by the Board of Directors to prove the transferor has the right to transfer the Shares have been submitted;</u> <li data-bbox="165 1789 783 1901">(5) <u>if the Shares are intended to be transferred to joint holders, the number of such joint holders shall not exceed 4;</u> <li data-bbox="165 1939 783 2007">(6) <u>relevant Shares are free from any lien of the Company;</u> 	<p>Chapter 5 Share Certificates and Register of Shareholders Article 32 Any Shareholder of foreign Shares may use the transfer document in the common written format in the listing region of the foreign Shares or other formats acceptable to the Board of Directors to transfer all or part of the Shares held in the Company.</p> <p>...</p>

The original Articles	The Articles after amendments
<p>(7) <u>no Share shall be transferred to minors, mentally unsound persons or persons with other legal disability.</u></p> <p>Any Shareholder of foreign Shares may use the transfer document in the common written format in the listing region of the foreign Shares or other formats acceptable to the Board of Directors to transfer all or part of the Shares held in the Company. ...</p>	
<p>Chapter 6 Share Certificates and Register of Shareholders Article 46 No registration of the changes relating to Share transfer shall be made in the register of Shareholders within 5 days prior to the reference date on which dividends are to be distributed as determined by the Company. The registration of changes in the Shareholder's register resulting from transfer of Shares prior to a general meeting shall comply with relevant laws, administrative regulations, departmental regulations, regulatory documents and the requirements of the relevant stock exchange or regulatory bodies in the place where the Company's Shares are listed.</p>	Deleted
<p>Chapter 6 Share Certificates and Register of Shareholders Article 47 In the event the Company convenes the <u>General Meeting</u>, distributes the dividend, undergoes liquidation or has other tasks involving the identification of Shareholders, the convener of the Board of Directors or the <u>General Meeting</u> shall fix the date as a record date for determining the shareholdings. The Shareholders of the Company shall be those Shareholders registered on the register <u>at the end of the record date.</u></p>	<p>Chapter 5 Share Certificates and Register of Shareholders Article 33 In the event the Company convenes the <u>Shareholders' Meeting</u>, distributes the dividend, undergoes liquidation or has other tasks involving the identification of Shareholders, the convener of the Board of Directors or the <u>Shareholders' Meeting</u> shall fix the date as a record date for determining the shareholdings. The Shareholders of the Company shall be those Shareholders registered on the register <u>after close of market on the record date.</u></p>
<p>Chapter 6 Share Certificates and Register of Shareholders Article 48 Any person who disagrees with the register of Shareholders and requests to have his/her name registered thereon or removed therefrom may apply to the court of law having jurisdiction on the register for rectification of the register.</p>	Deleted

The original Articles	The Articles after amendments
<p>Chapter 6 Share Certificates and Register of Shareholders Article 49 Any Shareholder registered in the register of Shareholders or any person who requests to have his/her name registered in the register of Shareholders has lost his/her Share certificate (the “Original Certificate”), may apply to the Company for a new Share certificate in respect of such Shares (the “Relevant Shares”).</p> <p>Domestic Shareholder who loses his/her Share certificate may apply for the issue of a new Share certificate according to the relevant provisions of the Company Law.</p> <p>Holder of overseas listed foreign Shares who loses his/her Shares may apply for the issue of a new Share certificate in accordance with the laws and regulations and the rules of the stock exchange and other relevant provisions of the region where the original register of Shareholders of overseas listed foreign Shares is kept.</p> <p>Application for replacement of lost Share certificate made by a holder of H Shares shall be subject to the following requirements:</p> <ol style="list-style-type: none"> (1) The applicant shall submit the application in standard format designated by the Company and attach a notarial certificate or legal announcement document. The contents of the notarial certificate or legal announcement document shall include the reason of the application, the situation and evidence for the loss of Shares and the statement that no other person shall be entitled to register as a Shareholder in respect of the Relevant Shares. (2) The Company does not receive the statement from any person other than the applicant requesting to be registered as the Shareholder of such Shares before the Company decides to issue a new certificate. (3) If the Company decides to issue a new certificate to the applicant, the Company shall publish an announcement for issuing new certificate for replacement purpose in the newspapers designated by the Board of Directors. The period for such announcement shall be 90 days and it shall be published at least once every 30 days. The newspapers designated by the Board of Directors shall be the Chinese and English newspapers (at least one in either language) approved by the Hong Kong Stock Exchange. 	Deleted

The original Articles	The Articles after amendments
<p>(4) Prior to the publishing of the announcement for issuing new certificate for replacement purpose, the Company shall submit a copy of the announcement to be published to the stock exchange where the Shares of the Company are listed. The announcement may be published upon the reply of such stock exchange confirming that the said announcement has been exhibited in such stock exchange. The announcement shall be displayed in the stock exchange for a period of 90 days.</p> <p>If the application for replacement of the certificate is not agreed upon by the registered Shareholder of the Relevant Shares, the Company shall post the copy of the announcement to be published to such Shareholder.</p> <p>(5) Upon the expiry of 90 days for the publication and exhibition of the notification as provided in paragraphs (3) and (4) above and where no objection has been received from any person against the replacement of certificate, a new Share certificate shall be issued to the applicant based on his/her application.</p> <p>(6) When the Company issues a new Share certificate pursuant to this article, the Company shall forthwith cancel the Original Certificate, and record such cancellation and issue on the register of Shareholders.</p> <p>(7) All the expenses relating to the cancellation of Original Certificate and issue of the new Share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action before the applicant provides reasonable guarantees.</p>	

The original Articles	The Articles after amendments
Chapter 6 Share Certificates and Register of Shareholders Article 50 Upon the issue by the Company of new Share certificate according to these Articles of Association, the names (titles) of the bona fide buyer of the said new Shares or subsequent Shareholders registered as the owner of such Shares (as a bona fide purchaser), shall not be removed from the register of Shareholders.	Deleted
Chapter 6 Share Certificates and Register of Shareholders Article 51 The Company shall assume no liability for any loss incurred by any person as a result of the cancellation of the Original Certificate or in issuing new Share certificate, unless it may be proved by such person that the Company is fraudulent.	Deleted
<p>Chapter 7 Rights and Obligations of Shareholders Article 52 Shareholders of the Company shall be the persons who hold the Shares of the Company in accordance with the laws and have their names registered in the register of Shareholders.</p> <p>Shareholders shall enjoy the rights and undertake the obligations according to <u>the type and proportion of Shares</u> they hold. Shareholders holding <u>the same type</u> of Shares enjoy the same rights and undertake the same obligations.</p> <p>...</p>	<p>Chapter 6 Rights and Obligations of Shareholders Article 34 Shareholders of the Company shall be the persons who hold the Shares of the Company in accordance with the laws and have their names registered in the register of Shareholders.</p> <p>Shareholders shall enjoy the rights and undertake the obligations according to <u>the class of Shares</u> they hold. Shareholders holding <u>the same class</u> of Shares enjoy the same rights and undertake the same obligations.</p> <p><u>If the Company establishes a class of Shares such as preferred Shares, changes in the rights attached to such class of Shares shall be approved by the Shareholders holding Shares of such class with the relevant rights attached by a vote of at least two-thirds of the votes of the Shareholders present at the Shareholders' Meeting of a particular class of Shares and having the right to vote on amendments to the rights of such class of Shares.</u></p> <p>...</p>

The original Articles	The Articles after amendments
<p>Chapter 7 Rights and Obligations of Shareholders Article 53 A holder of ordinary Shares of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of interest distribution according to the Shares they hold;</p> <p>(II) to request, convene, to preside over, to participate in, or to assign a Shareholder agent to participate in, the General Meeting according to the law, and exercise the corresponding voting right;</p> <p>(III) to supervise and manage the business activities of the Company, put forward suggestions or raise inquiries;</p> <p>(IV) to transfer, present or pledge the Shares they hold according to the laws, regulations and these Articles of Association;</p> <p>(V) <u>to obtain relevant information in line with these Articles of Association, including:</u></p> <p><u>1. to obtain these Articles of Association after paying the cost expense;</u></p>	<p>Chapter 6 Rights and Obligations of Shareholders Article 35 A holder of ordinary Shares of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of interest distribution according to the Shares they hold;</p> <p>(II) to request <u>hold</u>, convene, to preside over, to participate in, or to assign a Shareholder agent to participate in, the General Meeting according to the law, and exercise the corresponding voting right <u>(unless individual Shareholders are required to waive their voting rights in respect of individual matters in accordance with the relevant requirements of the place where the Company's securities are listed);</u></p> <p>(III) to supervise and manage the business activities of the Company, put forward suggestions or raise inquiries;</p> <p>(IV) to transfer, present or pledge the Shares they hold according to the laws, regulations and these Articles of Association;</p> <p>(V) <u>to inspect and copy the Articles of Association, register of Shareholders, minutes of the Shareholders' Meeting, resolutions of meetings of the Board of Directors, financial accounting reports, and Shareholders in compliance with the regulations may inspect the accounting books and documents of the Company;</u></p> <p>...</p>

The original Articles	The Articles after amendments
<p><u>2. to have access to and make copies of the following after paying reasonable fees:</u></p> <p>(1) <u>all parts of the register of Shareholders;</u></p> <p>(2) <u>personal particulars of the Directors, Supervisors and senior management members of the Company, including:</u></p> <p>1) <u>current and previous names and aliases;</u></p> <p>2) <u>major addresses (residences);</u></p> <p>3) <u>nationalities;</u></p> <p>4) <u>full-time and any other part-time occupations and positions;</u></p> <p>5) <u>identification documents and numbers.</u></p> <p>(3) <u>status of the issued Shares of the Company;</u></p> <p>(4) <u>the report on the total face value, quantity, maximum price and minimum price of each category of Shares bought back by the Company at the end of the last financial year as well as all the expenses paid by the Company for such trade-in;</u></p> <p>(5) <u>the debenture receipts of the Company, minutes of the General Shareholders Meeting, resolutions of the meetings of the Board of Directors, resolutions of the Board of Supervisors and financial accounting report.</u></p> <p>...</p>	

The original Articles	The Articles after amendments
<p>Chapter 7 Rights and Obligations of Shareholders Article 54 <u>If a Shareholder asks to inquire about relevant information mentioned under the previous Article or ask for materials, the said Shareholder shall submit the written document proving the category and quantity of the Company Shares he/she holds to the Company. After verifying the Shareholder’s identity, the Company shall provide the information as required and collect reasonable fees for the copies of the aforesaid materials.</u></p>	<p>Chapter 6 Rights and Obligations of Shareholders Article 36 <u>Shareholders requesting to inspect or copy relevant corporate materials shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations.</u></p>
<p>Chapter 7 Rights and Obligations of Shareholders Article 55 If the contents of the resolution made by the General Meeting or the Board of Directors of the Company violate any laws or regulations, the Shareholders shall be entitled to request the court to invalidate the said resolution.</p> <p>If the convening procedure and voting method of the General Meeting and Board meeting violate the laws, regulations or these Articles of Association, or the contents of the resolution go against these Articles of Association, the Shareholders shall have the right to request the court to cancel the said procedure, method or resolution within sixty (60) days after adoption of the resolution.</p>	<p>Chapter 6 Rights and Obligations of Shareholders Article 37 If the contents of the resolution made by the Shareholders’ Meeting or the Board of Directors of the Company violate any laws or regulations, the Shareholders shall be entitled to request the court to invalidate the said resolution.</p> <p>If the convening procedure and voting method of the Shareholders’ Meeting and Board meeting violate the laws, regulations or these Articles of Association, or the contents of the resolution go against these Articles of Association, the Shareholders shall have the right to request the People’s Court to cancel the said procedure, method or resolution within sixty (60) days after adoption of the resolution. <u>However, except where the procedures for convening a Shareholders’ Meeting and Board meeting or the manner of voting thereat are only slightly defective and have no material effect on the resolution.</u></p> <p><u>Where the Board of Directors, Shareholders and other relevant parties dispute the validity of a resolution of the Shareholders’ Meeting, they shall promptly file a lawsuit with the People’s Court. Before the People’s Court makes a revocation of the resolution or other judgement or ruling, the relevant parties shall implement the resolution of the Shareholders’ Meeting. The Company, the Directors and senior management members shall effectively perform their duties to ensure the normal operation of the Company.</u></p> <p><u>If the People’s Court makes a judgement or ruling on the relevant matters, the Company shall perform its information disclosure obligations in accordance with the laws and administrative regulations, the provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the implementation of the judgement or ruling after it has come into effect. Where correction of prior period matters is involved, it will be dealt with in a timely manner and and be fulfilled with corresponding information disclosure obligations.</u></p>

The original Articles	The Articles after amendments
<p>–</p>	<p>Chapter 6 Rights and Obligations of Shareholders Article 38 Resolutions of a Shareholders’ Meeting or a Board meeting of the Company shall be invalid in any of the following circumstances:</p> <ul style="list-style-type: none"> (I) the resolution was not made by a Shareholders’ Meeting or a Board meeting; (II) the resolution was not voted on at a Shareholders’ Meeting or a Board meeting; (III) 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 or the Articles of Association; (IV) 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 or the Articles of Association.
<p>Chapter 7 Rights and Obligations of Shareholders Article 56 If any Director or senior management member violates the laws, regulations and these Articles of Association in fulfilling his/her duties and incurs losses to the Company, the Shareholders severally or jointly holding 1% or more Shares of the Company for more than 180 days continuously shall have the right to request in writing to the Board of Supervisors to lodge a legal action in court; if the Board of Supervisors violates the laws, regulations and these Articles of Association in fulfilling its duties and incurs losses to the Company, the Shareholders shall have the right to request in writing to the Board of Directors to lodge a legal action in court.</p> <p>If the Board of Supervisors or the Board of Directors refuses to lodge legal action after receipt of the said written request from the Shareholder, or if they fail to take any legal action within 30 days after receipt of the request, or if the circumstances are urgent or if any delay of legal proceedings may cause irrecoverable damage to the interests of the Company, the Shareholder specified under the preceding paragraph shall, in the interest of the Company, have the right to lodge legal action in court under his/her own name.</p>	<p>Chapter 6 Rights and Obligations of Shareholders Article 39 If any Director or senior management member <u>other than a member of the Audit Committee</u> violates the laws, regulations and these Articles of Association in fulfilling his/her duties and incurs losses to the Company, the Shareholders severally or jointly holding 1% or more Shares of the Company for more than 180 days continuously shall have the right to request in writing to the Audit Committee to lodge a legal action in <u>the People’s Court</u>; if the <u>member of the Audit Committee</u> violates the laws, regulations and these Articles of Association in fulfilling its duties and incurs losses to the Company, the <u>aforesaid</u> Shareholders shall have the right to request in writing to the Board of Directors to lodge a legal action in <u>the People’s Court</u>.</p> <p>If the Audit Committee or the Board of Directors refuses to lodge legal action after receipt of the said written request from the Shareholder, or if they fail to take any legal action within 30 days after receipt of the request, or if the circumstances are urgent or if any delay of legal proceedings may cause irrecoverable damage to the interests of the Company, the Shareholder specified under the preceding paragraph shall, in the interest of the Company, have the right to lodge a legal action in <u>the People’s Court</u> under his/her own name.</p>

The original Articles	The Articles after amendments
<p>If the legitimate rights and interests of the Company are endangered, incurring losses for the Company, the Shareholder specified under the first paragraph of this Article may institute a legal action in court according to the provisions under the preceding two paragraphs.</p>	<p>If the legitimate rights and interests of the Company are endangered, incurring losses for the Company, the Shareholder specified under the first paragraph of this Article may institute a legal action in court according to the provisions under the preceding two paragraphs.</p> <p><u>If any director, supervisor or senior management member of a wholly-owned subsidiary of the Company violates the laws, administrative regulations or the provisions of these Articles of Association in fulfilling his/her duties and incurs losses to the Company, or if others infringe upon the lawful rights and interests of a wholly-owned subsidiary of the Company and cause losses to the Company, the shareholders severally or jointly holding 1% or more Shares of the Company for more than 180 consecutive days, may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request in writing to the Board of Supervisors and board of directors of a wholly-owned subsidiary to lodge a legal action in the People’s Court or lodge a legal action in the People’s Court under his/her own name. If a wholly-owned subsidiary of the Company does not have a Board of Supervisors and any supervisors but an Audit Committee, the provisions of paragraphs 1 and 2 of this Article shall apply.</u></p>
<p>Chapter 7 Rights and Obligations of Shareholders Article 57 If any Director or senior management member violates the laws, regulations or these Articles of Association, thereby causing any loss to the Shareholders, the Shareholders may initiate legal action in court.</p>	<p>Chapter 6 Rights and Obligations of Shareholders Article 40 If any Director or senior management member violates the laws, regulations or these Articles of Association, thereby causing any loss to the Shareholders, the Shareholders may initiate legal action in the People’s Court.</p>

The original Articles	The Articles after amendments
<p>Chapter 7 Rights and Obligations of Shareholders Article 58 A holder of ordinary Shares of the Company shall perform the following obligations:</p> <ol style="list-style-type: none"> (1) to comply with the laws, regulations and these Articles of Association; (2) to pay the capital contribution according to the number of Shares subscribed and the prescribed subscription method; (3) <u>shall not withdraw the capital contribution</u>, unless otherwise specified by the laws and regulations; (4) shall not abuse the Shareholder's right to prejudice the interest of the Company or other Shareholders, or abuse the independent legal person status of the Company and the Shareholder's limited liability to impair the interests of the creditors of the Company; Should the Shareholders abuse their rights to cause any losses to the Company or other Shareholders, they shall be liable for legal claims; <u>Should the Shareholders of the Company abuse the independent legal person status and Shareholder's limited liability to avoid debts and seriously harm the interest of the creditors of the Company, the Shareholder shall be held liable for the debts of the Company;</u> (5) other obligations imposed by the laws, regulations and these Articles of Association. <p><u>A Shareholder shall not bear the liability for any additional Share capital, except for the conditions agreed by the Shareholder when subscribing the Shares as the subscriber.</u></p>	<p>Chapter 6 Rights and Obligations of Shareholders Article 41 A holder of ordinary Shares of the Company shall perform the following obligations:</p> <ol style="list-style-type: none"> (1) to comply with the laws, regulations and these Articles of Association; (2) to pay the capital contribution according to the number of Shares subscribed and the prescribed subscription method; (3) <u>shall not withdraw the share capital</u>, unless otherwise specified by the laws and regulations; (4) shall not abuse the Shareholder's right to prejudice the interest of the Company or other Shareholders, or abuse the independent legal person status of the Company and the Shareholder's limited liability to impair the interests of the creditors of the Company; Should the Shareholders abuse their rights to cause any losses to the Company or other Shareholders, they shall be liable for legal claims; (5) other obligations imposed by the laws, regulations and these Articles of Association.
<p>Chapter 7 Rights and Obligations of Shareholders Article 59 If a Shareholder holding more than 5% of the Company Shares with voting right pledges the Shares held, the said Shareholder shall report such pledge in writing to the Company on the very day upon occurrence of the pledge.</p>	<p>Deleted</p>
<p>–</p>	<p>Chapter 7 Rights and Obligations of Shareholders Article 42 Should the Shareholders of the Company abuse the independent legal person status and Shareholder's limited liability to avoid debts and seriously harm the interest of the creditors of the Company, the Shareholder shall be held liable for the debts of the Company.</p>

The original Articles	The Articles after amendments
<p>Chapter 7 Rights and Obligations of Shareholders Article 60 The controlling Shareholders or actual controllers of the Company <u>shall not use their connected relationships to harm the interests of the Company. These persons shall be liable for the compensation of any losses to the Company, if any, caused by such violation.</u></p> <p><u>The controlling Shareholders and actual controllers of the Company have a fiduciary obligation to the Company and to its public Shareholders. The controlling Shareholders shall exercise their rights as capital contributors in strict compliance with law. They shall not use profit distribution, asset restructuring, external investment, use of capital, loan guarantee or other methods to impair the legitimate rights and interests of the Company and of the public Shareholders, or use their controlling position to harm the interests of the Company and public Shareholders.</u></p> <p><u>While performing its obligations as required by laws, regulations or the listing rules of the region where the Company Shares are listed, the controlling Shareholder, in exercising the power as a Shareholder, shall not exercise his/her voting rights in a manner prejudicial to the interests of all or some of the Shareholders when making a decision on the following matters:</u></p> <ol style="list-style-type: none"> (1) <u>to relieve a Director or Supervisor of his/her duty to act honestly in the best interests of the Company;</u> (2) <u>to approve Directors and Supervisors (in the interest of themselves or others) to deprive the Company of its property in whatever form, including (without limitation to) any opportunity in favor of the Company;</u> (3) <u>to approve Directors and Supervisors (in the interest of themselves or others) to deprive the personal rights and interests of other Shareholders, including (without limitation to) any rights to distribution and voting rights, but excluding the Company reorganization submitted to and approved by the General Meeting according to these Articles of Association.</u> 	<p>Chapter 6 Rights and Obligations of Shareholders Article 43 The controlling Shareholders and actual controllers of the Company <u>shall exercise their rights and fulfil their obligations in accordance with the laws, administrative regulations, and the provisions of the CSRC and the stock exchange, and safeguard the interests of the listed company. The controlling Shareholders and actual controllers of the Company shall comply with the following provisions:</u></p> <ol style="list-style-type: none"> (1) <u>to exercise Shareholders' rights in accordance with the law, and not to abuse the right of control or take advantage of their connected relationships to prejudice the legitimate interests of the Company or other Shareholders;</u> (2) <u>to strictly honour the public statements and various undertakings made and shall not change or waive them without authorisation;</u> (3) <u>to fulfil the information disclosure obligations in strict accordance with the relevant regulations, to actively and proactively cooperate with the Company in the information disclosure, and to inform the Company in a timely manner of material events that have occurred or are intended to occur;</u> (4) <u>not to occupy the Company's funds in any way;</u> (5) <u>not to force, instruct or require the Company and relevant personnel to provide guarantees in violation of laws and regulations;</u> (6) <u>not to make use of the Company's undisclosed material information to gain benefits, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-term trading, market manipulation and other illegal and unlawful acts;</u>

The original Articles	The Articles after amendments
<p><u>The controlling Shareholder described under this Article refers to the person who satisfies any one of the following conditions:</u></p> <p>(1) <u>the person may elect more than half of the Directors when acting independently or together with others;</u></p> <p>(2) <u>a Shareholder holding more than 50% of the total Share capital of the Company;</u></p> <p>(3) <u>a Shareholder who does not hold more than 50% of the total Share capital, but is capable of bearing a significant influence on the resolution made by the General Meeting with the Shares he/she holds, including (but without limitation to):</u></p> <p>(i) <u>the person may exercise, or control the exercise of, more than 30% of the voting rights of the Company when he/she acts independently or in accord with others;</u></p> <p>(ii) <u>the person may hold more than 30% of the outstanding Shares of the Company when he/she acts independently or in accord with others;</u></p> <p>(iii) <u>the person may control the Company de facto when he/she acts independently or in accord with others.</u></p>	<p>(7) <u>not to prejudice the legitimate rights and interests of the Company and other Shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment and any other means;</u></p> <p>(8) <u>to ensure the integrity of the Company's assets, staff independence, financial independence, reorganizational independence and business independence, and not to affect the independence of the Company in any way;</u></p> <p>(9) <u>other provisions of laws, administrative regulations, the requirements of the CSRC, the rules of the stock exchanges and these Articles of Association.</u></p> <p><u>Article 44 Where a controlling Shareholder or an actual controller of the Company does not act as a Director of the Company but actually executes the affairs of the Company, the provisions of these Articles of Association regarding the obligations of loyalty and diligence of Directors shall apply.</u></p> <p><u>Where a controlling shareholder or an actual controller of the Company instructs a Director or a senior management member to engage in an act that is detrimental to the interests of the Company or the Shareholders, the controlling shareholder or the actual controller of the Company shall be jointly and severally liable with the Director or the senior management member.</u></p> <p><u>Article 45 Where a controlling shareholder or an actual controller pledges the Shares of the Company held by him/her or at his/her actual disposal, he/she shall maintain the control of the Company and the stability of its production and operation.</u></p> <p><u>Article 46 A controlling shareholder or an actual controller who transfers the Shares of the Company held by him/her shall comply with the restrictive provisions of laws, administrative regulations, regulations of the CSRC and the stock exchange in relation to the transfer of Shares and his/her undertakings in relation to the restriction on the transfer of Shares.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 8 General Meeting Article 61 The General Meeting shall be an empowered authority of the Company, exercising its duties according to the laws.</p> <p>Article 62 The General Meeting performs the following duties:</p> <ol style="list-style-type: none"> (1) <u>to determine the business policies and investment plan of the Company;</u> (2) to elect and replace the Directors <u>and Supervisors</u> who are not employee representatives, and decide on the remunerations of relevant Directors <u>and Supervisors</u>; (3) to examine and approve the reports of the Board of Directors <u>and the Board of Supervisors</u>; (4) <u>to examine and approve the annual financial budgets and the final accounts of the Company;</u> (5) to examine and approve the profit distribution plan and the loss recovery plan; (6) to make resolutions on the changes in the registered capital of the Company; (7) to make resolutions on the merger, spin-off, separation, dissolution, liquidation, <u>voluntary liquidation</u> or changes in the organizational structure of the Company; (8) <u>to make resolutions on the Company's plan to issue and list corporate bonds and other securities;</u> (9) to make resolutions on the appointment or dismissal <u>of accounting firms and the remuneration of the accounting firms</u> by the Company; (10) to amend these Articles of Association; (11) to examine and approve the guarantee issues specified under <u>Article 63</u>; (12) to examine matters relating to connected transactions, financial assistance and external donations which require approval by the <u>General Meeting</u>; 	<p>Chapter 7 Shareholders' Meeting Article 47 <u>The Shareholders' Meeting of the Company shall be composed of all Shareholders.</u> The <u>Shareholders' Meeting</u> shall be an empowered authority of the Company, exercising the following duties according to the laws:</p> <ol style="list-style-type: none"> (1) to elect and replace the Directors who are not employee representatives, and decide on the remunerations of relevant Directors; (2) to examine and approve the report of the Board of Directors; (3) to examine and approve the profit distribution plan and the loss recovery plan; (4) to make resolutions on the changes in the registered capital of the Company; (5) to make resolutions on the Company's plan to issue and list corporate bonds and other securities; (6) to make resolutions on the merger, spin-off, separation, dissolution, liquidation or changes in the organizational structure of the Company; (7) to amend these Articles of Association; (8) to make resolutions on the appointment or dismissal of accounting firms <u>that undertakes the Company's auditing business</u> by the Company; (9) to examine and approve the guarantee issues specified under <u>Article 48</u>; (10) to examine and approve within a year the Company's purchase or sale of material assets exceeding 30% of the audited total assets of the Company in the most recent period within a year; (11) to examine and approve changes in use of proceeds; (12) to examine and approve the share incentive plan and employee stock ownership plan;

The original Articles	The Articles after amendments
<p>(13) to examine and approve within a year the Company's purchase or sale of material assets exceeding 30% of the audited total assets of the Company in the most recent period within a year;</p> <p>(14) to examine and approve changes in use of proceeds;</p> <p>(15) to examine and approve the share incentive plan and employee stock ownership plan;</p> <p><u>(16) to examine and approve proposal submitted by the Shareholder representing at least 3% of the Company's Shares with voting rights;</u></p> <p>(17) to examine and approve other issues that shall be resolved by the General Meeting in line with the laws, administrative regulations, department rules, listing rules of the region where the Company Shares are listed or these Articles of Association.</p>	<p>(13) to examine matters relating to connected transactions, financial assistance and external donations which require approval by the <u>Shareholders' Meeting</u>;</p> <p>(14) to examine and approve other issues that shall be resolved by the <u>Shareholders' Meeting</u> in line with the laws, administrative regulations, department rules, listing rules of the region where the Company Shares are listed or these Articles of Association.</p> <p><u>The Shareholders' Meeting may delegate the Board of Directors to resolve on the issuance of corporate bonds.</u></p> <p><u>Shares and corporate bonds convertible into shares of the Company may be issued by a resolution of the Shareholders' Meeting or by a resolution of the Board of Directors as authorized by the Articles of Association or the Shareholders' Meeting, the specific implementation of which shall comply with the laws, administrative regulations, the requirements of the CSRC and the rules of the stock exchanges.</u></p> <p><u>Unless otherwise provided by laws, administrative regulations, the requirements of the CSRC and the rules of the stock exchanges, the aforesaid functions and powers of the Shareholders' Meeting shall not be exercised by the Board of Directors or other institutions and individuals by means of authorization.</u></p>
<p>Chapter 8 <u>General Meeting</u> Article 63 The following guarantees of the Company shall be reviewed and approved at the <u>General Meeting</u>:</p> <p>(1) any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the latest audited net assets;</p> <p>(2) any guarantee provided by the Company after the total external guarantee exceeds 30% of the latest audited total assets value;</p> <p>(3) any guarantee provided by the Company within one year exceeds 30% of the Company's latest audited total assets;</p> <p>...</p>	<p>Chapter 7 <u>Shareholders' Meeting</u> Article 48 The following guarantees of the Company shall be reviewed and approved at the <u>Shareholders' Meeting</u>:</p> <p>(1) any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the latest audited net assets;</p> <p>(2) any guarantee provided by the Company after the total external guarantee exceeds 30% of the latest audited total assets value;</p> <p>(3) any <u>external</u> guarantee provided by the Company within one year exceeds 30% of the Company's latest audited total assets;</p> <p>...</p>

The original Articles	The Articles after amendments
<p>Chapter 8 General Meeting Article 66 The Company shall hold an Extraordinary General Meeting within 2 months after the date on which any of the following events occurs:</p> <ol style="list-style-type: none"> (1) <u>the number of Directors is less than the number specified by the Company Law or two-thirds of the number required by these Articles of Association;</u> (2) the uncovered loss of the Company reaches one-third of the actual paid-in Share capital; (3) the Shareholders holding more than 10% of the Company Shares either independently or collectively request for a meeting in writing; (4) the Board of Directors deems it necessary <u>or it is proposed by the Board of Supervisors;</u> (5) <u>two or more than half of the Independent Directors (whichever is higher) propose to hold the meeting;</u> (6) other situations specified by the laws, administrative regulations or these Articles of Association. 	<p>Chapter 7 Shareholders' Meeting Article 51 The Company shall hold an Extraordinary Shareholders' Meeting within 2 months after the date on which any of the following events occurs:</p> <ol style="list-style-type: none"> (1) <u>the number of Directors is less than the number specified by the Company Law (i.e. 3 Directors) or two-thirds of the number required by these Articles of Association (i.e. 6 Directors);</u> (2) the uncovered loss of the Company reaches one-third of the paid-in Share capital; (3) the Shareholders holding more than 10% of the Company Shares either independently or collectively request for a meeting in writing; (4) the Board of Directors deems it necessary; (5) <u>the Audit Committee proposes to convene a meeting;</u> (6) other situations specified by the laws, administrative regulations or these Articles of Association.
<p>Chapter 8 General Meeting Article 67 The Company shall hold the General Meeting in the address of the Company or such other place specifically notified by the convener of the General Meeting.</p> <p>The General Meeting will set the meeting venue and take place in the form of site meeting. The Company will also provide internet to facilitate the Shareholders' <u>participation in the General Meeting. When attending the General Meeting in the aforesaid manner, the Shareholders shall be considered as present at the General Meeting.</u></p>	<p>Chapter 7 Shareholders' Meeting Article 52 The Company shall hold the Shareholders' Meeting in the address of the Company or such other place specifically notified by the convener of the Shareholders' Meeting.</p> <p>The Shareholders' Meeting will set the meeting venue and take place in the form of site meeting. The Company will also provide internet <u>voting</u> to facilitate the Shareholders.</p>

The original Articles	The Articles after amendments
<p>Chapter 8 General Meeting Article 69 Independent Directors shall be entitled to propose to hold an Extraordinary General Meeting to the Board of Directors. The Board of Directors shall, within 10 days after receipt of such proposal, give a written reply on the agreement or disagreement to hold such meeting according to the laws, regulations and these Articles of Association.</p> <p>The Board of Directors shall send the notice for the Extraordinary General Meeting within 5 days after making the resolution if the Board of Directors agrees to hold the Extraordinary General Meeting, or explain the reason and publish an announcement if the Board of Directors disagrees to hold the Extraordinary General Meeting.</p>	<p>Chapter 7 Shareholders' Meeting Article 54 <u>The Board of Directors shall convene the Shareholders' Meeting on a regular basis and within the prescribed time limit. As approved by more than half of all Independent Directors,</u> Independent Directors shall be entitled to propose to hold an Extraordinary Shareholders' Meeting to the Board of Directors. The Board of Directors shall, within 10 days after receipt of such proposal, give a written reply on the agreement or disagreement to hold such meeting according to the laws, regulations and these Articles of Association.</p> <p>The Board of Directors shall send the notice for the Extraordinary Shareholders' Meeting within 5 days after making the resolution if the Board of Directors agrees to hold the Extraordinary Shareholders' Meeting, or explain the reason and publish an announcement if the Board of Directors disagrees to hold the Extraordinary Shareholders' Meeting.</p>
<p>Chapter 8 General Meeting Article 70 The Board of Supervisors shall have the right to propose to hold an Extraordinary General Meeting to the Board of Directors, and such proposal shall be made in writing. The Board of Directors shall, within 10 days after receipt of such proposal, provide a written reply on the agreement or disagreement to hold such meeting according to the laws, regulations and these Articles of Association.</p> <p>If the Board of Directors agrees to hold the Extraordinary General Meeting, the Board of Directors shall send the notice of the meeting within 5 days after the Board of Directors makes the resolution, and shall seek the approval of the Board of Supervisors if the notice contains any changes to the original proposal.</p> <p>If the Board of Directors disagrees to hold the General Meeting or fails to give feedback within 10 days after receipt of the proposal, the Board of Directors shall be considered as being unable or failing to perform the responsibility of convening the General Meeting, and the Board of Supervisors may on its own convene and preside over the Extraordinary General Meeting.</p>	<p>Chapter 7 Shareholders' Meeting Article 55 The Audit Committee shall have the right to propose to hold an Extraordinary Shareholders' Meeting to the Board of Directors, and such proposal shall be made in writing. The Board of Directors shall, within 10 days after receipt of such proposal, provide a written reply on the agreement or disagreement to hold such meeting according to the laws, regulations and these Articles of Association.</p> <p>If the Board of Directors agrees to hold the Extraordinary Shareholders' Meeting, the Board of Directors shall send the notice of the meeting within 5 days after the Board of Directors makes the resolution, and shall seek the approval of the Audit Committee if the notice contains any changes to the original proposal.</p> <p>If the Board of Directors disagrees to hold the Shareholders' Meeting or fails to give feedback within 10 days after receipt of the proposal, the Board of Directors shall be considered as being unable or failing to perform the responsibility of convening the Shareholders' Meeting, and the Audit Committee may on its own convene and preside over the Extraordinary Shareholders' Meeting.</p>

The original Articles	The Articles after amendments
<p>Chapter 8 <u>General Meeting</u> Article 71 If Shareholders request to convene an Extraordinary <u>General Meeting or Class Meeting</u>, the following procedures shall apply:</p> <p>(1) The Shareholders independently or collectively holding more than 10% of the Shares with voting rights at the proposed meeting may sign one or more written requests with the same format and contents, requesting the Board of Directors to convene an Extraordinary <u>General Shareholders Meeting or Class Meeting</u>, and list the agenda of the meeting. The Board of Directors shall, within 10 days after receipt of such request, provide a written reply on the agreement or disagreement to hold such meeting according to the laws, regulations and these Articles of Association. The number of Shares held shall be calculated as of the date on which the Shareholders submit the written request.</p> <p>If the Board of Directors agrees to hold the Extraordinary <u>General Meeting or Class Meeting</u>, the Board of Directors shall issue a notice of the meeting within 5 days after the Board of Directors makes the resolution, and shall seek the approval of relevant Shareholders if the notice contains any changes to the original request.</p> <p>(2) If the Board of Directors disagrees to hold the Extraordinary <u>General Meeting or Class Meeting</u> or fails to give a feedback within 10 days after receipt of the request, the Shareholders independently or collectively holding more than 10% of the Shares with voting rights at the proposed meeting shall have the right to <u>request</u> in writing to the <u>Board of Supervisors</u> to hold the Extraordinary <u>General Meeting or Class Meeting</u>.</p>	<p>Chapter 7 <u>Shareholders' Meeting</u> Article 56 If Shareholders request to convene an Extraordinary <u>Shareholders' Meeting</u>, the following procedures shall apply:</p> <p>(1) The Shareholders independently or collectively holding more than 10% of the Shares with voting rights at the proposed meeting may sign one or more written requests with the same format and contents, requesting the Board of Directors to convene an Extraordinary <u>Shareholders' Meeting</u>, and list the agenda of the meeting. The Board of Directors shall, within 10 days after receipt of such request, provide a written reply on the agreement or disagreement to hold Extraordinary <u>Shareholders' Meeting</u> according to the laws, regulations and these Articles of Association. The number of Shares held shall be calculated as of the date on which the Shareholders submit the written request.</p> <p>If the Board of Directors agrees to hold the Extraordinary <u>Shareholders' Meeting</u>, the Board of Directors shall issue a notice of the meeting within 5 days after the Board of Directors makes the resolution, and shall seek the approval of relevant Shareholders if the notice contains any changes to the original request.</p> <p>(2) If the Board of Directors disagrees to hold the Extraordinary <u>Shareholders' Meeting</u> or fails to give a feedback within 10 days after receipt of the request, the Shareholders independently or collectively holding more than 10% of the Shares with voting rights at the proposed meeting shall have the right to <u>request</u> in writing to the <u>Audit Committee</u> to hold the Extraordinary <u>Shareholders' Meeting</u>.</p>

The original Articles	The Articles after amendments
<p>If the Board of Supervisors agrees to hold the Extraordinary General Meeting or Class Meeting, the Board of Supervisors shall issue a notice of the meeting within 5 days after receipt of the request, and seek the approval of relevant Shareholders if the notice contains any changes to the original proposal.</p> <p>If the Board of Supervisors fails to issue the meeting notice within the specified period, the Board of Supervisors shall not convene and preside over the General Meeting, and the Shareholders holding more than 10% of the Shares independently or collectively for more than 90 consecutive days may convene and preside over the meeting on their own.</p> <p>All reasonable expenses incurred by the Shareholders who tender the requisition in convening and holding the meeting as a result of the failure to duly convene the meeting upon the aforesaid requisitions shall be borne by the Company, <u>and shall be set off against any sums owed to the Directors in default by the Company.</u></p>	<p>If the Audit Committee agrees to hold the Extraordinary Shareholders' Meeting, the Audit Committee shall issue a notice of the meeting within 5 days after receipt of the request, and seek the approval of relevant Shareholders if the notice contains any changes to the original proposal.</p> <p>If the Audit Committee fails to issue the meeting notice within the specified period, the Audit Committee shall not convene and preside over the Shareholders' Meeting, and the Shareholders holding more than 10% of the Shares independently or collectively for more than 90 consecutive days may convene and preside over the meeting on their own.</p> <p>All reasonable expenses incurred by the Shareholders who tender the requisition in convening and holding the meeting as a result of the failure to duly convene the meeting upon the aforesaid requisitions shall be borne by the Company.</p>

The original Articles	The Articles after amendments
<p>Chapter 8 General Meeting Article 76 If the Company holds the General Meeting, the Board of Directors, the Board of Supervisors and the Shareholders holding more than 3% of the Company Shares either independently or collectively shall have the right to submit proposals in writing to the Company, and the Company shall list the issues which are the authorities of the General Meeting in the agenda of the meeting.</p> <p>Shareholders independently or collectively holding more than 3% of the Company Shares may come up with special proposals and submit them to the convener 10 days before the General Meeting. The convener shall serve a supplementary notice on the General Meeting within 2 days after receipt of such proposals and announce the contents of such special proposals.</p> <p>Except for the circumstances prescribed in the preceding provision, the convener shall not revise the proposals already listed in the notice on the General Meeting or add new proposals after sending the notice on the General Meeting.</p> <p>The General Meeting shall not vote or make a resolution on the proposals not listed in the notice of the General Meeting or not in compliance with Article 75 of these Articles of Association.</p>	<p>Chapter 7 Shareholders' Meeting Article 61 If the Company holds the Shareholders' Meeting, the Board of Directors, the Audit Committee and the Shareholders holding more than 1% of the Company Shares either independently or collectively shall have the right to submit proposals in writing to the Company, and the Company shall list the issues which are the authorities of the Shareholders' Meeting in the agenda of the meeting.</p> <p>Shareholders independently or collectively holding more than 1% of the Company Shares may come up with special proposals and submit them to the convener 10 days before the Shareholders' Meeting. The convener shall serve a supplementary notice on the Shareholders' Meeting within 2 days after receipt of such proposals and announce the contents of such special proposals and submit such proposals to the Shareholders' Meeting for consideration. However, unless the special proposals are in violation of laws, administrative regulations or the provisions of these Articles of Association, or does not fall within the terms of reference of the Shareholders' Meeting.</p> <p>Except for the circumstances prescribed in the preceding provision, the convener shall not revise the proposals already listed in the notice on the Shareholders' Meeting or add new proposals after sending the notice on the Shareholders' Meeting.</p> <p>The Shareholders' Meeting shall not vote or make a resolution on the proposals not listed in the notice of the Shareholders' Meeting or not in compliance with these Articles of Association.</p>

The original Articles	The Articles after amendments
<p>Chapter 8 General Meeting Article 77 Before holding an Annual General Meeting, the Company shall issue a prior written notice 21 days before the meeting to the Shareholders registered in the list of Shareholders. Before holding an Extraordinary General Meeting, the Company shall issue a prior written notice 15 days before the meeting to the Shareholders registered in the list of Shareholders. The Shareholders planning to attend the General Meeting shall give a written reply on their participation in the meeting to the Company within the period specified in the notice.</p> <p><u>The notice of the General Meeting shall be sent to the Shareholders (no matter whether they have voting rights at the General Shareholders Meeting) by hand or by mail with prepaid postage to the addresses registered in the register of Shareholders. The notice of the General Meeting may also be in the form of announcement in the case of local Shareholders.</u></p> <p><u>The announcement mentioned in the previous paragraph shall be published in one or more newspapers designated by the securities regulator of the State Council before the meeting is held. Once such announcement is published, all local Shareholders shall be deemed to have received the notice of the General Meeting.</u></p>	<p>Chapter 7 Shareholders' Meeting Article 62 The convenor shall <u>notify the Shareholders by way of announcement</u> 21 days prior to the Annual Shareholders' Meeting, and the Extraordinary Shareholders' Meeting shall be <u>notified by way of announcement</u> 15 days prior to the meeting.</p>

The original Articles	The Articles after amendments
<p>Chapter 8 General Meeting Article 79 The notice of the General Meeting shall be made in writing, and shall contain the following information:</p> <ol style="list-style-type: none"> (1) the time, venue and duration of the meeting; (2) issues and proposals submitted to the meeting for review; (3) <u>materials and explanations necessary for the Shareholders to make a sound decision on the issues to be discussed; this principle includes (but is not limited to) providing concrete conditions and contracts (if any) on the proposed deal when the Company proposes a merger, acquisition of Shares, Share capital restructuring or other reorganizations, and explaining in earnest the causes and outcomes of the same;</u> (4) <u>the nature and degree of the material interest of any Director, Supervisor and other senior management members in the matters which they have material interest to be considered; in case that the impact of the matters to be considered on such Director, Supervisor and other senior management members personnel as a Shareholder is different from that of other holders of same class of Shares, the difference shall be clarified;</u> (5) <u>the full text of the special resolution proposed to be passed at the meeting;</u> (6) a clear written statement as follows: All Shareholders have the right to attend or appoint proxies in writing to attend and vote at the meeting on their behalf and that the proxy needs not be a Shareholder of the Company; (7) <u>the specified time and place of the delivery of the letter of attorney;</u> (8) date of record of the Shareholders entitled to be present at the General Meeting; (9) name and phone number of the resident contact person for the meeting; (10) the time and procedures of voting conducted through network or through other means; 	<p>Chapter 7 Shareholders' Meeting Article 64 The notice of the Shareholders' Meeting shall be made in writing, and shall contain the following information:</p> <ol style="list-style-type: none"> (1) the time, venue and duration of the meeting; (2) issues and proposals submitted to the meeting for review; (3) a clear written statement as follows: All Shareholders have the right to attend or appoint proxies in writing to attend and vote at the meeting on their behalf and that the proxy needs not be a Shareholder of the Company; (4) date of record of the Shareholders entitled to be present at the Shareholders' Meeting; (5) name and phone number of the resident contact person for the meeting; (6) the time and procedures of voting conducted through network or through other means. <p>No voting at the Shareholders' Meeting conducted through network or other means shall commence earlier than 3:00 pm on the day preceding the date of an on-site General Meeting, and later than 9:30 am on the date of the on-site Shareholders' Meeting, and shall end earlier than 3:00 pm on the date of conclusion of the on-site Shareholders' Meeting.</p> <p><u>The interval between the share record date and the date of the meeting shall not be more than seven working days. Once the share record date is confirmed, no change may be made thereto.</u></p>

The original Articles	The Articles after amendments
<p>(11) <u>in the event that independent Directors are required to express their opinions on the matters to be discussed, their opinions and the reasons therefor shall be disclosed simultaneously with the release of the notice of the General Meeting or a supplemental notice.</u></p> <p>No voting at the <u>General Meeting</u> conducted through network or other means shall commence earlier than 3:00 pm on the day preceding the date of an on-site General Meeting, and later than 9:30 am on the date of the on-site <u>General Meeting</u>, and shall end earlier than 3:00 pm on the date of conclusion of the on-site <u>General Meeting</u>.</p>	
<p>Chapter 8 <u>General Meeting</u> Article 80 If the <u>General Meeting</u> plans to discuss the election of Directors <u>and Supervisors</u>, the notice of the <u>General Meeting</u> shall fully disclose the detailed information of the candidates for Directors <u>and Supervisors</u>, and shall contain at least the following information:</p> <ol style="list-style-type: none"> (1) personal information including educational background, work experience and any part-time jobs; (2) whether there is any connected relationship between them and the Company or the controlling Shareholders or actual controllers of the Company; (3) <u>disclose</u> their Shareholdings in the Company; (4) whether they have received any penalty imposed by the CSRC and other relevant authorities or any disciplinary sanction by the stock exchange. <p>Each Director <u>or Supervisor</u> candidate shall be proposed through a separate proposal, except when Directors <u>and Supervisors</u> are elected through accumulative voting.</p>	<p>Chapter 7 <u>Shareholders' Meeting</u> Article 65 If the <u>Shareholders' Meeting</u> plans to discuss the election of Directors, the notice of the <u>Shareholders' Meeting</u> shall fully disclose the detailed information of the candidates for Directors, and shall contain at least the following information:</p> <ol style="list-style-type: none"> (1) personal information including educational background, work experience and any part-time jobs; (2) whether there is any connected relationship between them and the Company or the controlling Shareholders or actual controllers of the Company; (3) their Shareholdings in the Company; (4) whether they have received any penalty imposed by the CSRC and other relevant authorities or any disciplinary sanction by the stock exchange. <p>Each Director candidate shall be proposed through a separate proposal, except when Directors are elected through accumulative voting.</p>
<p>Chapter 8 General Meeting Article 81 If the notice of the General Shareholders Meeting fails to be delivered by accident to a person entitled to receive the notice or such person fails to receive the notice, the meeting and the resolution made shall not become invalid on account of such failure.</p>	<p>Deleted</p>

The original Articles	The Articles after amendments
<p>Chapter 8 General Meeting Article 84 All Shareholders whose names appear on the register of members on the date of registration of equity entitlements shall be entitled to attend and speak at the General Meeting ...</p> <p>If the aforesaid Shareholder happens to be a recognized settlement and clearing institution (or its agent), he/she may authorize the company representative or one or more persons he/she deems fit to represent himself at any General Meeting or Class Meeting or Creditors' Meeting, and such representatives shall have the same legal rights as other Shareholders, including the right to speak and vote; however, if more than one person is authorized as such, the authorization shall specify the number and category of the Shares that are specifically relevant to the said representatives as a result of the authorization. The person authorized as such may exercise powers on behalf of the settlement and clearing institution (or its agent), as if he/she was one of the individual Shareholders of the Company. The settlement and clearing institution mentioned in this paragraph includes Hong Kong Exchanges and Clearing Limited.</p>	<p>Chapter 7 Shareholders' Meeting Article 68 All Shareholders or its proxies whose names appear on the register of members on the date of registration of equity entitlements shall be entitled to attend and speak at the Shareholders' Meeting ...</p> <p>If the aforesaid Shareholder happens to be a recognized settlement and clearing institution (or its agent), he/she may authorize the company representative or one or more persons he/she deems fit to represent himself at any Shareholders' Meeting or Creditors' Meeting, and such representatives shall have the same legal rights as other Shareholders, including the right to speak and vote; however, if more than one person is authorized as such, the authorization shall specify the number and category of the Shares that are specifically relevant to the said representatives as a result of the authorization. The person authorized as such may exercise powers on behalf of the settlement and clearing institution (or its agent), including the right to attend and speak, as if he/she was one of the individual Shareholders of the Company. The settlement and clearing institution mentioned in this paragraph includes Hong Kong Exchanges and Clearing Limited.</p>
<p>Chapter 8 General Meeting Article 85 When an individual Shareholder is present at the General Meeting in person, he/she shall show his/her ID card or other effective certificates or evidences that may prove his/her identity as well as the stock account card. In the case of attendance by proxies, the proxies shall produce valid proof of their identities and the letters of authorization.</p> <p>An institutional Shareholder shall dispatch its legal representative or a proxy consigned by the legal representative to be present at the meeting. If the legal representative attends the meeting, he/she shall produce his/her ID card and effective evidence that may prove his/her qualification as the legal representative. If the legal representative consigns a proxy to participate in the meeting, the proxy shall show his/her ID card and the letter of attorney legally granted by the legal representative of the institutional Shareholder.</p>	<p>Chapter 8 Shareholders' Meeting Article 69 When an individual Shareholder is present at the General Meeting in person, he/she shall show his/her ID card or other effective certificates or evidences that may prove his/her identity. In the case of attendance by proxies, the proxies shall produce valid proof of their identities and the letters of authorization.</p> <p>An institutional Shareholder shall dispatch its legal representative or a proxy consigned by the legal representative to be present at the meeting. If the legal representative attends the meeting, he/she shall produce his/her ID card and effective evidence that may prove his/her qualification as the legal representative. If the proxy participate in the meeting, the proxy shall show his/her ID card and the letter of attorney legally granted by the legal representative of the institutional Shareholder.</p>

The original Articles	The Articles after amendments
<p>Chapter 8 General Meeting Article 86 A Shareholder shall entrust a proxy in writing, and the letter of attorney shall be signed by the appointing party or the proxy entrusted by the appointing party in writing. If the appointing party is an institution, the letter of attorney shall be affixed with the common seal of the institution or signed by the director of the institution or the proxy formally appointed by the institution.</p> <p>The letter of attorney produced by the Shareholder to consign others to participate in the General Meeting shall indicate the following:</p> <ol style="list-style-type: none"> (1) <u>name of the proxy;</u> (2) <u>whether the proxy has voting rights;</u> (3) <u>instructions to cast affirmative, negative or abstention votes on each review issue listed in the agenda of the General Meeting;</u> (4) date of issuance and valid term of the letter of attorney; (5) signature (or seal) of the appointing party. If the appointing party is an institutional Shareholder, the letter of attorney shall be affixed with the common seal of the institution; (6) the number of Shares of the appointing party in respect of which the proxy is given; (7) if more than one person are appointed as proxies, the letter of attorney shall state the number of Shares in respect of which the proxy is given to each such person. 	<p>Chapter 7 Shareholders' Meeting Article 70 A Shareholder shall entrust a proxy in writing, and the letter of attorney shall be signed by the appointing party or the proxy entrusted by the appointing party in writing. If the appointing party is an institution, the letter of attorney shall be affixed with the common seal of the institution or signed by the director of the institution or the proxy formally appointed by the institution.</p> <p>The letter of attorney produced by the Shareholder to consign others to participate in the Shareholders' Meeting shall indicate the following:</p> <ol style="list-style-type: none"> (1) <u>name or title of the appointing party, class and number of Shares held in the Company;</u> (2) <u>name or title of the proxy;</u> (3) <u>specific instructions from Shareholders, including instructions to cast affirmative, negative or abstention votes on each review issue listed in the agenda of the Shareholders' Meeting;</u> (4) date of issuance and valid term of the letter of attorney; (5) signature (or seal) of the appointing party. If the appointing party is an institutional Shareholder, the letter of attorney shall be affixed with the common seal of the institution; (6) the number of Shares of the appointing party in respect of which the proxy is given; (7) if more than one person are appointed as proxies, the letter of attorney shall state the number of Shares in respect of which the proxy is given to each such person.

The original Articles	The Articles after amendments
<p>Chapter 8 General Meeting Article 87 <u>The letter of attorney shall be placed at the address of the Company or other places designated in the notice of the meeting 24 hours before the relevant meeting for which the letter of attorney is drawn for voting is held or 24 hours before the designated voting time.</u></p> <p>If the letter of attorney is signed by a person authorized by the appointer, the letter of attorney for the authorized signature or other documents of authorization must be notarized. The notarized letter of attorney or other documents of authorization shall be compiled together with the letter of attorney and kept at the address of the Company or other places specified in the notice of the meeting.</p> <p><u>If the appointer is a legal person, the legal representative or the person authorized by the Board of Directors or other decision-makers of the institution shall be present at the General Meeting of the Company on behalf of the institution.</u></p>	<p>Chapter 7 Shareholders' Meeting Article 71 If the <u>voting proxy power</u> of attorney is signed by a person authorized by the appointer, the power of attorney for the authorized signature or other documents of authorization must be notarized. The notarized power of attorney or other documents of authorization shall be compiled together with the voting proxy power of attorney and kept at the address of the Company or other places specified in the notice of the meeting.</p>
<p>Chapter 8 General Meeting Article 88 A Shareholder shall, at his/her own discretion, have the right to instruct his/her Shareholder proxy to cast affirmative or negative votes according to the format of any letter of attorney sent by the Board of Directors of the Company to the Shareholder to appoint proxy, and give instructions on each issue to be resolved at the meeting. The letter of attorney shall specify that the proxy may vote at his/her own discretion if the Shareholder did not give concrete instructions.</p> <p>Article 89 If the appointer dies, loses the capacity to act, withdraws the appointment, withdraws the authorization for signing the appointment or transfers the relevant Shares before the voting, the vote cast by the proxy subject to the letter of attorney shall still be valid as long as the Company has not received the written notice on such issues before the relevant meeting starts.</p>	<p>Deleted</p>
<p>Chapter 8 General Meeting Article 90 The Company shall prepare a registration book of all the participants at the meeting. The registration book shall record the names (or institution titles), ID card numbers <u>and residential addresses</u> of the participants in the meeting; the number of Shares with voting rights held or represented by these participants; name of the appointer (or the appointing corporation), etc.</p>	<p>Chapter 8 Shareholders' Meeting Article 72 The Company shall prepare a registration book of all the participants at the meeting. The registration book shall record the names (or institution titles), and ID card numbers of the participants in the meeting; the number of Shares with voting rights held or represented by these participants; name of the appointer (or the appointing corporation), etc.</p>

The original Articles	The Articles after amendments
<p>Chapter 8 General Meeting Article 92 <u>When the General Meeting is held, all the Directors, Supervisors and secretary to the Board of Directors of the Company shall be present at the meeting, and other senior management members shall attend the meeting as non-voting participants, unless there is reasonable ground for absence.</u></p>	<p>Chapter 7 Shareholders' Meeting Article 74 <u>If the Shareholders' Meeting requests the attendance of Directors and the senior management members, the Directors and the senior management members shall attend the meeting and accept the Shareholders' enquiry.</u></p>
<p>Chapter 8 General Meeting Article 93 The General Meeting shall be presided over by the Chairman of the Board. When the Chairman is unable or fails to perform this duty, the Vice Chairman shall <u>act as the chairman of the meeting</u>. If the Vice Chairman is unable or fails to perform this duty, a director jointly elected by <u>more than half</u> of the Directors shall chair the meeting.</p> <p>When the Board of Supervisors holds the General Meeting on its own, the Chairman of the Board of Supervisors shall preside over the General Meeting. When the Chairman of the Board of Supervisors is unable or fails to perform this duty, <u>a supervisor jointly elected by more than half of the Supervisors shall preside over the meeting.</u></p> <p><u>If the Shareholders convene the General Meeting on their own, the convener shall elect a representative to preside over the meeting. If the Shareholders are unable to elect a chairperson for whatever reason, the Shareholder holding the highest number of Shares with voting rights present at the meeting (including proxy) shall act as the chairman.</u></p> <p>If the chairperson violates the rules of procedure at the General Meeting and is unable to proceed with the meeting, the General Meeting may elect a person to preside over the meeting and thus continue the meeting. If the Shareholders are unable to elect a chairperson for whatever reason, the Shareholder holding the highest number of Shares with voting rights present at the meeting (including proxy) shall act as the chairman.</p>	<p>Chapter 7 Shareholders' Meeting Article 75 The Shareholders' Meeting shall be presided over by the Chairman of the Board. When the Chairman is unable or fails to perform this duty, the Vice Chairman shall <u>preside over the Shareholders' Meeting</u>. If the Vice Chairman is unable or fails to perform this duty, a director jointly elected by <u>a majority</u> of the Directors shall chair the meeting.</p> <p>When the Audit Committee holds the Shareholders' Meeting on its own, the <u>convener of the Audit Committee</u> shall preside over the Shareholders' Meeting. When the <u>convener of the Audit Committee</u> is unable or fails to perform this duty, <u>a member of the Audit Committee jointly elected by a majority of members of the Audit Committee shall preside over the meeting.</u></p> <p><u>If the Shareholders convene the Shareholders' Meeting on their own, the convener or his/her elected representative shall preside over the meeting. If the convener is unable to preside over or elects a representative for whatever reason, the Shareholder holding the highest number of Shares with voting rights present at the meeting (including proxy) shall act as the chairman.</u></p> <p>If the chairperson violates the rules of procedure at the Shareholders' Meeting and is unable to proceed with the meeting, the Shareholders' Meeting may elect a person to preside over the meeting and thus continue the meeting, <u>with the consent of a majority of Shareholders present at the meeting who have the voting rights</u>. If the Shareholders are unable to elect a chairperson for whatever reason, the Shareholder holding the highest number of Shares with voting rights present at the meeting (including proxy) shall act as the chairman.</p>

The original Articles	The Articles after amendments
<p>Chapter 8 <u>General Meeting</u> Article 94 The Company shall establish the rules of procedure for the <u>General Meeting</u> and set forth the convention and voting procedure, including the notice, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolution, minutes and its signing, announcement and other contents as well as the principle for the authorization of the <u>General Meeting</u> on the Board of Directors. The rules of procedure of the <u>General Meeting</u> constitute an appendix to these Articles of Association, and shall be drafted by the Board of Directors and approved by the <u>General Meeting</u>.</p>	<p>Chapter 8 <u>Shareholders' Meeting</u> Article 76 The Company shall establish the rules of procedure for the <u>Shareholders' Meeting</u> and set forth the <u>calling</u>, convention and voting procedure, including the notice, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolution, minutes and its signing, announcement and other contents as well as the principle for the authorization of the <u>Shareholders' Meeting</u> on the Board of Directors, <u>which shall be clear and specified</u>.</p> <p>The rules of procedure of the <u>Shareholders' Meeting</u> constitute an appendix to these Articles of Association, and shall be drafted by the Board of Directors and approved by the <u>Shareholders' Meeting</u>.</p>
<p>Chapter 8 <u>General Meeting</u> Article 99 The convener shall ensure that the contents of the minutes are reliable, accurate and complete. The minutes shall be signed by the Directors, Secretary to the Board of Directors, the convener or his/her representative, and the chairperson. The minutes shall be kept together with the signature list of shareholders attending the on-site meeting, the proxy form and valid information concerning voting through internet and other methods for a permanent term.</p>	<p>Chapter 7 <u>Shareholders' Meeting</u> Article 81 The convener shall ensure that the contents of the minutes are reliable, accurate and complete. The minutes shall be signed by the Directors, Secretary to the Board of Directors, the convener or his/her representative, and the chairperson <u>attending or present at the meeting</u>. The minutes shall be kept together with the signature list of shareholders attending the on-site meeting, the proxy form and valid information concerning voting through internet and other methods for a permanent term.</p>
<p>Chapter 8 <u>General Meeting</u> Article 101 A resolution of the General Meeting is either an ordinary resolution or a special resolution.</p> <p>If the <u>General Shareholders Meeting</u> makes an ordinary resolution, the resolution shall be adopted by <u>more than half</u> of the voting rights held by the Shareholders (including proxies) present at the meeting.</p> <p>If the <u>General Meeting</u> makes a special resolution, the resolution shall be adopted by more than two-thirds of the voting rights held by the Shareholders (including proxies) present at the meeting.</p>	<p>Chapter 8 <u>Shareholders' Meeting</u> Article 83 A resolution of the <u>Shareholders' Meeting</u> is either an ordinary resolution or a special resolution.</p> <p>If the <u>Shareholders' Meeting</u> makes an ordinary resolution, the resolution shall be adopted by <u>a majority</u> of the voting rights held by the Shareholders (including proxies) present at the meeting.</p> <p>If the <u>Shareholders' Meeting</u> makes a special resolution, the resolution shall be adopted by more than two-thirds of the voting rights held by the Shareholders (including proxies) present at the meeting.</p>

The original Articles	The Articles after amendments
<p>Chapter 8 General Meeting Article 102 When voting at the General Meeting, the Shareholders (including proxies) shall exercise the voting rights according to the number of Shares with voting rights they represent, with each Share representing voting right of one vote.</p> <p>The Company Shares held by the Company shall have no voting rights, and shall not be included in the total Shares with voting rights present at the General Meeting.</p> <p>The Board of Directors, Independent Directors, Shareholders holding more than 1% of the voting shares or investment protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may solicit the voting rights of Shareholders. Except for statutory conditions, the Company shall not impose any limitation related to minimum shareholdings on the collection of voting rights.</p> <p>According to the applicable laws, regulations and the listing rules of the region where the Company Shares are listed, when a Shareholder has to give up voting or is restricted to cast an affirmative vote or negative vote on a specific resolution, any vote cast by the Shareholder (or his/her proxy) in violation of relevant provisions or restrictions shall not be counted.</p> <p>Where material issues affecting the interests of small and medium investors are being considered in the General Meeting, the votes casted by small and medium investors shall be counted separately, and the counting result shall be publicly disclosed.</p>	<p>Chapter 7 Shareholders' Meeting Article 84 When voting at the Shareholders' Meeting, the Shareholders (including proxies) shall exercise the voting rights according to the number of Shares with voting rights they represent, with each Share representing voting right of one vote.</p> <p>The Company Shares held by the Company shall have no voting rights, and shall not be included in the total Shares with voting rights present at the Shareholders' Meeting.</p> <p><u>If a Shareholder purchases any voting shares of the Company in violation of provisions of the first paragraph and the second paragraph of Article 63 of the Securities Law, voting rights of the Shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such Shares shall not be counted in the total number of voting Shares present at the Shareholders' Meeting.</u></p> <p>The Board of Directors, Independent Directors, Shareholders holding more than 1% of the voting shares or investment protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may solicit the voting rights of Shareholders. <u>In soliciting voting rights of the Shareholders, information including the specific voting intention shall be fully disclosed to the persons whose voting rights are being solicited. Soliciting voting rights of the Shareholders on a paid basis or paid basis in disguised form is prohibited.</u> Except for statutory conditions, the Company shall not impose any limitation related to minimum shareholdings on the collection of voting rights. According to the applicable laws, regulations and the listing rules of the region where the Company Shares are listed, when a Shareholder has to give up voting or is restricted to cast an affirmative vote or negative vote on a specific resolution, any vote cast by the Shareholder (or his/her proxy) in violation of relevant provisions or restrictions shall not be counted.</p> <p>Where material issues affecting the interests of small and medium investors are being considered in the Shareholders' Meeting, the votes casted by small and medium investors shall be counted separately, and the counting result shall be publicly disclosed</p>
Chapter 8 General Meeting Article 104 In case of an equality of votes, the chairman of the meeting shall have a casting vote	Deleted

The original Articles	The Articles after amendments
<p>Chapter 8 <u>General Meeting</u> Article 105 <u>Among the authorities exercised by the General Meeting specified under Article 62, those issues set forth under (1), (2), (3), (4), (5), (9) and (16) or issues other than those that shall be adopted through a special resolution according to the laws, regulations or these Articles of Association, shall be handled by the General Meeting through an ordinary resolution.</u></p>	<p>Chapter 7 <u>Shareholders' Meeting</u> Article 86 the following matters shall be handled by way of ordinary resolutions at a <u>Shareholders' Meeting</u>:</p> <ol style="list-style-type: none"> (1) <u>the work report of the Board of Directors;</u> (2) <u>the Board's proposed profit distribution plan and loss recovery plan;</u> (3) <u>the appointment and removal of members of the Board of Directors and their remuneration and payment methods;</u> (4) <u>matters other than those that are required to be passed by special resolution under laws, administrative regulations or provisions hereof.</u>
<p>Chapter 8 <u>General Meeting</u> Article 106 <u>Among the authorities exercised by the General Meeting specified under Article 62, those issues set forth under (6), (7), (8), (10) and (13), or those issues that shall be adopted through a special resolution according to the laws, regulations or these Articles of Association or that the General Meeting considers will have a material impact on the Company through an ordinary resolution, shall be treated by the General Meeting through a special resolution. Those issues set forth under (11) and (15) shall be governed by the provisions hereto concerning ordinary resolution and special resolution according to the concrete contents of the proposal of the Shareholder.</u></p>	<p>Chapter 7 <u>Shareholders' Meeting</u> Article 87 The following matters shall be passed by way of special resolutions at a <u>Shareholders' Meeting</u>:</p> <ol style="list-style-type: none"> (1) <u>increase or reduction of the Company's registered capital;</u> (2) <u>the division, spin-off, merger, dissolution and liquidation of the Company;</u> (3) <u>amendments to the Articles of Association;</u> (4) <u>the Company's purchase or sale of major assets or guaranteed amounts provided to others within one year in excess of 30% of the latest audited total assets of the Company;</u> (5) <u>equity incentive plans;</u> (6) <u>other matters which are required to be passed by special resolution under laws, administrative regulations, or the Articles of Association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at a Shareholders' Meeting, and which are required to be passed by special resolution.</u>
<p>Chapter 8 <u>General Meeting</u> Article 107 The chairperson shall announce whether the resolution of the General Meeting shall be adopted according to the voting results, and his/her decision shall be final. The voting results shall be announced at the meeting and recorded in the minutes.</p>	<p>Deleted</p>

The original Articles	The Articles after amendments
<p>Chapter 8 <u>General Meeting</u> Article 109 The list of candidates for the position of Director <u>or Supervisor</u> shall be put in the form of a proposal before the <u>General Meeting</u> for voting.</p> <p><u>When the shareholding of a single Shareholder and the persons acting in concert with him/her/it exceeds 30%, the accumulative voting system shall be adopted to elect two or more Directors or Supervisors at the General Meeting.</u></p> <p>The accumulative voting system as described in the previous paragraph means that ‘‘.</p>	<p>Chapter 7 <u>Shareholders’ Meeting</u> Article 89 The list of candidates for the position of Director shall be put in the form of a proposal before the <u>Shareholders’ Meeting</u> for voting.</p> <p><u>When voting in respect of the election of Directors at the Shareholders’ Meeting is conducted, a cumulative voting system may be implemented according to the provisions of the Articles of Association or the resolutions of the Shareholders’ Meeting.</u></p> <p><u>When the shareholding of a single Shareholder and the persons acting in concert with him/her/it exceeds 30%, or when two or more Directors are elected at the Shareholders’ Meeting, the accumulative voting system shall be adopted.</u></p> <p>The accumulative voting system as described in the previous paragraph means that ‘‘.</p>
<p>Chapter 8 <u>General Meeting</u> Article 110 The method and procedure for the nomination of Directors <u>and Supervisors</u> are as follows:</p> <p>(1) Shareholders holding, either independently or collectively, more than <u>3%</u> of the total Shares with voting rights issued by the Company may nominate non-employee representatives as candidates for Directors <u>and Supervisors</u> in writing to the <u>General Meeting</u>. Nevertheless, the number of nominees shall be subject to the provisions of these Articles of Association and shall not exceed the number of Directors and Supervisors to be elected. The Shareholders shall deliver the aforesaid proposal to the Company at least 14 days before the <u>General Meeting</u> begins.</p> <p>(2) the Board of Directors and the Board of Supervisors may put forward the list of Director candidates and Supervisor candidates according to the number of Directors and Supervisors to be elected to the extent of the number specified by these Articles of Association, and submit such list to the <u>General Meeting</u> through a written proposal.</p>	<p>Chapter 7 <u>Shareholders’ Meeting</u> Article 90 The method and procedure for the nomination of Directors are as follows:</p> <p>(1) Shareholders holding, either independently or collectively, more than <u>1%</u> of the total Shares with voting rights issued by the Company may nominate non-employee representatives as candidates for Directors in writing to the <u>Shareholders’ Meeting</u>. Nevertheless, the number of nominees shall be subject to the provisions of these Articles of Association and shall not exceed the number of Directors and Supervisors to be elected. The Shareholders shall deliver the aforesaid proposal to the Company at least 14 days before the <u>Shareholders’ Meeting</u> begins.</p> <p>(2) the Board of Directors may put forward the list of Director candidates according to the number of Directors to be elected to the extent of the number specified by these Articles of Association, and submit such list to the <u>Shareholders’ Meeting</u> through a written proposal.</p>

The original Articles	The Articles after amendments
<p>(3) nomination of independent Directors shall be subject to special procedures to be separately formulated by the Company.</p> <p>(4) <u>the shortest period shall be no less than 7 days for the written notice on the intent to permit the nomination of candidates of Directors and Supervisors and the written notice of the candidates stating they are willing to accept the nomination.</u></p> <p>(5) <u>the period as mentioned in the paragraph above shall commence after the notice of the General Meeting is sent at the earliest, and shall end no later than 7 days before the General Meeting is held.</u></p> <p>(6) the <u>General Meeting</u> shall vote for the individual candidates for the Director and Supervisor position on an individual basis, except when the accumulative voting system is applied.</p> <p>(7) Any temporary addition of Directors <u>or Supervisors</u> shall be proposed by the Board of Directors <u>or Board of Supervisors</u> to the <u>General Meeting</u> for election or replacement.</p>	<p>(3) nomination of independent Directors shall be subject to special procedures to be separately formulated by the Company.</p> <p>(4) the <u>Shareholders' Meeting</u> shall vote for the individual candidates for the Director position on an individual basis, except when the accumulative voting system is applied.</p> <p>(5) Any temporary addition of Directors shall be proposed by the Board of Directors to the <u>Shareholders' Meeting</u> for election or replacement.</p>
<p>Chapter 8 General Meeting Article 118 If the General Meeting recounts the votes, the result shall be recorded in the minutes. The minutes shall be kept at the address of the Company together with the book of signatures of the Shareholders present at the meeting and the letter of attorney of proxies.</p>	<p>Deleted</p>
<p>Chapter 9 Special Procedures for Class Shareholders' Votes Article 123 to Article 130</p>	<p>Deleted</p>

The original Articles	The Articles after amendments
<p>Chapter 10 Board of Directors Article 131 <u>The term of office of the Board of Directors shall be three years.</u> The Directors shall be elected and replaced by the General Meeting. The term of each director shall commence as of the date of passing the resolution at the <u>General Meeting</u> and expire upon the expiry of the term of the current session of the Board of Directors expires. <u>A director may be reelected after the expiration of his/her term.</u></p> <p>If the reelection is not conducted in time after the term of a director expires, ‘‘‘.</p> <p>The positions of Directors may be concurrently assumed by the President or other senior management members, but the number of Directors assuming the positions of <u>President or</u> other senior management members shall not exceed half of the total Directors of the Company.</p> <p>Directors are not required to hold the Shares of the Company.</p>	<p>Chapter 8 Board of Directors Article 102 <u>The Director shall be elected and replaced by the Shareholders’ Meeting and may be dismissed by the Shareholders’ Meeting before the expiration of his/her term of office.</u> The term of office of the Director shall be three years, and a director may be re-elected and reappointed upon expiry of his/her term of office. The term of each Director shall commence as of the date of passing the resolution at the <u>Shareholders’ Meeting</u> and expire upon the expiry of the term of the current session of the Board of Directors. <u>The employee representatives in the Board of Directors shall be elected democratically by the employees of the Company at employee representatives’ meetings and need not be submitted to the Shareholders’ Meeting for consideration.</u></p> <p>If the reelection is not conducted in time after the term of a director expires, ‘‘‘.</p> <p>The positions of Directors may be concurrently assumed by the President or other senior management members, but the number of Directors assuming the positions of senior management members and <u>Directors who are employee representatives</u> shall not exceed half of the total Directors of the Company.</p> <p>Directors are not required to hold the Shares of the Company.</p>
	<p>Chapter 8 Board of Directors Article 103 Directors shall comply with the laws, administrative regulations and the Articles of Association and shall have a fiduciary obligation to the Company, take measures to avoid any conflict of interest with the Company and not utilize their positions to seek undue benefits.</p> <p>Directors shall fulfill the following fiduciary obligations:</p> <ol style="list-style-type: none"> (1) not to encroach upon the Company property or embezzle the Company’s funds; (2) not to deposit the assets or funds of the Company in an account opened under their personal names or any other names; (3) not to use the authority to take bribes or solicit other illegal incomes;

The original Articles	The Articles after amendments
	<p>(4) not to directly or indirectly sign any contract or deal with the Company before reporting to the Board of Directors or the Shareholders' Meeting and passing the resolution at the Board meeting or the Shareholders' Meeting in accordance with the provisions of these Articles of Association;</p> <p>(5) not to capitalize on their positions to seek for themselves or others any business opportunity that belongs to the Company, unless reported to the Board of Directors or the Shareholders' Meeting and approved by a resolution of the Shareholders' Meeting, or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations or the provisions of these Articles of Association;</p> <p>(6) not to operate the same business as the Company for themselves or for others without reporting to the Board of Directors or the Shareholders' Meeting and passing a resolution at the Shareholders' Meeting;</p> <p>(7) not to misappropriate commissions derived from others for transactions entered into by the Company;</p> <p>(8) not to disclose confidential information of the Company without permission;</p> <p>(9) not to abuse his connections with the Company to jeopardize the interests of the Company;</p> <p>(10) other fiduciary obligations as required by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Any income obtained by the Directors as a result of a violation of this Article shall be owned by the Company. If the Company suffers any loss as a result, the Directors shall be held liable accordingly. The provisions in clause (4) of the second paragraph of this Article shall apply to contracts or transactions entered into by close relatives of Directors or the senior management, enterprises directly or indirectly controlled by Directors or the senior management or their close relatives, and associates with whom Directors or the senior management have other related relationships.</p>

The original Articles	The Articles after amendments
–	<p data-bbox="810 212 1431 472">Chapter 8 Board of Directors Article 104 The Directors shall comply with the laws, administrative regulations and the provisions of these Articles of Association, and shall fulfill the obligations of integrity and diligence to the Company, and shall perform their duties with the reasonable care normally expected of a manager in the best interests of the Company.</p> <p data-bbox="810 510 1431 584">Directors shall fulfill the following obligations of integrity and diligence:</p> <ol data-bbox="810 622 1431 1659" style="list-style-type: none"> <li data-bbox="810 622 1431 882">(1) to exercise the rights granted by the Company with prudence, care and diligence to ensure the business conducts of the Company comply with the laws, administrative regulations and various economic policies of the State, and do not exceed the business scope specified in the business license; <li data-bbox="810 920 1431 958">(2) to treat all Shareholders fairly; <li data-bbox="810 996 1431 1106">(3) to understand and possess the latest information about the condition of the operation and management of the Company; <li data-bbox="810 1144 1431 1294">(4) to sign the regular reports of the Company for confirmation, and to ensure that the information disclosed by the Company is true, accurate and complete; <li data-bbox="810 1332 1431 1482">(5) to report relevant information and materials honestly to the Audit Committee, and not to prevent the Audit Committee from performing its duties and authorities; and <li data-bbox="810 1520 1431 1659">(6) other obligations of diligence as specified by the laws, administrative regulations, rules of regulatory authorities and these Articles of Association.

The original Articles	The Articles after amendments
<p>Chapter 10 Board of Directors Article 133 Directors may request to resign before his/her term expires. The Directors who resign shall submit a written resignation to the Board of Directors. The Board of Directors shall disclose relevant information within 2 days.</p> <p>If the number of Directors falls below the quorum caused by the resignation of the Director, the director offering to resign shall, before the new Director takes office, continue to perform the Director's duties according to the laws, regulations and these Articles of Association.</p> <p><u>Save for the circumstances referred to in the preceding paragraph, the Director's resignation shall take effect as of the delivery of the resignation report to the Board of Directors.</u></p>	<p>Chapter 8 Board of Directors Article 106 Directors may request to resign before his/her term expires. The Directors who resign shall submit a written resignation to the <u>Company, and the resignation shall take effect on the date of receipt of the resignation report by the Company.</u> The <u>Company</u> shall disclose relevant information within 2 <u>business</u> days.</p> <p>If the number of Directors falls below the quorum caused by the resignation of the Director, the director offering to resign shall, before the new Director takes office, continue to perform the Director's duties according to the laws, regulations and these Articles of Association.</p>
–	<p>Chapter 8 Board of Directors Article 107 The Shareholders' Meeting may remove any Director by a resolution, which shall come into effect from the date on which such resolution is made. Where a Director is removed from office prior to expiration of his/her term of office without reasonable cause, the Director may demand compensation from the Company.</p>
<p>Chapter 10 Board of Directors Article 135 Any Director who violates the laws, administrative regulations or these Articles of Association during the course of performing his duties and causes loss to the Company shall be obligated to compensate such loss.</p>	<p>Chapter 8 Board of Directors Article 109 <u>If a Director, in the performance of his/her duties, causes damage to others, the Company shall be liable for compensation; the Director shall also be liable for compensation if there is intentionality or gross negligence on his/her part.</u></p> <p>Any Director who violates the laws, administrative regulations or these Articles of Association during the course of performing his duties and causes loss to the Company shall be obligated to compensate such loss.</p>
<p>Chapter 10 Board of Directors Article 136 The senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all Shareholders. The senior management of the Company shall be liable for compensation due to damages to the interests of the Company and public Shareholders in accordance with the law if they fail to faithfully perform their duties or breach their duty of good faith.</p>	<p>Adjusted and consolidated in Article 151 under Chapter 10 Management</p>

The original Articles	The Articles after amendments
Chapter 10 Board of Directors Section 2 Independent Directors Article 137 – Article 141	Moved to Article 127 - Article 132 under Section 4 Independent Directors of Chapter 8 Board of Directors
<p>Chapter 10 Board of Directors Article 142 The Company shall have a Board of Directors, <u>which shall be accountable to the General Meeting</u>. The Board of Directors of the Company plays a <u>decision-making role</u> to formulate strategies, make decisions and prevent risks.</p> <p>The Board of Directors shall be composed of <u>5 to 11</u> Directors. The Board of Directors shall have 1 Chairman, and may have 1 Vice Chairman. In principle, the number of external Directors shall exceed half of the number of members of the Board of Directors.</p> <p>The term “external Directors” as referred to in this Article refers to non-executive Directors who do not hold other positions in the Company except for the positions of Directors and members of special committees of the Board of Directors.</p>	<p>Chapter 8 Board of Directors Article 110 The Company shall have a Board of Directors. The Board of Directors of the Company plays a role to formulate strategies, make decisions and prevent risks.</p> <p>The Board of Directors shall be composed of <u>9</u> Directors. The Board of Directors shall have 1 Chairman, and may have 1 Vice Chairman. <u>The Chairman and vice Chairman shall be elected and removed by a majority of all Directors for a term of three years and may be re-elected.</u></p> <p>In principle, the number of external Directors shall exceed half of the number of members of the Board of Directors. The term “external Directors” as referred to in this Article refers to non-executive Directors who do not hold other positions in the Company except for the positions of Directors and members of special committees of the Board of Directors.</p>
Chapter 10 Board of Directors Article 143 The Chairman and Vice Chairman shall be elected and unseated by more than half of the Directors, and may be reelected and reappointed. The term of office of the Chairman and the Vice Chairman is three years.	Deleted
–	Chapter 8 Board of Directors Article 111 The Board of Directors shall have 1 employee representative Director, who shall be elected democratically by the Company’s employees at the employees’ representatives conference.

The original Articles	The Articles after amendments
<p>Chapter 10 Board of Directors Article 144 The Board of Directors performs the following duties:</p> <ol style="list-style-type: none"> (1) to convene the <u>General Meeting</u> and report its work to the <u>General Meeting</u>; (2) to implement the resolution of the <u>General Meeting</u>; (3) <u>to determine the strategic planning of the Company, and</u> to decide on the business plans and investment plans of the Company; (4) to decide on major investment and financing projects, acquisition or disposal of assets, asset mortgage, financial assistance, consignment wealth management, external donations and connected transactions within the scope of the authorization of the <u>General Meeting</u>; (5) <u>to formulate the annual financial budget and final accounts of the Company</u>; (6) to formulate the profit distribution plan and loss recovery plan of the Company; (7) to formulate the proposal for increase or decrease the registered capital of the Company; (8) to formulate the proposal for issue and listing of bonds or other securities of the Company and listing thereof; (9) to draft plans for substantial acquisition, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company; 	<p>Chapter 8 Board of Directors Article 112 The Board of Directors performs the following duties:</p> <ol style="list-style-type: none"> (1) to convene the <u>Shareholders' Meeting</u> and report its work to the <u>Shareholders' Meeting</u>; (2) to implement the resolution of the <u>Shareholders' Meeting</u>; (3) to decide on the business plans and investment plans of the Company; (4) to formulate the profit distribution plan and loss recovery plan of the Company; (5) to formulate the proposals for increase or decrease the registered capital, issue and listing of bonds or other securities of the Company and listing thereof; (6) to draft plans for substantial acquisition, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company; (7) to decide on major investment and financing projects, acquisition or disposal of assets, asset mortgage, <u>external guarantee</u>, financial assistance, consignment wealth management, connected transactions and external donations within the scope of the authorization of the <u>Shareholders' Meeting</u>; (8) to decide on the establishment of the internal management organizations of the Company; (9) <u>to elect the Chairman and Vice Chairman of the Company</u>; to appoint or dismiss the President of the Company and the Secretary to the Board of Directors <u>according to the nomination by the Chairman</u>; to appoint or dismiss senior management members such as the Vice President and the person in-charge of finance upon the nomination of the President; to arrange and implement assessments <u>on senior management members</u>, and decide on matters relating to the assessment proposals, assessment results, remuneration distribution, incentives and punishments;

The original Articles	The Articles after amendments
<p>(10) to decide on the establishment of the internal management organizations of the Company;</p> <p>(11) to appoint or dismiss the President of the Company;</p> <p>(12) to appoint or dismiss Secretary to the Board of Directors according to the nomination by the Chairman;</p> <p>(13) to appoint or dismiss senior management members such as the Vice President and the person in-charge of finance upon the nomination of the President, to arrange and implement assessments, and decide on matters relating to the assessment proposals, assessment results, remuneration distribution, incentives and punishments;</p> <p>(14) to formulate the basic management system of the Company;</p> <p>(15) to formulate proposals for amendment to these Articles of Association;</p> <p>(16) to formulate stock option incentive plan of the Company;</p> <p>(17) to manage the information disclosure of the Company;</p> <p>(18) to propose to the General Meeting to appoint or change the accounting firm in charge of the audition of the Company;</p> <p>(19) to listen to the work report of the President and to review the work of the President;</p> <p>(20) to elect the Chairman and Vice Chairman of the Company;</p>	<p>(10) to formulate the basic management system of the Company;</p> <p>(11) to formulate proposals for amendment to these Articles of Association;</p> <p>(12) to manage the information disclosure of the Company;</p> <p>(13) to propose to the Shareholders' Meeting to appoint or change the accounting firm in charge of the audition of the Company;</p> <p>(14) to listen to the work report of the President and to review the work of the President;</p> <p>(15) to formulate stock option incentive plan of the Company;</p> <p>(16) to decide on the establishment or revocation of the branches of the Company;</p> <p>(17) to decide on the concrete implementation plan for merger, separation and restructuring of the subsidiaries of the Company;</p> <p>(18) to decide on the salaries, fringe benefits, rewards and penalty policy and plan of the Company's employees;</p> <p>(19) to decide on the risk management and internal control system of the Company, including risk assessment, financial control, internal audit and internal control assessment, and legal risk control, etc. and monitor the implementation thereof;</p> <p>(20) to decide on the setup of special committees under the Board of Directors and to appoint or remove the chairmen of such committees;</p>

The original Articles	The Articles after amendments
<p>(21) <u>to review and approve the external guarantee provided by the Company other than those guarantees that shall be reviewed by the General Meeting subject to Article 63 under these Articles of Association;</u></p> <p>(22) to decide on the establishment or revocation of the branches of the Company;</p> <p>(23) to decide on the concrete implementation plan for merger, separation and restructuring of the subsidiaries of the Company;</p> <p>(24) to decide on the salaries, fringe benefits, rewards and penalty policy and plan of the Company's employees;</p> <p>(25) to decide on the risk management and internal control system of the Company, including risk assessment, financial control, internal audit and internal control assessment, and legal risk control, etc. and monitor the implementation thereof</p> <p>(26) to decide on the setup of special committees under the Board of Directors and to appoint or remove the chairmen of such committees;</p> <p>(27) to decide on the asset mortgage and pledge established by the Company for its own debts;</p> <p>(28) to decide on the provision of loan guarantees for the headquarters of the Company;</p> <p>(29) to decide on the expenditures in excess of the annual budget of the Company;</p> <p>(30) to decide on the Company's legal compliance management system, and conduct overall monitoring and assessment of the Company's legal compliance management system and its effectiveness;</p> <p>(31) to formulate major reform plans of the Company in accordance with the Articles of Association and the Rules of Procedure for the Board Meetings;</p> <p>(32) other authorities specified by the laws, administrative regulations and rules of government departments, and granted by the <u>General Meeting</u>.</p>	<p>(21) <u>to determine the person in charge of the Company's internal audit department;</u></p> <p>(22) to decide on the asset mortgage and pledge established by the Company for its own debts;</p> <p>(23) to decide on the provision of loan guarantees for the headquarters of the Company;</p> <p>(24) to decide on the expenditures in excess of the annual budget of the Company;</p> <p>(25) to decide on the Company's legal compliance management system, and conduct overall monitoring and assessment of the Company's legal compliance management system and its effectiveness;</p> <p>(26) to formulate major reform plans of the Company in accordance with the Articles of Association and the Rules of Procedure for the Board Meetings;</p> <p>(27) other authorities specified by the laws, administrative regulations and rules of government departments, and granted by the <u>Shareholders' Meeting</u>.</p> <p><u>Matters exceeding the scope authorized by the Shareholders' Meeting shall be submitted to the Shareholders' Meeting for consideration.</u></p> <p>The Board of Directors of the Company shall explain at the <u>Shareholders' Meeting</u> the unqualified audit opinion issued by the certified public accountant on the financial statements of the Company.</p> <p>If the aforesaid authorities of the Board of Directors or any deals or arrangements executed by the Company shall be reviewed by the <u>Shareholders' Meeting</u> subject to the listing rules of the region where the Company Shares are listed, the same shall be submitted to the <u>Shareholders' Meeting</u> for review.</p> <p>A resolution made by the Board of Directors over the aforesaid issues shall be voted and agreed upon by more than two-thirds of the Directors for <u>items (5), (6) and (11)</u>, and voted and approved by more than two-thirds of the Directors present at the Board of Directors for <u>financial assistance and external guarantee in item (7)</u>, and voted and approved by more than half of all Directors for other items.</p>

The original Articles	The Articles after amendments
<p>If the aforesaid authorities of the Board of Directors or any deals or arrangements executed by the Company shall be reviewed by the <u>General Meeting</u> subject to the listing rules of the region where the Company Shares are listed, the same shall be submitted to the <u>General Meeting</u> for review.</p> <p>A resolution made by the Board of Directors over the aforesaid issues shall be voted and agreed upon by more than two-thirds of the Directors for <u>items (7), (8), (9) and (15), financial assistance in item (4) and</u> voted and approved by more than two-thirds of the Directors present at the Board of Directors for <u>item (21)</u>, and voted and approved by more than half of all Directors for other items.</p> <p>Article 154 The Board of Directors of the Company shall explain at the <u>General Meeting</u> the unqualified audit opinion issued by the certified public accountant on the financial statements of the Company.</p>	
<p>Chapter 10 Board of Directors Article 157 At least four meetings of the Board shall be convened every year by the Chairman of the Board. All the Directors <u>and Supervisors</u> shall be notified in writing 14 days before each meeting.</p> <p>An extraordinary meeting of the Board of Directors may be held when it is proposed by <u>the Chairman, the Shareholders representing more than one-tenth of the voting rights, more than one-third of the Directors, more than half of the Independent Directors, the President or the Board of Supervisors.</u> The Chairman shall convene and preside over the meeting of the Board of Directors within 10 days after receipt of such proposal.</p>	<p>Chapter 8 Board of Directors Article 115 At least four meetings of the Board shall be convened every year by the Chairman of the Board. All the Directors shall be notified in writing 14 days before each meeting.</p> <p>Article 116 An extraordinary meeting of the Board of Directors may be held when it is proposed by the Shareholders representing more than one-tenth of the voting rights, more than one-third of the Directors or <u>the Audit Committee.</u> The Chairman shall convene and preside over the meeting of the Board of Directors within 10 days after receipt of such proposal.</p>
<p>Article 158 The notice on holding an extraordinary meeting of the Board of Directors <u>may be sent in the manners set out in Article 250. Such notice</u> shall be delivered to all the Directors <u>and Supervisors</u> 5 days prior to the meeting.</p>	<p>Article 117 The notice of an extraordinary meeting of the Board of Directors <u>shall</u> be delivered to all the Director 5 days prior to the meeting.</p>
<p>Chapter 10 Board of Directors Article 160 A meeting of the Board of Directors shall not be held unless more than half of the Directors are in attendance.</p> <p>The Board of Directors implements a decision- making system of collective deliberation, independent voting and individual accountability. Each Director shall have one vote to cast on the resolutions of the Board. <u>When the number of negative votes and affirmative votes are equal, the Chairman shall have the right to cast one more vote.</u></p>	<p>Chapter 8 Board of Directors Article 119 A meeting of the Board of Directors shall not be held unless more than half of the Directors are in attendance. <u>Resolutions made by the Board of Directors must be approved by a majority of all Directors.</u></p> <p>The Board of Directors implements a decision- making system of collective deliberation, independent voting and individual accountability. Each Director shall have one vote to cast on the resolutions of the Board.</p>

The original Articles	The Articles after amendments
<p>Chapter 10 Board of Directors Article 162 In the event that a Director is connected to companies associated with matters to be resolved at the Board meeting, such Director shall not exercise his/her voting rights on such resolution, nor shall he/she vote on behalf of other Directors. The Board meeting may be convened with a majority of the Independent Directors. Resolutions shall be approved by a majority of Independent Directors at the Board meeting. When there are less than 3 Independent Directors present at the Board meeting, such matter shall be submitted to the <u>General Meeting</u> for consideration.</p>	<p>Chapter 8 Board of Directors Article 121 In the event that a Director is connected to companies <u>or individual</u> associated with matters to be resolved at the Board meeting, <u>the Director shall promptly report in writing to the Board of Directors.</u> Such Director shall not exercise his/her voting rights on such resolution, nor shall he/she vote on behalf of other Directors. The Board meeting may be convened with a majority of the Independent Directors. Resolutions shall be approved by a majority of Independent Directors at the Board meeting. When there are less than 3 Independent Directors present at the Board meeting, such matter shall be submitted to the <u>Shareholders' Meeting</u> for consideration.</p>
<p>Chapter 10 Board of Directors Article 163 All resolutions in a Board meeting shall be voted upon by open ballots.</p> <p><u>Making a resolution by the Directors with votes cast through telecommunication at a special meeting of the Board of Directors may only be adopted when the meeting is on a tight schedule and when the Directors are able to express themselves thoroughly. The resolution thus adopted shall be signed by the Directors present at the meeting.</u></p>	<p>Chapter 8 Board of Directors Article 122 <u>The Board meeting shall be normally convened in a physical venue.</u> All resolutions in a Board meeting shall be voted upon by open ballots.</p> <p><u>The convening and voting of the Board meeting may also be conducted by means of video, phone or in writing.</u></p>
<p>Chapter 10 Board of Directors Article 155 The Chairman of the Board of Directors shall have the following duties and authorities:</p> <p>(1) to preside over the <u>General Meeting</u>, and convene and preside over the meeting of the Board of Directors;</p> <p>(2) <u>to examine and procure</u> the implementation of the resolution made by the Board of Directors;</p> <p>...</p> <p><u>When the Chairman is unable to perform these duties and authorities, he/she may designate the Vice Chairman to act in his/her stead.</u></p>	<p>Chapter 8 Board of Directors Article 125 The Chairman of the Board of Directors shall have the following duties and authorities:</p> <p>(1) to preside over the <u>Shareholders' Meeting</u>, and convene and preside over the meeting of the Board of Directors;</p> <p>(2) <u>to procure and examine</u> the implementation of the resolution made by the Board of Directors;</p> <p>...</p>

The original Articles	The Articles after amendments
<p>Chapter 10 Board of Directors Article 137 The Company shall have Independent Directors. <u>Independent Directors shall pay particular attention to the legitimate rights and interests of the medium and minority Shareholders when performing their duties.</u></p> <p>Unless otherwise specified in this section, Independent Directors shall be subject to the qualifications and obligations of Directors stipulated under <u>Chapter 15 of</u> these Articles of Association, the listing rules of the region where the Company Shares are listed and other relevant regulatory laws and regulations.</p>	<p>Chapter 8 Board of Directors Article 127 The Company shall have Independent Directors. <u>The Independent Directors shall conscientiously perform their duties in accordance with the requirements of laws, administrative regulations, the CSRC, the stock exchange and the Articles, and serve the roles of participation in decision-making, supervising and balancing, and professional consulting in the Board of Directors, so as to safeguard the interests of the Company as a whole and to protect the legal rights and interests of minority Shareholders.</u></p> <p>Unless otherwise specified in this section, Independent Directors shall be subject to the qualifications and obligations of Directors stipulated under these Articles of Association, the listing rules of the region where the Company Shares are listed and other relevant regulatory laws and regulations.</p>
<p>Chapter 10 Board of Directors Article 138 An Independent Director of the Company is a Director who holds no other positions in the Company and <u>is not related to</u> the Company or its substantial Shareholders (Shareholders individually or jointly holding more than 5% of the total Shares with voting rights of the Company) <u>that may prevent him from making an independent and objective judgment and qualifies himself as a Director in compliance with the definition of independence in the listing rules of the place where the Company's shares are listed.</u></p>	<p>Chapter 8 Board of Directors Article 128 An Independent Director of the Company is a Director who holds no other positions in the Company and <u>have no direct or indirect interest in</u> the Company or its substantial Shareholders (Shareholders individually or jointly holding more than 5% of the total Shares with voting rights of the Company), <u>or actual controllers or any other relationship that may prevent him/her from making an independent and objective judgment and qualifies as a Director in compliance with the definition of independence in the listing rules of the place where the Company's Shares are listed.</u></p> <p><u>An Independent Director shall maintain his/her independence. None of the following persons may serve as an Independent Director:</u></p> <ol style="list-style-type: none"> <li data-bbox="810 1529 1431 1637">(1) <u>persons working in the Company or its subsidiary and their spouses, parents, children and near relatives;</u> <li data-bbox="810 1680 1431 1899">(2) <u>persons who directly or indirectly hold 1% or above of the issued Share capital of the Company or who are natural person Shareholders amongst the top ten Shareholders of the Company or their spouses, parents, children;</u> <li data-bbox="810 1942 1431 2123">(3) <u>persons working in a Shareholder's unit which holds 5% or above of the issued Share capital of the Company or in the units of the top five Shareholders of the Company or their spouses, parents and children;</u>

The original Articles	The Articles after amendments
	<p>(4) <u>persons working in the affiliates of the Company's controlling Shareholders or actual controllers and their spouses, parents and children;</u></p> <p>(5) <u>persons having material business dealings with the Company and its controlling Shareholders, actual controllers or their respective affiliates, or persons working in entities that have material business dealings with the Company, and their controlling Shareholders or actual controllers;</u></p> <p>(6) <u>persons providing financial, legal, consulting, sponsorship and other services for the Company, its controlling Shareholders, actual controllers, or their respective affiliates, including but not limited to all the members of the project teams, the reviewing officers at all levels, the signatory(ies) of the reports, the partners, Directors, senior management and the persons in charge of the intermediary(ies) providing the services;</u></p> <p>(7) <u>persons falling under the conditions mentioned in clauses (1) to (6) during in the latest twelve months;</u></p> <p>(8) <u>persons who are deemed as not independent under laws, administrative regulations, the requirements of the CSRC, the rules of the stock exchanges and the Articles of Association of the Company.</u></p> <p><u>Affiliates of the Company's controlling Shareholders and actual controllers as set out in clauses (4) to (6) of the preceding paragraphs, exclude enterprises that are controlled by the same state-owned asset management entity as the Company and do not constitute a related party relationship with the Company under the relevant provisions. The Independent Directors shall conduct an annual self-examination of their independence and submit such examination results to the Board of Directors. The Board of Directors shall evaluate the independence of the existing Independent Directors annually and issue a special opinion, and disclose the same in the annual report.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 10 Board of Directors Article 139 The Board of the Company shall consist of at least a third of Independent Directors, including at least one accounting professional. The Company shall elect new Independent Directors to fill a gap with the number required herein when such Independent Director fails to meet the requirement of independence or is found not to be fit for duties as an Independent Director.</p> <p>There shall be at least one Independent Director of the Company who ordinarily resides in Hong Kong.</p>	<p>Chapter 8 Board of Directors Article 129 <u>An Independent Director of the Company shall meet the following conditions:</u></p> <ol style="list-style-type: none"> <li data-bbox="810 360 1436 510">(1) <u>to have the qualifications to hold office as a Director of a listed company according to the relevant requirements of laws and administrative regulations;</u> <li data-bbox="810 546 1436 622">(2) <u>to meet the independence requirements stipulated under these Articles of Association;</u> <li data-bbox="810 658 1436 768">(3) <u>to have basic knowledge of the operation of a listed company, to be familiar with the relevant laws, regulations, and rules;</u> <li data-bbox="810 804 1436 954">(4) <u>to have more than five years' work experience, in the fields of laws, accounting or economics, etc. required to perform the duties of an Independent Director;</u> <li data-bbox="810 990 1436 1099">(5) <u>to possess good personal integrity and have no records of major breach of trust or other negative records;</u> <li data-bbox="810 1135 1436 1323">(6) <u>to have fulfilled other conditions required by laws, administrative regulations, the requirements of the CSRC, the rules of stock exchanges and the Articles of Association of the Company.</u> <p>The Board of the Company shall consist of at least a third of Independent Directors, including at least one accounting professional. The Company shall elect new Independent Directors to fill a gap with the number required herein when such Independent Director fails to meet the requirement of independence or is found not to be fit for duties as an Independent Director.</p> <p>There shall be at least one Independent Director of the Company who ordinarily resides in Hong Kong.</p>

The original Articles	The Articles after amendments
<p>Chapter 10 Board of Directors Article 140 Independent Directors shall serve the same period for each term of office as that of other Directors of the Company. Independent Directors may be reelected when the term expires, however, for a period not exceeding 6 years in succession.</p>	<p>Chapter 8 Board of Directors Article 130 Independent Directors shall serve the same period for each term of office as that of other Directors of the Company. Independent Directors may be reelected when the term expires, however, for a period not exceeding 6 years in succession.</p> <p><u>As members of the Board of Directors, the Independent Directors shall owe fiduciary duties and due diligence duties to the Company and its Shareholders as a whole, and shall be prudent in fulfilling the following duties:</u></p> <p>(1) <u>to participate in the decision making of the Board of Directors and express clear opinions on matters discussed;</u></p> <p>(2) <u>to supervise potential material conflicts of interest between the Company and its controlling Shareholders, actual controllers, Directors, and the senior management to protect the legitimate rights and interests of minority Shareholders;</u></p> <p>(3) <u>to provide professional and objective advice on the operation and development of the Company and promote the enhancement of the decision-making level of the Board of Directors;</u></p> <p>(4) <u>other duties as stipulated by laws, administrative regulations, CSRC regulations, and the Articles of Association.</u></p>

The original Articles	The Articles after amendments
	<p><u>Article 131 An Independent Director shall exercise the following special powers:</u></p> <ol style="list-style-type: none"> <li data-bbox="810 309 1436 421"><u>(1) to independently engage intermediaries to audit, consult, or verify specific matters of the Company;</u> <li data-bbox="810 450 1436 562"><u>(2) to propose for the convening of extraordinary Shareholders' Meetings to the Board of Directors;</u> <li data-bbox="810 591 1436 703"><u>(3) to propose for the convening of Board meetings;</u> <li data-bbox="810 732 1436 844"><u>(4) to publicly solicit Shareholders' rights from Shareholders in accordance with the law;</u> <li data-bbox="810 873 1436 985"><u>(5) to express independent opinions on matters that may jeopardize the rights and interests of the Company or minority Shareholders;</u> <li data-bbox="810 1014 1436 1126"><u>(6) other powers as stipulated by laws, administrative regulations, CSRC regulations, and the Articles of Association.</u> <p><u>In the event that an Independent Director exercises any of the powers listed in clauses (1) to (3) of the preceding paragraph, the exercise of such powers shall be subject to the approval of a majority of all Independent Directors.</u></p> <p><u>The Company shall disclose in a timely manner if an Independent Director exercises the powers listed in clause (1). If the aforementioned powers cannot be exercised properly, the Company shall disclose the specific circumstances and reasons thereof.</u></p>
–	<p>Chapter 8 Board of Directors Article 132 The following matters shall be submitted to the Board of Directors for consideration after being approved by the majority of all Independent Directors of the Company:</p> <ol style="list-style-type: none"> <li data-bbox="810 1641 1436 1682">(1) related party transactions that are discloseable; <li data-bbox="810 1711 1436 1783">(2) changes in or waivers of commitments by the Company and related parties; <li data-bbox="810 1812 1436 1928">(3) decisions made and measures taken by the board of directors of the acquired listed company in relation to the acquisition; <li data-bbox="810 1957 1436 2056">(4) other matter as prescribed by laws, administrative regulations, CSRC regulations and the Articles of Association.

The original Articles	The Articles after amendments
<p>Chapter 10 Board of Directors Article 141 The Company shall establish the working system for Independent Directors elaborating the qualifications, nomination, election and replacement, rights and obligations, legal liabilities of independent Directors, etc. Such working system shall take effect upon approval by the General Meeting.</p>	<p>Chapter 8 Board of Directors Article 133 The Company shall establish the working system for Independent Directors elaborating the qualifications, nomination, election and replacement, rights and obligations, legal liabilities of Independent Directors, etc. Such working system shall take effect upon approval by the Shareholders' Meeting.</p> <p><u>The Company shall establish a mechanism for special meeting attended solely by Independent Directors. Matters such as related party transactions to be considered by the Board of Directors shall be approved in advance by a special meeting of the Independent Directors.</u></p> <p><u>The Company shall hold the special meetings of Independent Directors on a regular or irregular basis. Clauses (1) to (3) of Article 131 and the matters set out in Article 132 of these Articles of Association shall be considered by the special meetings of Independent Directors.</u></p> <p><u>The special meetings of Independent Directors may study and discuss other matters of the Company as needed.</u></p> <p><u>Special meetings of Independent Directors shall be convened and presided over by an Independent Director jointly elected by the majority of the Independent Directors; if the convenor fails or is unable to perform his/her duties, two or more Independent Directors may convene and elect a representative to preside over the meeting on their own.</u></p> <p><u>Minutes of the special meeting of Independent Directors shall be made in accordance with regulations, and the opinions of Independent Directors shall be stated in the minutes. Independent Directors shall sign and confirm the minutes.</u></p> <p><u>The Company shall provide convenience and support for the convening of the special meetings of Independent Directors.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 10 Board of Directors Article 147 <u>The Board of Directors established special committees to provide the Board of Directors with advice and recommendations on material decisions.</u> The Board of Directors of the Company has the Strategy Committee, <u>the Finance and Audit Committee</u>, the Nomination Committee, the Remuneration and Appraisal Committee and the Sustainable Development Committee.</p> <p>Such committees are accountable to the Board and are all composed of members of the Board. In particular, in the Finance and Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Sustainable Development Committee, Independent Directors shall represent a majority of committee members and serve as the conveners; in the Finance and Audit Committee, at least one of the Independent Directors shall be an accounting professional who shall serve as the convener, and at least one Independent Director shall be equipped with appropriate professional qualifications as required by the listing rules of the Main Board or other equivalent expertise in accounting or financial management. When necessary, the Board may establish other committees and restructure existing ones. The Board shall separately formulate the working rules for such committees with respect to their duties and meeting procedures.</p>	<p>Chapter 8 Board of Directors Article 134 <u>The Board of Directors of the Company shall establish the Audit Committee to exercise the powers and functions of the Board of Supervisors as stipulated in the Company Law. In addition to the Audit Committee</u>, the Board of Directors of the Company has special committees such as the Strategy Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Sustainable Development Committee. <u>When necessary, the Board may establish other committees and restructure existing ones.</u></p> <p><u>Proposals of the special committees shall be submitted to the Board of Directors for consideration and approval. The Board shall separately formulate the working rules for such committees with respect to their duties and meeting procedures.</u></p>
<p>Chapter 10 Board of Directors Article 149 The main responsibilities of the Finance & Audit Committee of the Board of Directors shall be:</p> <p>(1) to review major financial control objectives, supervise the execution of the financial rules and systems, and instruct the financial work of the Company;</p> <p>…;</p> <p>(19) other authorities granted by the Board.</p>	<p>Chapter 8 Board of Directors Article 135 <u>The Audit Committee shall consist of at least three Directors, who do not serve as senior management of the Company, a majority of whom shall be Independent Directors. At least one of the members of the Audit Committee shall be an Independent Director with appropriate professional qualifications or expertise as required by the relevant regulatory laws and regulations of the place where the Company’s Shares are listed. The Audit Committee shall have a convenor, who shall be an accounting professional among the Independent Directors, and shall be responsible for convening and presiding over the meetings of the committee.</u></p>

The original Articles	The Articles after amendments
	<p><u>The Audit Committee is responsible for monitoring and auditing the Company’s financial information and its disclosure, supervising and evaluating the internal and external financial reporting system, risk management and internal control. The following matters shall be submitted to the Board of Directors for consideration upon the approval by a majority of the members of the Audit Committee:</u></p> <ol style="list-style-type: none"> <u>(1) disclosure of financial information in the financial accounting reports and periodic reports, and the internal control evaluation reports;</u> <u>(2) engagement or dismissal of the accounting firm that undertakes the business of auditing of the listed company;</u> <u>(3) appointment or dismissal of the Company’s persons in charge of finance;</u> <u>(4) changes in accounting policies, accounting estimates or correction of significant accounting errors for reasons other than changes in accounting standards;</u> <u>(5) other matters stipulated by laws, administrative regulations, requirements of the CSRC, the listing rules and the Articles of Association.</u> <p><u>The Audit Committee meets at least once a quarter, and may convene an extraordinary meeting upon the proposal of two or more members, or when the convener deems necessary. The quorum of the meetings of the Audit Committee shall be at least two-thirds of the members.</u></p> <p><u>Resolutions of the Audit Committee shall be passed by a majority of the members of the Audit Committee. Each member shall have one vote to cast on the resolutions of the Audit Committee.</u></p> <p><u>The Audit Committee shall record the decisions in the minutes in accordance with the regulations, which shall be signed by members of the Audit Committee present at the meeting.</u></p> <p><u>The Board of Directors shall be responsible for the preparation of the working rules of the Audit Committee.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 10 Board of Directors Article 148 <u>The main responsibilities of the Strategy Committee of the Board of Directors are:</u></p> <ol style="list-style-type: none"> (1) to study the medium and long-term development strategies and important investment decisions of the Company and advise the Board of Directors in this regard; and (2) other duties and authorities granted by the Board of Directors. 	<p>Chapter 8 Board of Directors Article 136 <u>The Strategic Committee shall be composed of 3-5 Directors, a majority of whom shall be external Directors. The Strategic Committee shall have a convenor, who shall be the Chairman of the Board of Directors.</u> The specific responsibilities of the Strategy Committee are as follows:</p> <ol style="list-style-type: none"> (1) to study the medium and long-term development strategies and important investment decisions of the Company and advise the Board of Directors in this regard; (2) <u>to study and make recommendations on major investment and financing plans, capital operation and asset management projects; and</u> (3) other duties and authorities granted by the Board of Directors.
<p>Chapter 10 Board of Directors Article 150 <u>The main responsibilities of the Nomination Committee of the Board of Directors shall be:</u></p> <ol style="list-style-type: none"> (1) to undertake the responsibility to study the standards, procedures and methods for selecting Directors, the President and other senior executives of the Company, and put forward suggestions to the Board of Directors; (2) <u>to extensively hunt for qualified candidates for the positions of Director, President and other senior executives;</u> (3) <u>to review the candidates for Directors, the President and other senior executives, and submit review opinions to the Board of Directors;</u> (4) other authorities granted by the Board of Directors. 	<p>Chapter 8 Board of Directors Article 137 <u>The Nomination Committee shall be composed of 3-5 Directors, a majority of whom shall be Independent Directors and a majority of whom shall be external Directors. The Nomination Committee shall have a convenor, who shall be an Independent Director.</u></p> <p><u>The Nomination Committee is responsible for drawing up criteria and procedures for the selection of Directors and the senior management, selecting and reviewing the selection of Directors and the senior management and their qualifications for appointment, and exercising the following specific responsibilities:</u></p> <ol style="list-style-type: none"> (1) to undertake <u>and draw up</u> the responsibility to study the standards, procedures and methods for selecting Directors, the President and other senior executives of the Company, and put forward suggestions to the Board of Directors; (2) <u>to select and review the selection of Directors, president and other senior management members and their qualifications for appointment, and to make recommendations to the Board of Directors;</u> (3) <u>to make recommendations to the Board of Directors on the nomination or removal of Directors and the appointment or dismissal of senior management members;</u>

The original Articles	The Articles after amendments
	<p>(4) <u>to formulate policies on the diversity of Board members (including gender, age, culture and educational background or professional experience) in accordance with the Company's strategy, business model and specific needs, and to study and review the structure, size and composition of the Board at least once a year;</u></p> <p>(5) <u>to assess the independence of the independent non-executive Directors;</u></p> <p>(6) <u>other authorities granted by the Board of Directors (including but not limited to responsibilities proposed in the relevant principles and provisions in Corporate Governance Code set out in Appendix C1 of the Hong Kong Listing Rules).</u></p> <p><u>If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for non-adoption in a resolution of the Board of Directors and disclose the same.</u></p>
<p>Chapter 10 Board of Directors Article 151 <u>The main responsibilities of the Remuneration & Evaluation Committee of the Board of Directors shall be:</u></p> <p>(1) to study the standards for the evaluation of the Directors and the <u>President</u>, conduct evaluations and give suggestions;</p> <p>(2) to study and review the remuneration policies and programs for the Directors and senior management members;</p> <p>(3) other duties assigned by the Board of Directors.</p>	<p>Chapter 8 Board of Directors Article 138 <u>The Remuneration and Appraisal Committee shall be composed of 3-5 Directors, a majority of whom shall be Independent Directors and in principle, all of whom shall be external Directors. The Remuneration and Appraisal Committee shall have a convenor, who shall be an Independent Director.</u></p> <p><u>The Remuneration and Appraisal Committee is responsible for formulating the evaluation criteria for Directors and senior management and conducting the evaluation, formulating and reviewing the remuneration policies and programmes such as the mechanism for determining the remuneration of Directors and senior management, the decision-making process, and the arrangements for payment, stoppage and recourse.</u> The specific responsibilities are as follows:</p> <p>(1) to study <u>and draft</u> the standards for the evaluation of the Directors and the <u>senior management members</u>, conduct evaluations and give suggestions;</p> <p>(2) to study and <u>draft</u> the remuneration policies, <u>remuneration and performance appraisal programs and proposed reward and punishment schemes</u> for the Directors and senior management members;</p>

The original Articles	The Articles after amendments
	<p>(3) <u>to formulate or change of the Company’s share incentive plans and employee stock ownership plans, and to ensure that incentive objects are granted rights and the conditions for exercising their rights are met;</u></p> <p>(4) <u>to arrange for Directors and senior management shareholding plans for proposed subsidiary spin-off;</u></p> <p>(5) other duties assigned by the Board of Directors;</p> <p>(6) <u>responsibilities that may be exercised by the Remuneration and Appraisal Committee as required or recommended by the Listing Rules of the place where the Company’s Shares are listed (including but not limited to responsibilities proposed in the relevant principles and provisions in Corporate Governance Code set out in Appendix C1 of the Hong Kong Listing Rules).</u></p> <p><u>If the Board of Directors does not adopt or does not fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinion of the Remuneration and Appraisal Committee and the specific reasons for non-adoption in a resolution of the Board of Directors and disclose the same.</u></p>
<p>Chapter 10 Board of Directors Article 152 <u>The main duties of the Sustainable Development Committee of the Board of Directors are as follows:</u></p> <p>(1) to research and provide recommendations to the Board of Directors about the objectives, strategies, plans and material decisions relating to sustainable development of the Company (including environment, social, and governance);</p> <p>…;</p> <p>(8) other responsibilities and duties assigned by the Board of Directors.</p>	<p>Chapter 8 Board of Directors Article 139 <u>The Sustainable Development Committee shall be composed of 3-5 Directors.</u> The specific responsibilities of the Sustainable Development Committee are as follows:</p> <p>(1) to research and provide recommendations to the Board of Directors about the objectives, strategies, plans and material decisions relating to sustainable development of the Company (including environment, social, and governance);</p> <p>…;</p> <p>(8) other responsibilities and duties assigned by the Board of Directors.</p>

The original Articles	The Articles after amendments
<p>Chapter 10 Board of Directors Article 153 In case of the disposal of fixed assets by the Board of Directors, if the sum of the expected value of the fixed asset to be disposed of, plus the value derived from the fixed assets that have been disposed of within four months before the proposal for disposal, exceeds 33% of the fixed assets value shown in the balance sheet most recently reviewed by the General Meeting, the Board of Directors shall obtain the approval of the General Meeting before disposing of or agreeing to dispose of the fixed assets.</p> <p>The disposal of fixed assets under this Article includes the transfer of certain interests in assets, but excludes the provision of guarantees with the fixed assets.</p> <p>The validity of the transaction conducted by the Company to dispose of the fixed assets shall not be influenced by a breach of the first paragraph under this Article.</p>	Deleted
<p>Chapter 11 Secretary to the Board of Directors Article 167 The Secretary to the Board of Directors of the company shall be a natural person in possession of the required professional knowledge and experience, and shall be appointed by the Board of Directors. His/Her main responsibilities include:</p> <ol style="list-style-type: none"> (1) to guarantee that the Company keeps intact organizational documents and records; (2) to ensure the Company prepares and submits the reports and documents required by the competent authority according to the law; (3) to guarantee that the register of Shareholders of the Company is properly prepared, and that the persons entitled to obtain relevant records and documents of the Company have timely access to such records and documents. 	<p>Chapter 9 Secretary to the Board of Directors Article 141 The Secretary to the Board of Directors of the company shall be a natural person in possession of the required professional knowledge and experience, and shall be appointed by the Board of Directors. His/Her main responsibilities include:</p> <ol style="list-style-type: none"> (1) <u>to prepare the Company’s Shareholders’ Meeting and Board meeting, and custody of the corresponding meeting documents;</u> (2) to guarantee that the Company keeps intact organizational documents and records; (3) to ensure the Company prepares and submits the reports and documents required by the competent authority according to the law; (4) to guarantee that the register of Shareholders of the Company is properly prepared, and that the persons entitled to obtain relevant records and documents of the Company have timely access to such records and documents; (5) <u>to handle information disclosure matters.</u>

The original Articles	The Articles after amendments
<p>Article 168 The Directors or other senior management members of the Company except for the President and the chief financial officer may concurrently act as the Secretary to the Board of Directors. Any accountants of the accountants' firm appointed by the Company shall not be appointed as the Secretary to the Board.</p> <p>If a Director is also the Secretary to the Board of Directors, and a certain act shall be performed by the Director and the Secretary of the Board of Directors separately, such person who is acting both as a Director and Secretary of the Board of Directors shall not perform the act in double identity.</p> <p><u>The Company shall have a Securities Affairs Representative, who shall assist the Secretary to the Board of Directors in performing his/her duties.</u></p>	<p>Article 142 The Directors or other senior management members of the Company except for the President and the chief financial officer may concurrently act as the Secretary to the Board of Directors. Any accountants of the accountants' firm appointed by the Company shall not be appointed as the Secretary to the Board.</p> <p>If a Director is also the Secretary to the Board of Directors, and a certain act shall be performed by the Director and the Secretary of the Board of Directors separately, such person who is acting both as a Director and Secretary of the Board of Directors shall not perform the act in double identity.</p>
<p>Chapter 12 Management Article 171 The Company shall have a management team, which shall execute the resolutions of the Board of Directors under the leadership of the Board of Directors, and shall take charge of the daily operations and management of the Company. <u>The management plays a key role to manage the operation</u>, implement plans and enhance management. The Company signs contracts with members of management with tenures, conducts assessments as required, implements an appointment and removal system and pays remuneration. The management team shall be under the charge of the President.</p> <p>The management team shall comprise 1 President, several Vice Presidents and 1 Chief Financial Officer.</p>	<p>Chapter 10 Management Article 145 The Company shall have a management team, which shall execute the resolutions of the Board of Directors under the leadership of the Board of Directors, and shall take charge of the daily operations and management of the Company. <u>The management serves as the executive body of the Company</u>, implements plans and enhances management. The Company signs contracts with members of management with tenures, conducts assessments as required, implements an appointment and removal system and pays remuneration. The management team shall be under the charge of the President.</p> <p>The management team shall comprise 1 President, several Vice Presidents and 1 Chief Financial Officer.</p> <p><u>The provisions of these Articles of Association relating to the circumstances under which a person may not become a Director and the system for managing the termination of his/her office shall also apply to the senior management members.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 12 Management Article 172 The term of office of the President shall be 3 years, which may be extended after its expiration given a reappointment.</p> <p>The President may tender a resignation before the expiration of his/her term. The concrete procedures and method for the resignation of the President shall be stipulated in the employment contract between the President and the Company. <u>When the President is unable to perform his/her duties due to special causes, the Board of Directors shall designate a Vice President to perform such duties on his/her behalf.</u></p> <p>A Director may act as President or Vice President concurrently.</p>	<p>Chapter 10 Management Article 146 The term of office of the President shall be 3 years, which may be extended after its expiration given a reappointment.</p> <p>The President may tender a resignation before the expiration of his/her term. The concrete procedures and method for the resignation of the President shall be stipulated in the employment contract between the President and the Company.</p> <p>A Director may act as President or Vice President concurrently.</p>
<p>Chapter 12 Management Article 178 The management of the Company shall discharge their duties honestly and diligently in accordance with the laws, regulations and the Articles of Association.</p>	<p>Chapter 10 Management Article 152 The management of the Company shall discharge their duties loyally and diligently in accordance with the laws, regulations and the Articles of Association.</p> <p><u>The Company shall be obligated to compensate the loss caused to others by the senior management member during the course of performing his/her duties, and the senior management personnel shall also be obligated to compensate such loss caused intentionally or by material default.</u></p> <p><u>Any senior management member who violates the laws, administrative regulations, departmental rules or these Articles of Association during the course of performing his/her duties and causes loss to the Company shall be obligated to compensate such loss.</u></p> <p><u>The senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all Shareholders. The senior management members of the Company shall be liable for compensation due to damages to the interests of the Company and public Shareholders in accordance with the law if they fail to faithfully perform their duties or breach their duty of good faith.</u></p>
<p>Chapter 13 Board of Supervisors Article 179 to Article 193</p>	<p>Deleted</p>

The original Articles	The Articles after amendments
<p>Chapter 14 The Party Committee of the Company Article 196 The Party Committee of the Company shall perform its duties pursuant to the Constitution of the Communist Party of China and other regulations of the Party.</p> <p>…;</p> <p>(VIII) To handle other important matters within the scope of duties of the Party Committee.</p>	<p>Chapter 11 The Party Committee of the Company Article 155 The Party Committee of the Company shall perform its duties pursuant to the Constitution of the Communist Party of China and other regulations of the Party.</p> <p>…;</p> <p><u>(VIII) To carry out inspections in accordance with the needs of its work, to set up inspection bodies, and to supervise the party organizations of the units at the next higher level in accordance with the affiliation of the party organizations and the management authority of the cadres in principle;</u></p> <p><u>(IX) To discuss and decide</u> other important matters within the scope of duties of the Party Committee.</p>
<p>Chapter 15 Qualifications and Duties of Directors and Senior Management Members of the Company Article 197 A person shall not act as the Director, Supervisor, President or other senior manager of the Company if any of the following circumstances applies:</p> <p>(1) person without legal or with restricted legal capacity;</p> <p><u>(2) a period of less than 5 years has elapsed since the conviction of corruption, bribery, unauthorized appropriation of properties, embezzlement of properties or disrupting the economic order of a socialist market; or a period of less than 5 years has elapsed since being deprived of political rights for commission of offence;</u></p> <p>(3) a period of less than 3 years has elapsed since the completion of the liquidation of any company or enterprise which was insolvent and where the person acted as a director or factory manager, manager of such company or enterprise and was personally liable for such insolvency;</p>	<p>Chapter 12 Qualifications and Duties of Directors and Senior Management Members of the Company Article 156 A person shall not act as the Director, President or other senior manager of the Company if any of the following circumstances applies:</p> <p>(1) person without legal or with restricted legal capacity;</p> <p><u>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offense; or who has been deprived of his/her political rights, in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation or less than 2 years have elapsed since the date of the completion of probationary period if such person is on probation;</u></p> <p>(3) a period of less than 3 years has elapsed since the completion of the liquidation of any company or enterprise which was insolvent and where the person acted as a director or factory manager, manager of such company or enterprise and was personally liable for such insolvency;</p>

The original Articles	The Articles after amendments
<p>(4) a period of not less than 3 years has elapsed since revocation of the business license of a company or enterprise due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable;</p> <p>(5) the person fails to repay a substantial amount of personal debt after it is due;</p> <p>(6) the person is being investigated by the judicial department because of a violation of the criminal law, and the case remains pending;</p> <p>(7) the person is forbidden by the CSRC to access the securities market, and the period of such penalty has not yet expired;</p> <p>(8) a period of less than 5 years has elapsed since the person was adjudged by the relevant governing authority to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty;</p> <p><u>(9) the person is not a natural person; or</u></p> <p>(10) other circumstances as may be specified by the laws, regulations, the regulator and the stock exchange of the region where the Company is listed.</p>	<p>(4) a period of not less than 3 years has elapsed since revocation of the business license <u>and order for closure</u> of a company or enterprise due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable;</p> <p>(5) the person fails to repay a substantial amount of personal debt after it is due <u>and is designated by the People's Court as a dishonest person subject to enforcement;</u></p> <p>(6) the person is being investigated by the judicial department because of a violation of the criminal law, and the case remains pending;</p> <p>(7) the person is forbidden by the CSRC to access the securities market, and the period of such forbidden period has not yet expired;</p> <p>(8) <u>having been publicly determined by the stock exchange as unfit to serve as a director, supervisor or senior management member of listed companies, with the term yet to be expired;</u></p> <p><u>(9)</u> a period of less than 5 years has elapsed since the person was adjudged by the relevant governing authority to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty;</p> <p><u>(10)</u> other circumstances as may be specified by the laws, regulations, the regulator and the stock exchange of the region where the Company is listed.</p> <p><u>For any election, appointment of a Director in contravention of the provisions prescribed by this Article, such election, appointment or engagement shall be void and null. If a Director is involved in any of the circumstances in this Article during his/her term of office, the Company shall remove him/her from his/her position and cease his/her duties.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 15 Qualifications and Duties of Directors and Senior Management Members of the Company Article 198 The validity of anything done by the Directors and senior management members representing the Company to a third party acting in good faith shall not be impaired by any non-compliance of such Directors and senior management members in respect of their appointment, election or qualification.</p>	<p>Deleted</p>
<p>Chapter 15 Qualifications and Duties of Directors and Senior Management Members of the Company Article 199 In addition to the obligations required by the laws, regulations or listing rules of the region where the Company Shares are listed, the Directors, Supervisors and senior management members of the Company shall also undertake the following obligations to each Shareholder when performing the duties and authorities granted by the Company:</p> <p>...</p> <p>Article 200 The Directors, Supervisors or senior management members of the Company shall do as they are expected with the prudence, diligence and skills that are demonstrated by a person of reason and prudence under a similar situation, and shall undertake the following obligations to the Company with due care, in the performance of their rights or duties:</p> <p>...</p> <p>Article 201 When performing their duties, the Directors, Supervisors and senior management members of the Company shall observe the principles of honesty and integrity, and shall not put themselves in a situation where their personal interests may conflict with their obligations. This principle includes (but is not limited to) the performance of the following obligations:</p> <p>...</p> <p>Any income obtained by the persons described in this Article as a result of a violation of this Article shall be owned by the Company. If the Company suffers any loss as a result, the persons shall be held liable accordingly.</p>	<p>Chapter 12 Qualifications and Duties of Directors and Senior Management Members of the Company Article 157 The provisions of these Articles of Association concerning the duties of loyalty and diligence of Directors shall also apply to the senior management.</p>

The original Articles	The Articles after amendments
<p>Chapter 15 Qualifications and Duties of Directors and Senior Management Members of the Company Article 202 The Directors, Supervisors and senior management members of the Company shall not incite the following persons or institutions (“related persons”) to do such things as such Director, Supervisor and senior management member is prohibited from doing so:</p> <p>(1) spouses or minor children of the Directors, Supervisors and senior management members of the Company;</p> <p>...;</p> <p>(5) the Directors, Supervisors and senior management members of the controlled company as described in paragraph (4) above.</p>	<p>Deleted</p>
<p>Chapter 15 Qualifications and Duties of Directors and Senior Management Members of the Company Article 203 The fiduciary duty of a Director, Supervisor and senior management member of the Company does not necessarily cease upon the termination of his tenure of office. <u>The obligation of confidence in relation to the trade secrets of the Company shall survive after the termination of his tenure. Other obligations may continue for such period as to be determined under the principle of fairness, depending on the time lapse between the acts concerned and the termination and the circumstances and the conditions under which the relationship with the Company terminated.</u></p>	<p>Chapter 12 Qualifications and Duties of Directors and Senior Management Members of the Company Article 158 <u>The Company has established a system for managing the departure of Directors and Senior Management Members, and has specified safeguards for the recovery of liability and compensation for unfulfilled public undertakings and other outstanding matters. When the resignation of Directors and Senior Management Members takes effect or when their term of office expires, they shall complete all handover procedures to the Board of Directors.</u> The fiduciary duty of a Director and senior management member of the Company does not necessarily cease upon the termination of his/her tenure of office, <u>but remains valid for one year from the effective date of his/her resignation or the expiry date of his/her term of office, and his/her obligation to maintain the confidentiality of the Company’s trade secrets remains valid after the expiry of his/her term of office, and before such trade secrets become public information.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 15 Qualifications and Duties of Directors and Senior Management Members of the Company Article 204 Except as provided in Article 60 of the Articles, Directors, Supervisors and senior management members of the Company may be exempted from liabilities for specific breach of duties with informed consent by the General Meeting, ...</p> <p>Article 205 Where the Directors, Supervisors and senior management members of the Company have a major interest, directly or indirectly, in the contract, deal or arrangement already ongoing or proposed to be executed by the Company ...</p> <p>Article 206 If, prior to the Company beginning to consider signing a contract, deal or making an arrangement, a Director, Supervisor or senior manager of the Company notifies the Board of Directors in writing, ...</p> <p>Article 207 The Company shall in no way whatsoever pay taxes for its Directors, Supervisors and senior management members.</p> <p>Article 208 The Company shall not provide loans or loan guarantees directly or indirectly to the Directors, Supervisors and senior management members of the Company and its parent company, ...</p> <p>Article 209 If the Company provides a loan in violation of the previous Article, the recipient of the loan shall immediately return the loan amount, regardless of the terms by which it was granted.</p> <p>Article 210 A loan guarantee provided by the Company in breach of provision under paragraph (1) of Article 208 shall be unenforceable against the Company, except under the following circumstances: ...</p> <p>Article 211 The term “guarantee” as described in the preceding articles of this Chapter shall include an undertaking by the guarantor or property provided to secure the performance of obligations by the obligor.</p> <p>Article 212 When the Directors, Supervisors and senior management members of the Company breach their obligations to the Company, the Company shall have the right to take the following measures in addition to the various rights and remedies provided by the laws and regulations: ...</p>	Deleted

The original Articles	The Articles after amendments
<p>Article 213 The Company shall establish written contracts on remunerations of the Directors and Supervisors of the Company, and such contracts shall be approved by the General Meeting in advance. The aforesaid remunerations shall include: ….</p> <p>Article 214 There shall be a provision in a contract made between the Company and a Director or Supervisor in respect of their remuneration that ….</p>	
<p>Chapter 16 Democratic Staff Management and Labor and Personnel System Article 219 <u>Establish and implement a market-oriented employment system with labor contract management as the key and post management as the basis,</u> and implement systems such as open recruitment of employees, <u>promotion of competent employees</u> as managers, and demotion and firing of incompetent employees.</p>	<p>Chapter 13 Democratic Staff Management and Labor and Personnel System Article 163 <u>The Company shall, based on its actual situation, implement selection and employment mechanisms that meet market-oriented requirements</u> such as open recruitment of employees, <u>election and competitive recruitment of</u> managers, demotion and firing of incompetent employees.</p>
<p>Chapter 16 Democratic Staff Management and Labor and Personnel System Article 220 Establish a competitive remuneration distribution system for key and core talents <u>to actively and orderly carry out medium and long-term incentive work.</u></p>	<p>Chapter 13 Democratic Staff Management and Labor and Personnel System Article 164 Establish a competitive remuneration distribution system for key and core talents <u>to optimize and make good use of medium and long-term incentive policies.</u></p>
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 222 The accounting year of the Company is based on the Gregorian calendar year, that is, an accounting year ranging from January 1 to December 31 of the Gregorian calendar.</p> <p>The Company shall prepare a financial report at the end of each accounting year, and such financial statement shall be reviewed and verified according to the laws.</p> <p>The financial statements of the Company shall be ….</p>	<p>Chapter 14 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 166 The accounting year of the Company is based on the Gregorian calendar year, that is, an accounting year ranging from January 1 to December 31 of the Gregorian calendar.</p> <p>The Company shall prepare a financial report <u>within 4 months after the end of</u> each accounting year, and such financial statement shall be reviewed and verified according to the laws.</p> <p>The financial statements of the Company shall be ….</p>
<p>Article 224 The Company shall submit and disclose its annual report to the CSRC and the stock exchange within 4 months after the end of each accounting year; submit and disclose its interim report to the competent branch of the CSRC and the stock exchange within 2 months after the end of the first half of each accounting year.</p>	<p>Article 168 The Company shall submit and disclose its annual report to <u>the dispatched office of</u> the CSRC and the stock exchange within 4 months after the end of each accounting year; submit and disclose its interim report to the competent branch of the CSRC and the stock exchange within 2 months after the end of the first half of each accounting year.</p>
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 225 The Company shall not maintain a separate accounts book except the one required by law. The assets of the Company shall not be deposited in any account opened under a personal name.</p>	<p>Chapter 14 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 169 The Company shall not maintain a separate accounts book except the one required by law. The <u>fund</u> of the Company shall not be deposited in any account opened under a personal name.</p>

The original Articles	The Articles after amendments
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 227 The Company shall publish the financial report twice each accounting year, namely, publish the interim financial report within 60 days after the end of the first 6 months of the accounting year, and publish the annual financial report within 120 days after the end of the accounting year.</p> <p>The interim results or financial data published or disclosed by the Company shall be prepared according to the accounting standards, laws and regulations of China, except for those to be prepared under the international accounting standards or the accounting standards observed in the overseas listing region pursuant to the requirements of the laws and regulations or the listing rules of the region where shares of the Company are listed.</p>	<p>Deleted</p>
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 228 The capital reserve includes the amounts named below:</p> <p>(1) premium obtained from the Share issuance at a price higher than the face value;</p> <p>(2) other income that shall be listed in the capital reserves according to the provisions of the finance administration authority of the State Council.</p>	<p>Chapter 14 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 171 The capital reserve includes the amounts named below:</p> <p>(1) premium obtained from the Share issuance at a price higher than the face value;</p> <p>(2) <u>the proceeds from the issuance of no-par Shares are not credited to the registered capital;</u></p> <p>(3) other income that shall be listed in the capital reserves according to the provisions of the finance administration authority of the State Council.</p>
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 229 The Company shall, when distributing the post-tax profit of an accounting year, accrue 10% of the profit to list it in the legal reserves of the Company. …</p> <p><u>If the General Meeting breaches the preceding paragraph by distributing the profit to the Shareholders before the loss recovery and accrual of the legal reserves, the Shareholders shall return to the Company the profit distributed in violation of the law.</u></p> <p>The Company Shares held by the Company shall not participate in the profit distribution.</p>	<p>Chapter 14 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 172 The Company shall, when distributing the post-tax profit of an accounting year, accrue 10% of the profit to list it in the legal reserves of the Company. …</p> <p><u>If the Shareholders’ Meeting breaches the Company Law by distributing the profit to the Shareholders, the Shareholders shall return to the Company the profit distributed in violation of the law. In case of losses caused to the Company, Shareholders and responsible Directors and senior management members shall be liable for compensation.</u></p> <p>The Company Shares held by the Company shall not participate in the profit distribution.</p>

The original Articles	The Articles after amendments
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 231 The particulars of the Company's profit distribution policy are set out as follows:</p> <p>(1) Forms of profit distribution: ...</p> <p>(2) Specific conditions and ratios for distributing cash dividend by the Company:</p> <p><u>Except under special circumstances, if the Company records profit and positive accumulated undistributed profit, the Company shall distribute dividend in cash, and the profit distributed in cash per annum shall not be less than 15% of the realized distributable profit of the Company for that year.</u></p> <p><u>Special circumstances refer to any of the following:</u></p> <p>(i) The net operating cash flow of the Company is negative for that year;</p> <p>(ii) <u>Other circumstances where cash dividend in the sum of less than 15% of the realized distributable profit of the company is approved by the Shareholders in a General Meeting, including but not limited to no cash dividend distributed due to the needs of the Company for financing significant investments. The criterion for such significant investments is: total investment budget for the second half year exceeds 15% of the Company's net assets as stated in the consolidated financial statements.</u></p> <p>(3) Specific conditions for distributing dividends in shares by the Company:</p> <p>...</p>	<p>Chapter 14 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 174 The particulars of the Company's profit distribution policy are set out as follows:</p> <p>(1) Forms of profit distribution: ...</p> <p>(2) Specific conditions and ratios for distributing cash dividend by the Company:</p> <p><u>The objective of cash dividend policy is residual dividend.</u></p> <p>If the Company records profit and positive accumulated undistributed profit, the Company shall distribute dividend in cash, and the profit distributed in cash per annum shall not be less than 15% of the realized distributable profit of the Company for that year.</p> <p><u>When one of the following circumstances occurs, the distribution of profits may not be made:</u></p> <p>(i) The net operating cash flow of the Company is negative for that year;</p> <p>(ii) <u>When the audited report for the most recent year contains a qualified opinion or an unqualified opinion with a paragraph on material uncertainties relating to going concern;</u></p> <p>(iii) Other circumstances where cash dividend in the sum of less than 15% of the realized distributable profit of the company is approved by the Shareholders in a Shareholders' Meeting, including but not limited to no cash dividend distributed due to the plan of the Company for financing significant investments <u>in the next 12 months</u>. The criterion for such significant investments is: total investment budget for the second half year exceeds 15% of the Company's net assets as stated in the consolidated financial statements.</p> <p>(3) Specific conditions for distributing dividends in shares by the Company:</p> <p>...</p>

The original Articles	The Articles after amendments
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 232 Procedures for considering the dividend distribution plan of the Company:</p> <p>(1) The profit distribution plan of the Company <u>shall be drawn up by the president's office before submitting to the Board of Directors and the Supervisory Committee of the Company for consideration</u>. The Board of Directors shall thoroughly discuss the reasonableness of the profit distribution plan and ...</p> <p>(2) The Board shall carefully review and justify the timing for the distribution of cash dividends by the Company, the conditions and minimum proportion, conditions of adjustment and decision-making procedures and other matters. <u>Independent directors should express explicit opinions. Independent Directors may collect the views of minority Shareholders, propose the dividend distribution proposal and submit the proposal directly to the Board for its consideration. When the Board of Directors resolves to distribute cash dividend in the sum of less than 15% of the Company's realized distributable profit and makes a profit distribution plan in respect thereof to be proposed at general meeting for consideration, the Company shall make internet voting accessible to the Shareholders, subject to compliance with applicable laws and regulations.</u></p> <p>(3) Where the Company resolves not to distribute cash dividend <u>under special circumstances as specified in Article 231</u>, the Board of Directors shall explain the specific reasons for not distributing cash dividend, the exact purpose for the retained profit and the estimated investment return, submit such to the <u>General Meeting</u> for consideration <u>after independent directors express their opinions thereon</u>, and disclose the same in the designated media of the Company.</p>	<p>Chapter 14 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 175 Procedures for considering the dividend distribution plan of the Company:</p> <p>(1) The profit distribution plan of the Company <u>shall be studied by the president's office and Party Committee before submitting to the Board of Directors of the Company for consideration</u>. The Board of Directors shall thoroughly discuss the reasonableness of the profit distribution plan and ...</p> <p>(2) The Board shall carefully review and justify the timing for the distribution of cash dividends by the Company, the conditions and minimum proportion, conditions of adjustment and decision-making procedures and other matters.</p> <p>(3) Where the Company resolves not to distribute cash dividend <u>under the circumstances as specified in Article 174</u>, the Board of Directors shall explain the specific reasons for not distributing cash dividend, the exact purpose for the retained profit and the estimated investment return, submit such to the <u>Shareholders' Meeting</u> for consideration, and disclose the same in the designated media of the Company.</p>

The original Articles	The Articles after amendments
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 233 Adjustment to the profit distribution policy of the Company</p> <p>In case of war, natural disasters and other force majeure, ...</p> <p>The Board of Directors shall conduct specific discussion over adjustment to the Company's profit distribution policy, demonstrate in detail the reasons for such adjustment, prepare a written report <u>to be considered by Independent Directors</u>, and then submit to the General Meeting for approval by way of a special resolution. <u>In considering alterations to the profit distribution policy, the Company shall make internet voting accessible to the Shareholders, subject to compliance with applicable laws and regulations.</u></p>	<p>Chapter 14 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 176 Adjustment to the profit distribution policy of the Company:</p> <p>In case of war, natural disasters and other force majeure, ...</p> <p>The Board of Directors shall conduct specific discussion over adjustment to the Company's profit distribution policy, demonstrate in detail the reasons for such adjustment, prepare a written report, and then submit to the Shareholders' Meeting for approval by way of a special resolution.</p>
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 234 The reserves of the Company are used to offset the losses of the Company, expand business scale or bolster registered capital. <u>Nevertheless, the capital reserves will not be used to offset the losses of the Company.</u></p> <p>When the legal reserve is converted into registered capital, the remaining amount of such reserve shall not be less than 25% of the registered capital of the Company before the conversion.</p>	<p>Chapter 14 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 177 The reserves of the Company are used to offset the losses of the Company, expand business scale or bolster <u>registered</u> capital.</p> <p><u>The discretionary reserve fund and statutory reserve fund shall be used first to offset the losses of the Company; if the losses cannot be covered, the capital reserve fund can be used in accordance with the regulations.</u></p> <p>When the legal reserve is converted into <u>bolster registered</u> capital, the remaining amount of such reserve shall not be less than 25% of the registered capital of the Company before the conversion.</p>
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 237 After a resolution on the profit distribution plan is made at the <u>General Meeting, the Board of Directors of the Company</u> shall complete the distribution of the dividend (or Shares) within 2 months after the said meeting.</p>	<p>Chapter 14 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 180 After a resolution on the profit distribution plan is made at the <u>Shareholders' Meeting of the Company, or after the Board of Directors of the Company has formulated a specific plan based on the conditions and maximum amount of interim dividends for the following year as considered and approved at the annual Shareholders' Meeting, the Board of Directors of the Company</u> shall complete the distribution of the dividend (or Shares) within 2 months after the said meeting.</p>

The original Articles	The Articles after amendments
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 238 <u>The Company shall distribute the cash dividend and other amounts in RMB cash to domestic Shareholders. The cash dividend and other amounts paid by the Company to holders of overseas listed foreign Shares shall be denominated and declared in RMB and paid in foreign currencies. The foreign currencies required by the Company to pay the cash dividend and other amounts to holders of overseas listed foreign Shares and other foreign Shares shall be obtained according to the foreign exchange control system of the State.</u></p>	<p>Chapter 14 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 181 <u>The Company shall distribute a bonus and dividend in foreign currency or RMB pursuant to the Administrative Regulations on Foreign Exchange, the Measures for the Administration of the RMB Cross-Border Payment and Receipt and other requirements.</u></p>
<p>Chapter 17 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 240 The Company shall have an internal audit system, <u>arrange special auditors, and conduct the internal audit supervision of the financial incomes and expenditures and economic activities of the Company.</u></p> <p>Article 241 <u>The internal audit system of the Company and the responsibilities of auditors shall be implemented upon the approval of the Board of Directors. The principal of the audit department shall be responsible and report to the Board of Directors.</u></p>	<p>Chapter 14 Financial and Accounting System, Profit Distribution, Audit and Counsel System Article 183 The Company shall have an internal audit system, <u>which specifies the leadership system, duties and responsibilities, staffing, financial security, use of audit results and accountability for internal audit work. The internal audit system of the Company shall be implemented after approval by the Board of Directors and disclosed to the public. The Company's internal audit reorganization shall supervise and inspect the Company's business activities, risk management, internal control and financial information. The internal audit reorganization shall maintain its independence, be equipped with full-time auditors, and shall not be placed under the leadership of the finance department or co-located with the finance department.</u></p> <p><u>Article 184 The internal audit reorganization is accountable to the Board of Directors. The internal audit reorganization shall be subject to the supervision and guidance of the Audit Committee in the course of its supervision and inspection of the Company's business activities, risk management, internal control and financial information. If the internal audit reorganization discovers any relevant major issues or clues, it shall immediately report directly to the Audit Committee.</u></p> <p><u>Article 185 The internal audit reorganization shall be responsible for the specific reorganization and implementation of the Company's internal control evaluation. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant information issued by the internal audit reorganization and reviewed by the Audit Committee. The Audit Committee shall participate in the evaluation of the person in charge of internal audit.</u></p>

The original Articles	The Articles after amendments
	<p><u>Article 186 When the Audit Committee communicates with external auditing entities such as accounting firms and state auditing reorganizations, the internal auditing reorganization shall actively cooperate and provide necessary support and collaboration.</u></p>
<p>Chapter 18 Appointment of an Accounting Firm Article 243 The Company shall engage an independent accounting firm that conforms to the relevant provisions of the State to audit and review the annual financial reports and other financial reports of the Company, audit the accounting statement, verify the net assets or offer other consulting services.</p> <p><u>The first accounting firm of the Company may be engaged at the initial Annual General Meeting at the launch conference, and the term of such accounting firm shall be terminated when the initial Annual General Meeting concludes.</u></p>	<p>Chapter 15 Appointment of an Accounting Firm Article 188 The Company shall engage an independent accounting firm that conforms to the relevant provisions of the State to audit and review the annual financial reports and other financial reports of the Company, audit the accounting statement, verify the net assets or offer other consulting services.</p>
<p>Chapter 18 Appointment of An Accounting Firm Article 245 <u>The accounting firm engaged by the Company shall enjoy the following rights:</u></p> <p>(1) <u>to have access to the accounting books, records or vouchers of the Company at any time, and have the right to require the Directors, President or other senior management members of the Company to provide relevant materials and statements;</u></p> <p>(2) <u>to require the Company to take every reasonable measure to obtain the materials and statements of the subsidiaries necessary for the accounting firm to perform its duties;</u></p> <p>(3) <u>to attend the Shareholders' meeting, obtain the meeting notices any Shareholder is entitled to and other information related to the meeting, and address any Shareholders' meeting over the issues concerning the accounting firm.</u></p>	<p>Chapter 15 Appointment of an Accounting Firm Article 190 <u>The Company guarantees that it will provide the accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information without any rejection, omission or falsehood.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 18 Appointment of an Accounting Firm Article 246 Engagement of the accounting firm by the Company shall be subject to the resolution of the <u>General Meeting</u>, and the Board of Directors shall not appoint the accounting firm until the <u>General Meeting</u> makes its decision.</p> <p><u>The General Meeting may dismiss any accounting firm through an ordinary resolution before the term of such accounting firm expires, regardless of the contract made by the Company with such accounting firm. If the relevant accounting firm enjoys the right to claim compensation from the Company because of the disengagement, the relevant rights shall not be influenced by this provision.</u></p>	<p>Chapter 15 Appointment of an Accounting Firm Article 191 Engagement <u>or removal</u> of the accounting firm by the Company shall be subject to the resolution of the <u>Shareholders' Meeting</u>, and the Board of Directors shall not appoint the accounting firm until the <u>Shareholders' Meeting</u> makes its decision.</p>
<p>Chapter 18 Appointment of an Accounting Firm Article 248 The General Meeting shall determine if the Company will engage, disengage or not re-engage the accounting firm, and report its decision to the securities regulator of the State Council.</p> <p>The General Meeting shall observe the following rules when engaging a candidate accounting firm not in position now to fill any vacancy of the position of the accounting firm, or dismiss an accounting firm whose term has not yet expired: ….</p>	Deleted
<p>Chapter 18 Appointment of an Accounting Firm Article 247 The audit fee of the accounting firm shall be ascertained by the General Meeting.</p>	<p>Chapter 15 Appointment of an Accounting Firm Article 192 The audit fee of the accounting firm shall be ascertained by the General Meeting <u>or authorised by the Shareholders' Meeting to be ascertained by the Board of Directors.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 18 Appointment of an Accounting Firm Article 249 When the Company dismisses or disengages the accounting firm, it shall notify the accounting firm <u>in advance</u>, and the accounting firm shall have the right to air their side at the <u>General Meeting</u>. When the accounting firm requests to resign from the position, the accounting firm shall explain to the <u>General Meeting</u> whether there is <u>anything</u> inappropriate with the Company.</p> <p>(1) <u>The accounting firm may resign from the position by submitting a written notice of resignation to the legal address of the Company. The notice shall take effect on the date on which it is submitted to the legal address of the Company or such later date as may be specified in the notice. Such notice shall include the following statements: ‘‘.</u></p> <p>(2) <u>The Company shall deliver a copy of the written notice mentioned in (1) under this Article to the relevant competent authorities within 14 days after receipt of such notice, ‘‘.</u></p> <p>(3) <u>If the notice of resignation of the accounting firm contains the statement mentioned under (1) (ii), ‘‘.</u></p>	<p>Chapter 15 Appointment of an Accounting Firm Article 193 When the Company dismisses or disengages the accounting firm, it shall notify the accounting firm <u>at least 15 days in advance</u>, and the accounting firm shall have the right to air their side at the <u>Shareholders’ Meeting when the Shareholders’ Meeting of the Company votes on the dismissal of the accounting firm</u>. When the accounting firm requests to resign from the position, the accounting firm shall explain to the <u>Shareholders’ Meeting</u> whether there is anything inappropriate with the Company.</p>
<p>Chapter 19 Notices Article 250 The notices of the Company shall be sent out in the following ways:</p> <p>(1) sent out by hand;</p> <p>‘‘.</p> <p><u>Unless otherwise specified in the context, the term ‘‘announcement’’ under these Articles of Association means publishing an announcement in the Chinese newspapers which shall be a media outlet that meets the conditions prescribed by the CSRC, if such announcement is sent to the domestic Shareholders or shall be published within the Chinese territory according to relevant provisions and these Articles of Association. If an announcement is sent to H Shareholders or shall be published in Hong Kong according to relevant provisions and these Articles of Association, such announcement must be published in Hong Kong newspapers as required by relevant listing rules. All the notices or other documents that the Company shall submit to the HKEX subject to Chapter 13 of the listing rules of the HKEX shall be written in English or affixed with the signed and certified English translations.</u></p>	<p>Chapter 16 Notices and Announcements Article 194 The notices of the Company shall be sent out in the following ways:</p> <p>(1) sent out by hand;</p> <p>‘‘.</p> <p><u>Subject to compliance with the laws and regulations, the securities regulatory rules of the place where the Company’s Shares are listed and the provisions of these Articles of Association, any notice of the Company given by way of announcement shall be deemed to be received by all relevant persons once the announcement is made.</u></p>

The original Articles	The Articles after amendments
–	Chapter 16 Notices and Announcements Article 196 If the notice of a meeting fails to be delivered by accident to a person entitled to receive the notice or such person fails to receive the notice, such meeting and the resolution made shall not become invalid on account of such failure.
Chapter 19 Notices Article 252 If a notice of the Company is sent by hand, the recipient shall sign (or stamp) the delivery receipt, and the date of signature of receipt shall be the date of service. If a notice of the Company is sent by mail, the 48th hour after the mail is delivered to the post office shall be the date of service. If the notice of the Company is sent out by fax or E-mail or issued by a website, the date of sending out or of issuance shall be the date of service. If the notice of the Company is sent through an announcement, the date of publishing the announcement for the first time shall be the date of service. <u>Relevant announcements must be published in the newspapers in compliance with the provisions.</u>	Chapter 16 Notices and Announcements Article 197 If a notice of the Company is sent by hand, the recipient shall sign (or stamp) the delivery receipt, and the date of signature of receipt shall be the date of service. If a notice of the Company is sent by mail, the 48th hour after the mail is delivered to the post office shall be the date of service. If the notice of the Company is sent out by fax or E-mail or issued by a website, the date of sending out or of issuance shall be the date of service. If the notice of the Company is sent through an announcement, the date of publishing the announcement for the first time shall be the date of service. <u>The Company designates the media that meets the conditions stipulated by the CSRC as the media to publish the Company announcements and other information that required to be disclosed.</u>
Chapter 20 Merger, Separation, Dissolution and Liquidation of the Company Article 254 <u>The Board of the Company shall put forward proposals for merger or separation of the Company which shall be submitted to relevant approving authorities for approval in accordance with the laws after the same have been approved according to the procedures provided in the Articles of Association of the Company. The Shareholders opposing the merger or separation proposal of the Company shall have the right to request the Company or the Shareholders who are in favor of the merger or separation proposal to buy their Shares at a fair price. Contents of resolutions on merger and separation of the Company shall be prepared as special documents for the inspection by the Shareholders.</u> <u>If the Company issues overseas listed foreign Shares, the aforesaid document shall also be delivered by mail to the holders of overseas listed foreign Shares.</u> Article 255 The merger of the Company may take the form of either absorption consolidation or establishment consolidation.	Chapter 17 Merger, Separation, Capital Increase, Capital Reduction, Dissolution and Liquidation of the Company Article 199 The merger of the Company may take the form of either absorption consolidation or establishment consolidation. <u>In the case of merger by absorption, the company being absorbed shall be dissolved. Merger by establishment of a new company shall refer to the establishment of a new company as a result of merger of two or more companies and the merger parties shall be dissolved.</u> <u>If the price paid for the Company’s merger does not exceed 10% of the Company’s net assets, approval by resolution of its Shareholders’ Meeting may not be required unless otherwise provided by the Articles of Association.</u> <u>Where the Company’s merger is exempted from approval by resolution of the Shareholders’ Meeting in the preceding paragraph, it shall be subject to approval by resolution of the Board.</u>

The original Articles	The Articles after amendments
<p>Chapter 20 Merger, Separation, Dissolution and Liquidation of the Company Article 256 In the case of consolidation, relevant parties to the consolidation shall sign a consolidation agreement, and prepare the balance sheet and property list. The Company shall notify the creditors within 10 days after the date when the resolution for consolidation is made, and announce the resolution within 30 days at least three times in the newspapers recognized by the stock exchanges where the Company Shares are listed. The creditors shall have the right to require the Company to liquidate the debts or offer the corresponding guarantee for debt service within 30 days after receipt of the notice or within 90 days if they do not receive the notice.</p>	<p>Chapter 17 Merger, Separation, Capital Increase, Capital Reduction, Dissolution and Liquidation of the Company Article 200 In the case of consolidation, relevant parties to the consolidation shall sign a consolidation agreement, and prepare the balance sheet and property list. The Company shall notify the creditors within 10 days after the date when the resolution for consolidation is made, and announce the resolution within 30 days in the newspapers recognized by the stock exchanges where the Company Shares are listed or on the National Enterprise Credit Information Publicity System. The creditors shall have the right to require the Company to liquidate the debts or offer the corresponding guarantee for debt service within 30 days after receipt of the notice or within 45 days if they do not receive the notice.</p>
<p>Chapter 20 Merger, Separation, Dissolution and Liquidation of the Company Article 258 When the Company is separated, its assets shall be separated accordingly.</p> <p>In case of separation, the Company shall compile its balance sheet and property list. The Company shall notify the creditors within 10 days after the date when the resolution for separation is made, and announce the resolution within 30 days at least three times in the newspapers recognized by the stock exchanges where the Company Shares are listed.</p>	<p>Chapter 17 Merger, Separation, Capital Increase, Capital Reduction, Dissolution and Liquidation of the Company Article 202 When the Company is separated, its assets shall be separated accordingly.</p> <p>In case of separation, the Company shall compile its balance sheet and property list. The Company shall notify the creditors within 10 days after the date when the resolution for separation is made, and announce the resolution within 30 days in the newspapers recognized by the stock exchanges where the Company Shares are listed or on the National Enterprise Credit Information Publicity System.</p>

The original Articles	The Articles after amendments
–	<p>Chapter 17 Merger, Separation, Capital Increase, Capital Reduction, Dissolution and Liquidation of the Company Article 204 Upon the reduction of registered capital, the Company shall prepare a balance sheet and a list of its assets.</p> <p>The Company shall notify its creditors within 10 days from the date when the resolution for the reduction of registered capital is made, and shall publish the notice within 30 days in newspapers authorized by the stock exchanges where the Company Shares are listed or the National Enterprise Credit Information Publicity System. The creditors who have received the said notice shall have the right within 30 days from the date of receiving the notice, and the creditors who have not received the notice shall have the right within 45 days from the date of the notice being first published to demand the Company to settle the debt or to provide corresponding security in respect of the debt.</p> <p>Upon the reduction of registered capital, the Company shall reduce its capital contribution or shares in proportion to the proportion of shares held by shareholders, except as otherwise provided by law or the Articles of Association.</p>
	<p>Article 205 If the Company still incurs losses after making up for the losses in accordance with the provisions of paragraph (2) of Article 177 of these Articles of Association, it may reduce its registered capital to make up for the losses. When reducing registered capital to make up for losses, the Company shall not distribute to Shareholders, nor shall it exempt Shareholders from their obligations to contribute capital or pay for Shares.</p> <p>The provisions of paragraph (2) of Article 204 of these Articles shall not apply to the reduction of registered capital in accordance with the preceding paragraph. However, the Company shall, within 30 days from the date of the resolution of the Shareholders' Meeting to reduce the registered capital, announce the reduction in the newspapers recognized by the stock exchanges where the Company Shares are listed or on the National Enterprise Credit Information Publicity System.</p> <p>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the Company's registered capital.</p>

The original Articles	The Articles after amendments
	<p>Article 206 If the registered capital is reduced in violation of the Company Law and other regulations, the Shareholders shall return the funds they have received, and the Shareholders shall restore the capital contributions to the original state if their capital contribution are reduced or exempted; if losses are caused to the Company, the Shareholders and Directors and senior management members shall be liable for compensation.</p> <p>Article 207 Where an increase in registered capital of the Company is made by means of issue of new Shares, the Shareholders do not have any pre-emptive right unless the Articles of Association provides otherwise or the Shareholders' Meeting resolves that the Shareholders shall have pre-emptive right.</p>
<p>Chapter 20 Merger, Separation, Dissolution and Liquidation of the Company Article 260 If the merger or separation of the Company involves a change in corporate registration, the Company shall have the change registered with the registrar according to the law. If the Company is dissolved, it shall handle the write-off registration. If a new company is established, the Company shall handle the establishment registration according to the law.</p>	<p>Chapter 17 Merger, Separation, Capital Increase, Capital Reduction, Dissolution and Liquidation of the Company Article 208 If the merger or separation of the Company involves a change in corporate registration, the Company shall have the change registered with the registrar according to the law. If the Company is dissolved, it shall handle the write-off registration. If a new company is established, the Company shall handle the establishment registration according to the law. <u>If the Company increase or reduce its registered capital, the Company shall, in accordance with the law, apply for change of registration with the company registration authority.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 20 Merger, Separation, Dissolution and Liquidation of the Company Article 261 The Company shall be dissolved for the following causes:</p> <p>...</p> <p>(4) <u>declared bankrupt by law because of the failure to repay debts when due;</u></p> <p>(5) business license is terminated in accordance with the laws, or the business is ordered to close or terminated;</p> <p>(6) the Shareholders holding more than 10% of the voting rights of the Company request the court to dissolve the Company, when the Company faces serious difficulties in business and operations that its further existence would seriously harm the interests of the Shareholders, which has become unavoidable after all other solutions have been exhausted.</p> <p>...</p>	<p>Chapter 17 Merger, Separation, Capital Increase, Capital Reduction, Dissolution and Liquidation of the Company Article 209 The Company shall be dissolved for the following causes:</p> <p>...</p> <p>(4) business license is terminated in accordance with the laws, or the business is ordered to close or terminated;</p> <p>(5) the Shareholders holding more than 10% of the voting rights of the Company request the court to dissolve the Company, when the Company faces serious difficulties in business and operations that its further existence would seriously harm the interests of the Shareholders, which has become unavoidable after all other solutions have been exhausted.</p> <p>...</p> <p><u>If the Company has any cause for dissolution specified in the preceding paragraph, it shall make public the cause of dissolution through the National Enterprise Credit Information Publicity System within 10 days.</u></p> <p><u>If the Company falls under the circumstances specified in clause (1) or (2) of the first paragraph of this Article, and has not distributed property to Shareholders, it may continue to exist by amending these Articles of Association or by resolution of the Shareholders' Meeting.</u></p> <p><u>Amending these Articles of Association or obtaining a resolution of the Shareholders' Meeting based on the preceding paragraph requires the approval of more than two-thirds of the voting rights held by the Shareholders present at the Shareholders' Meeting.</u></p>

The original Articles	The Articles after amendments
<p>Chapter 20 Merger, Separation, Dissolution and Liquidation of the Company Article 262 The Company shall establish a liquidation group to start the liquidation within 15 days after the dissolution event occurs if the Company is dissolved due to <u>(1), (2), (5) and (6) under Article 261</u>. The liquidation group shall be composed of Directors <u>or other persons determined by the General Meeting. If the liquidation group is not established within the aforesaid 15-day period, the creditors may request the People’s Court to designate relevant persons to create the liquidation group to perform the liquidation.</u></p> <p><u>If the Company is dissolved on account of (4) under Article 261 of these Articles of Association, the People’s Court shall, according to relevant laws, organize the Shareholders, relevant authorities and relevant professionals to establish the liquidation group to carry out the liquidation</u></p>	<p>Chapter 17 Merger, Separation, Capital Increase, Capital Reduction, Dissolution and Liquidation of the Company Article 210 If the Company is dissolved due to <u>clause 1, paragraph (1), (2), (4) and (5) under Article 209</u> of the Articles of Association, it shall be liquidated, and the Directors, being the liquidation obligors shall form a liquidation team for liquidation within 15 days from the date of occurrence of the cause for dissolution.</p> <p>The liquidation team shall comprise the Directors, <u>unless the Articles of Association provide otherwise or it is resolved at the Shareholders’ Meeting to elect another person(s).</u></p> <p><u>If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.</u></p>
<p>Chapter 20 Merger, Separation, Dissolution and Liquidation of the Company Article 263 If the Board of Directors decides to liquidate the Company (except when the Company declares bankruptcy and is accordingly liquidated), the Board of Directors shall state that it has thoroughly investigated the status of the Company, and believes that the Company may pay all its liabilities within 12 months after the liquidation commences in the notice of the General Meeting convened for the liquidation.</p> <p>After the resolution on liquidation is passed, the duties and powers of the Board of Directors of the Company cease forthwith.</p> <p>The liquidation group shall follow the instructions of the General Meeting. The Group shall submit a report on the income and expenditure of the liquidation group, and the company business and liquidation process to the General Meeting at least once a year, and make the final report to the General Meeting at the end of the liquidation work.</p>	<p>Deleted</p>

The original Articles	The Articles after amendments
<p>Chapter 20 Merger, Separation, Dissolution and Liquidation of the Company Article 265 The liquidation group shall notify the creditors within 10 days commencing from its establishment, and issue a public notice in the newspaper approved by the Securities Exchange where the Company Shares are listed at least three times within 60 days. The creditors shall declare the right of credit to the liquidation group within 30 days after receiving the notice, or 90 days in case they do not receive the notice.</p> <p>The creditor shall declare the right of credit ….</p>	<p>Chapter 17 Merger, Separation, Capital Increase, Capital Reduction, Dissolution and Liquidation of the Company Article 212 The liquidation group shall notify the creditors within 10 days commencing from its establishment, and issue a public notice in the newspaper approved by the Securities Exchange where the Company Shares are listed <u>or on the National Enterprise Credit Information Publicity System</u> within 60 days. The creditors shall declare the right of credit to the liquidation group within 30 days after receiving the notice, or 45 days in case they do not receive the notice.</p> <p>The creditor shall declare the right of credit ….</p>
<p>Chapter 20 Merger, Separation, Dissolution and Liquidation of the Company Article 267 If the liquidation group find that the Company’s assets are insufficient to pay off the debts after liquidating the properties and preparing the balance sheet and list of properties, the liquidators shall apply to the People’s Court to declare bankruptcy of the Company. <u>If the Company has been declared bankrupt by the People’s Court, the liquidators shall hand over the liquidation work to the People’s Court.</u></p>	<p>Chapter 17 Merger, Separation, Capital Increase, Capital Reduction, Dissolution and Liquidation of the Company Article 214 If the liquidation group find that the Company’s assets are insufficient to pay off the debts after liquidating the properties and preparing the balance sheet and list of properties, the liquidators shall apply to the People’s Court to declare bankruptcy of the Company.</p> <p><u>After the People’s Court accepts the application for bankruptcy, the liquidation team shall hand over the liquidation matters to the bankruptcy administrator designated by the People’s Court.</u></p>
<p>Chapter 20 Merger, Separation, Dissolution and Liquidation of the Company Article 268 Following the completion of the liquidation the liquidation report, <u>payment statements and financial accounting books</u> shall be prepared by the liquidators, <u>verified by Chinese certified public accountants</u>, and submitted to the General Meeting or the People’s Court for confirmation. <u>Within 30 days from the date when the aforementioned documents are confirmed, the liquidators</u> shall submit them to the company registrar to apply for cancellation <u>and announce the termination of the Company.</u></p>	<p>Chapter 17 Merger, Separation, Capital Increase, Capital Reduction, Dissolution and Liquidation of the Company Article 215 Following the completion of the liquidation, the liquidation report shall be prepared by the liquidators, be submitted to the <u>Shareholders’ Meeting</u> or the People’s Court for confirmation and be submitted to the company registrar to apply for cancellation.</p>

The original Articles	The Articles after amendments
<p>Chapter 20 Merger, Separation, Dissolution and Liquidation of the Company Article 269 The members of the liquidation team <u>shall devote themselves to their duties</u> and fulfill their obligations of liquidation <u>according to the law</u>.</p> <p><u>Members of liquidation team shall not accept any bribes or other illegal incomes by making use of his/her functions and powers, or usurp on company properties.</u></p> <p>Members of liquidation team shall be responsible for the compensation should their deliberately misconduct or major negligence cause losses to the company or its creditors.</p>	<p>Chapter 17 Merger, Separation, Capital Increase, Capital Reduction, Dissolution and Liquidation of the Company Article 216 The members of the liquidation team shall fulfill their obligations of liquidation <u>and bear duties of loyalty and diligence.</u></p> <p><u>Members of liquidation team shall bear the liability for damages suffered by the Company due to their negligence in performing the obligations of liquidation;</u> members of liquidation team shall be responsible for the compensation should their deliberately misconduct or major negligence cause losses to the company or its creditors.</p> <p><u>Where the Company is declared insolvent in accordance with laws, it shall implement insolvency liquidation in accordance with the relevant laws relating to insolvency of an enterprise.</u></p>
Chapter 22 Settlement of Disputes Article 273	Deleted
<p>Chapter 23 Miscellaneous Article 275 Unless specifically stated otherwise, the “controlling Shareholder” in these Articles of Association refers to the Shareholder who holds <u>more than 50%</u> of the total Share capital of the Company, or any other Shareholder enjoying resolution voting rights sufficient to exert a major impact on resolutions of the general meeting, even if the proportion of the Shares he/she holds is <u>less than 50%</u> of the total.</p> <p>The term “concerted action” described under these Articles of Association refers to ‘‘.</p> <p>The “actual controller” stated herein means anyone who can actually control the actions of the Company through investment relationships, agreements or any other arrangements <u>even though he is not a Shareholder of the Company.</u></p> <p>The “connected relationships” used in these Articles of Association refers to the relationship of the controlling Shareholders, actual controllers, Directors, <u>Supervisors</u> and senior management members of the Company with any other enterprise under their direct or indirect control and any other relationship liable to lead to the transfer of the Company’s interest. However, the enterprises controlled by the State do not have connections with each other based on the fact that their Shares are in each case controlled by the state.</p>	<p>Chapter 19 Miscellaneous Article 221 Unless specifically stated otherwise, the “controlling Shareholder” in these Articles of Association refers to the Shareholder who holds <u>more than 50%</u> of the total Share capital of the Company, or any other Shareholder enjoying resolution voting rights sufficient to exert a major impact on resolutions of the general meeting, even if the proportion of the Shares he/she holds is <u>not more than 50%</u> of the total.</p> <p>The term “concerted action” described under these Articles of Association refers to ‘‘.</p> <p>The “actual controller” stated herein means <u>a natural person, legal person or other organization</u> who can actually control the actions of the Company through investment relationships, agreements or any other arrangements.</p> <p>The “connected relationships” used in these Articles of Association refers to the relationship of the controlling Shareholders, actual controllers, Directors and senior management members of the Company with any other enterprise under their direct or indirect control and any other relationship liable to lead to the transfer of the Company’s interest. However, the enterprises controlled by the State do not have connections with each other based on the fact that their Shares are in each case controlled by the state.</p>

The original Articles	The Articles after amendments
Chapter 23 Miscellaneous Article 278 Unless otherwise specified herein, the figure itself shall be included if these Articles of Association refer to any such words as “above”, “within” or “before” ; the figure itself shall not be included if these Articles of Association refer to any such words as “lower than”, “less than”, “insufficient”, “more than” or “exceed”.	Chapter 19 Miscellaneous Article 224 Unless otherwise specified herein, the figure itself shall be included if these Articles of Association refer to any such words as “above”, or “within”; the figure itself shall not be included if these Articles of Association refer to any such words as “beyond”, “other than”, “lower than”, “less than”, “insufficient”, “more than” or “exceed”.
–	Chapter 19 Miscellaneous <u>Article 226 The Articles of Association shall take effect upon consideration and approval by the Shareholders’ meeting of the Company.</u>

Note: Except for the above table, in accordance with the Company Law of the People’s Republic of China and the Guidelines on Articles of Association of Listed Companies, the “Supervisory Committee” shall be adjusted to the “Audit Committee”, the “Supervisor” shall be adjusted to the “member of the Audit Committee”, and the “General Meeting” shall be adjusted to the “Shareholders’ Meeting” in the full text of the Articles of Association. The “Finance and Audit Committee” shall also be adjusted to the “Audit Committee” for unified expression. Chinese characters shall be uniformly amended to Arabic numerals, and the serial numbers of other relevant provisions and the serial numbers quoting the preceding provisions in the Articles of Association are adjusted accordingly. Articles which only involve the adjustment of the expression and serial numbers of the aforesaid “Shareholders’ Meeting”, “Supervisors”, and “Board of Supervisors” are not presented on an article-by-article basis.

The proposed amendments to the Articles of Association have been prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English and Chinese versions of the Articles of Association, the Chinese version shall prevail.

APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SHAREHOLDERS' MEETINGS

Details of the proposed amendments to the Rules of Procedure for the Shareholders' Meetings are as follows:

The original Articles	The Articles after amendments
Article 1 In a bid to safeguard the legitimate interests of Metallurgical Corporation of China Ltd. (the "Company") and its Shareholders, to specify the duties and authorities of the General Meetings, to ensure the proper, efficient and operation of the <u>General Meetings</u> and to ensure the <u>General Meetings</u> exercise their functions and powers legally, the Company formulated these Rules in accordance with the laws and regulations including the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, <u>the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas</u> , the Guidelines on Articles of Association of Listed Companies, the Rules of Procedures for the General Meetings of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the "Shanghai Listing Rules"), and the Articles of Association of Metallurgical Corporation of China Ltd. (the "Articles of Association").	Article 1 In a bid to safeguard the legitimate interests of Metallurgical Corporation of China Ltd. (the "Company") and its Shareholders, to specify the duties and authorities of the General Meetings, to ensure the proper, efficient and operation of the <u>Shareholders' Meeting</u> and to ensure the <u>Shareholders' Meeting</u> exercise their functions and powers legally, the Company formulated these Rules in accordance with the laws and regulations including the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, the Guidelines on Articles of Association of Listed Companies, the Rules of Procedures for the General Meetings of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the "Shanghai Listing Rules"), and the Articles of Association of Metallurgical Corporation of China Ltd. (the "Articles of Association").
–	<u>Article 2 These Rules shall apply to the convening, proposal, notification and holding of Shareholders' Meetings of listed companies.</u>
Article 4 The <u>General Meeting</u> shall be an empowered authority of the Company, exercising the following authorities according to the laws. (1) <u>to determine the business policies and investment plan of the Company;</u> (2) to elect and replace the Directors <u>and Supervisors</u> who are not employee representatives, and decide on the remunerations of relevant Directors <u>and Supervisors</u> ; (3) to examine and approve the reports of the Board of Directors <u>and the Board of Supervisors</u> ; (4) <u>to examine and approve the annual financial budgets and the final accounts of the Company;</u>	Article 5 <u>The Shareholders' Meeting shall be composed of all Shareholders.</u> The <u>Shareholders' Meeting</u> shall be an empowered authority of the Company, exercising the following authorities according to the laws. (1) to elect and replace the Directors who are not employee representatives, and decide on the remunerations of relevant Directors; (2) to examine and approve the reports of the Board of Directors; (3) to examine and approve the profit distribution plan and the loss recovery plan; (4) to make resolutions on the changes in the registered capital of the Company;

The original Articles	The Articles after amendments
<p>(5) to examine and approve the profit distribution plan and the loss recovery plan;</p> <p>(6) to make resolutions on the changes in the registered capital of the Company;</p> <p>(7) to make resolutions on the merger, spin-off, separation, dissolution, liquidation, <u>voluntary liquidation</u> or changes in the organizational structure of the Company;</p> <p>(8) to make resolutions on the Company's plan to issue and list corporate bonds and other securities;</p> <p>(9) to make resolutions on the appointment or dismissal of <u>accounting firms</u> and the remuneration of the accounting firms by the Company;</p> <p>(10) to amend the Articles of Association and approve the Rules of Procedure of the <u>General Meeting</u>, the Rules of Procedure for the Board Meetings <u>and the Rules of Procedure for the Board of Supervisors</u> annexed to the Articles of Association;</p> <p>(11) to examine and approve the guarantee issues required to be considered at the <u>General Meeting</u> under the Articles of Association;</p> <p>(12) to examine matters relating to the connected transactions, financial assistance and external donations which require approval by the <u>General Meeting</u>;</p> <p>(13) to examine and approve within a year the Company's purchase or sale of material assets exceeding 30% of the audited total assets of the Company in the most recent period within a year;</p> <p>(14) to examine and approve changes of the use of proceeds;</p>	<p>(5) to make resolutions on the merger, spin-off, separation, dissolution, liquidation or changes in the organizational structure of the Company;</p> <p>(6) to make resolutions on the Company's plan to issue and list corporate bonds and other securities;</p> <p>(7) to make resolutions on the appointment or dismissal of <u>accounting firms that undertakes the Company's auditing business</u> by the Company;</p> <p>(8) to amend the Articles of Association and approve the Rules of Procedure <u>for the Shareholders' Meetings and</u> the Rules of Procedure for the Board Meetings annexed to the Articles of Association;</p> <p>(9) to examine and approve the guarantee issues required to be considered at the <u>Shareholders' Meeting</u> under the Articles of Association;</p> <p>(10) to examine matters relating to the connected transactions, financial assistance and external donations which require approval by the <u>Shareholders' Meeting</u>;</p> <p>(11) to examine and approve within a year the Company's purchase or sale of material assets exceeding 30% of the audited total assets of the Company in the most recent period within a year;</p> <p>(12) to examine and approve changes of the use of proceeds;</p> <p>(13) to examine and approve the share incentive plan and the employee stock ownership plan;</p> <p>(14) to examine and approve other issues that shall be resolved by the <u>Shareholders' Meeting</u> in line with the laws, administrative regulations, department rules, listing rules of the region where the Company Shares are listed or these Articles of Association.</p>

The original Articles	The Articles after amendments
<p>(15) to examine and approve the share incentive plan and the employee stock ownership plan;</p> <p><u>(16) to examine and approve the proposal submitted by the Shareholder representing at least 3% of the Company's Shares with voting rights;</u></p> <p>(17) to examine and approve other issues that shall be resolved by the General Meeting in line with the laws, administrative regulations, department rules, listing rules of the region where the Company Shares are listed or these Articles of Association.</p>	
<p>Article 9 <u>More than half of</u> the independent Directors shall be entitled to propose to hold an Extraordinary General Meeting to the Board of Directors. The Board of Directors shall, within 10 days after receipt of such proposal, give a written reply on the agreement or disagreement to hold such meeting according to the laws, regulations, the listing rules of the region where the Company is listed and the Articles of Association.</p>	<p>Article 10 <u>With the approval of a majority of all the independent Directors of the Company,</u> the independent Directors shall be entitled to propose to hold an Extraordinary Shareholders' Meeting to the Board of Directors. The Board of Directors shall, within 10 days after receipt of such proposal, give a written reply on the agreement or disagreement to hold such meeting according to the laws, regulations, the listing rules of the region where the Company is listed and the Articles of Association.</p>
<p>Article 10 The <u>Board of Supervisors shall have the right</u> to propose to hold an Extraordinary General Meeting to the Board of Directors, <u>and</u> such proposal shall be made in writing. The Board of Directors shall, within 10 days after receipt of such proposal, provide a written reply on the agreement or disagreement to hold such meeting according to the laws, regulations, the listing rules of the region where the Company is listed and the Articles of Association.</p> <p>If the Board of Directors agrees to hold the Extraordinary General Meeting, the Board of Directors shall send the notice of the meeting within 5 days after the Board of Directors makes the resolution, and shall seek the approval of the Board of Supervisors if the notice contains any changes to the original proposal.</p> <p>If the Board of Directors disagrees to hold the General Meeting or fails to give a written feedback within 10 days after receipt of the proposal, the Board of Directors shall be considered as being unable or failing to perform the responsibility of convening the General Meeting, and the Board of Supervisors may on its own convene and preside over the Extraordinary General Meeting.</p>	<p>Article 11 The Audit Committee shall have the right to propose to hold an Extraordinary Shareholders' Meeting to the Board of Directors, and such proposal shall be made in writing. The Board of Directors shall, within 10 days after receipt of such proposal, provide a written reply on the agreement or disagreement to hold such meeting according to the laws, regulations, the listing rules of the region where the Company is listed and the Articles of Association.</p> <p>If the Board of Directors agrees to hold the Extraordinary Shareholders' Meeting, the Board of Directors shall send the notice of the meeting within 5 days after the Board of Directors makes the resolution, and shall seek the approval of the Audit Committee if the notice contains any changes to the original proposal.</p> <p>If the Board of Directors disagrees to hold the Shareholders' Meeting or fails to give a written feedback within 10 days after receipt of the proposal, the Board of Directors shall be considered as being unable or failing to perform the responsibility of convening the Shareholders' Meeting, and the Audit Committee may on its own convene and preside over the Extraordinary Shareholders' Meeting.</p>

The original Articles	The Articles after amendments
<p>Article 11 If Shareholders request to convene an Extraordinary <u>General Meeting or Class Meeting</u>, the following procedures shall apply:</p> <p>(1) The Shareholders independently or collectively holding <u>more than 10% of the</u> Shares with voting rights at the proposed meeting may sign one or more written requests with the same format and contents, requesting the Board of Directors to convene an Extraordinary <u>General Shareholders Meeting or Class Meeting</u>, and list the agenda of the meeting. The Board of Directors shall, within 10 days after receipt of such request, provide a written reply on the agreement or disagreement to hold such meeting according to the laws, administrative regulations and the Articles of Association. The number of Shares held shall be calculated as of the date on which the Shareholders submit the written request.</p> <p>If the Board of Directors agrees to hold the Extraordinary <u>General Meeting or Class Meeting</u>, the Board of Directors shall issue a notice of the meeting within 5 days after the Board of Directors makes the resolution, and shall seek the approval of relevant Shareholders if the notice contains any changes to the original request.</p> <p>(2) If the Board of Directors disagrees to hold the Extraordinary <u>General Meeting or Class Meeting</u> or fails to give a feedback within 10 days after receipt of the request, the Shareholders independently or collectively holding more than 10% of the Shares with voting rights at the proposed meeting shall have the right to request in writing to the <u>Board of Supervisors</u> to hold the Extraordinary <u>General Meeting or Class Meeting</u>.</p> <p>If the <u>Board of Supervisors</u> agrees to hold the Extraordinary <u>General Meeting or Class Meeting</u>, the Board of Supervisors shall issue a notice of the meeting within 5 days after receipt of the request, and seek the approval of relevant Shareholders if the notice contains any changes to the original proposal.</p>	<p>Article 12 If Shareholders request to convene an Extraordinary <u>Shareholders' Meeting</u>, the following procedures shall apply:</p> <p>(1) The Shareholders independently or collectively holding <u>more than 10% of the Shares</u> with voting rights at the proposed meeting may sign one or more written requests with the same format and contents, requesting the Board of Directors to convene an Extraordinary <u>Shareholders' Meeting</u>, and list the agenda of the meeting. The Board of Directors shall, within 10 days after receipt of such request, provide a written reply on the agreement or disagreement to hold such meeting according to the laws, administrative regulations and the Articles of Association. The number of Shares held shall be calculated as of the date on which the Shareholders submit the written request.</p> <p>If the Board of Directors agrees to hold the Extraordinary <u>Shareholders' Meeting</u>, the Board of Directors shall issue a notice of the meeting within 5 days after the Board of Directors makes the resolution, and shall seek the approval of relevant Shareholders if the notice contains any changes to the original request.</p> <p>(2) If the Board of Directors disagrees to hold the Extraordinary <u>Shareholders' Meeting</u> or fails to give a feedback within 10 days after receipt of the request, the Shareholders independently or collectively holding more than 10% of the Shares with voting rights at the proposed meeting shall have the right to request in writing to the <u>Audit Committee</u> to hold the Extraordinary <u>Shareholders' Meeting</u>.</p> <p>If the <u>Audit Committee</u> agrees to hold the Extraordinary <u>Shareholders' Meeting</u>, the Board of Supervisors shall issue a notice of the meeting within 5 days after receipt of the request, and seek the approval of relevant Shareholders if the notice contains any changes to the original proposal.</p>

The original Articles	The Articles after amendments
<p>If the Board of Supervisors fails to issue the meeting notice within the specified period, the Board of Supervisors shall not convene and preside over the General Meeting, and the Shareholders holding more than 10% of the Shares independently or collectively for more than 90 consecutive days may convene and preside over the meeting on their own.</p>	<p>If the Audit Committee fails to issue the meeting notice within the specified period, the Audit Committee shall not convene and preside over the Shareholders' Meeting, and the Shareholders holding more than 10% of the Shares independently or collectively for more than 90 consecutive days may convene and preside over the meeting on their own.</p>
<p>Article 12 If the Board of Supervisors or Shareholders decide to hold the General Meeting themselves, they shall notify the Board of Directors in writing and file the meeting notice with the stock exchange.</p> <p>The convening Shareholders shall hold at least 10% of the Company Shares before the resolution of the General Meeting is announced.</p> <p>When distributing the notice of the General Meeting and issuing the announcement of the resolution made by the General Meeting, the Board of Supervisors or the convening Shareholders shall submit relevant evidences to the stock exchange.</p>	<p>Article 13 If the Audit Committee or Shareholders decide to hold the Shareholders' Meeting themselves, they shall notify the Board of Directors in writing and file the meeting notice with the stock exchange.</p> <p>The convening Shareholders shall hold at least 10% of the Company Shares before the resolution of the Shareholders' Meeting is announced.</p> <p>When distributing the notice of the Shareholders' Meeting and issuing the announcement of the resolution made by the Shareholders' Meeting, the Audit Committee or the convening Shareholders shall submit relevant evidences to the stock exchange.</p>
<p>Article 13 If the Board of Supervisors or Shareholders convene the General Meeting on their own, the Board of Directors and the Secretary to the Board shall cooperate. The Board of Directors shall provide the register of Shareholders on the date of record. Where the Board of Directors fails to provide the register of members, the convener(s) may apply to the securities registration and clearing institution for such a register of members with the announcement relating to the notice of convening the General Meeting. The register of members offered to the convener(s) shall not be used for other purposes, except for the General Meeting.</p>	<p>Article 14 If the Audit Committee or Shareholders convene the Shareholders' Meeting on their own, the Board of Directors and the Secretary to the Board shall cooperate. The Board of Directors shall provide the register of Shareholders on the date of record. Where the Board of Directors fails to provide the register of members, the convener(s) may apply to the securities registration and clearing institution for such a register of members with the announcement relating to the notice of convening the Shareholders' Meeting. The register of members offered to the convener(s) shall not be used for other purposes, except for the Shareholders' Meeting.</p>
<p>Article 14 If the Board of Supervisors or Shareholders convene the General Meeting on their own, the expenses thus incurred shall be covered by the Company.</p>	<p>Article 15 If the Audit Committee or Shareholders convene the Shareholders' Meeting on their own, the expenses thus incurred shall be covered by the Company.</p>

The original Articles	The Articles after amendments
<p>Article 17 If the Company holds the <u>General Meeting</u>, the Board of Directors, the <u>Board of Supervisors</u> and the Shareholders holding more than <u>3%</u> of the Company Shares either independently or collectively shall have the right to submit proposals in writing to the Company through the Board of Directors' office. Before the Board of Directors issues the notice convening the <u>General Meeting</u>, the Secretary to the Board of Directors may call for proposals from the Shareholders, <u>Supervisors</u> and independent Directors and submit them to the Board of Directors to be considered and approved as a resolution to be submitted to the <u>General Meeting</u> for consideration.</p>	<p>Article 18 If the Company holds the <u>Shareholders' Meeting</u>, the Board of Directors, the <u>Audit Committee</u> and the Shareholders holding more than <u>1%</u> of the Company Shares either independently or collectively shall have the right to submit proposals in writing to the Company through the Board of Directors' office. Before the Board of Directors issues the notice convening the <u>Shareholders' Meeting</u>, the Secretary to the Board of Directors may call for proposals from the Shareholders and independent Directors and submit them to the Board of Directors to be considered and approved as a resolution to be submitted to the <u>Shareholders' Meeting</u> for consideration.</p>
<p>Article 18 Shareholders independently or collectively holding more than <u>3%</u> of the Company Shares may come up with special proposals and submit them to the convener 10 days before the <u>General Meeting</u>. The convener shall serve a supplementary notice on the <u>General Meeting</u> within 2 days after receipt of such proposals and announce the contents of such special proposals.</p> <p>.....</p>	<p>Article 19 Shareholders independently or collectively holding more than <u>1%</u> of the Company Shares may come up with special proposals and submit them to the convener 10 days before the <u>Shareholders' Meeting</u>. The convener shall serve a supplementary notice on the <u>Shareholders' Meeting</u> within 2 days after receipt of such proposals and announce the contents of such special proposals, <u>and submits the special proposals to the Shareholders' Meeting for consideration, unless the special proposals violate the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the scope of the Shareholders' Meeting.</u></p> <p>.....</p>
<p>Article 19 Before holding an Annual <u>General Meeting</u>, the Company shall <u>issue a prior written notice</u> 21 days before the meeting <u>to the Shareholders registered in the list of Shareholders</u>. Before holding an Extraordinary <u>General Meeting</u>, the Company shall <u>issue a prior written notice</u> 15 days before the meeting <u>to the Shareholders registered in the list of Shareholders</u>. The Shareholders planning to attend the <u>General Meeting</u> shall give a written reply on their participation in the meeting to the Company within the period specified in the notice.</p> <p><u>The notice of the General Meeting shall be sent to the Shareholders (no matter whether they have voting rights at the General Shareholders Meeting) by hand or by mail with prepaid postage to the addresses registered in the register of Shareholders. The notice of the General Meeting may also be in the form of announcement in the case of local Shareholders.</u></p>	<p>Article 20 Before holding an Annual <u>Shareholders' Meeting</u>, the Company shall <u>notify the Shareholders by way of an announcement</u> 21 days before the meeting. Before holding an Extraordinary <u>Shareholders' Meeting</u>, the Company shall <u>notify the Shareholders by way of an announcement</u> 15 days before the meeting. The Shareholders planning to attend the <u>Shareholders' Meeting</u> shall give a written reply on their participation in the meeting to the Company within the period specified in the notice.</p>

The original Articles	The Articles after amendments
<p>Article 21 The notice of the General Meeting shall be made in writing, and shall contain the following information:</p> <ol style="list-style-type: none"> (1) the time, venue and duration of the meeting; (2) issues and proposals submitted to the meeting for review; (3) <u>materials and explanations necessary for the Shareholders to make a sound decision on the issues to be discussed; this principle includes (but is not limited to) providing concrete conditions and contracts (if any) on the proposed deal when the Company proposes a merger, acquisition of Shares, Share capital restructuring or other reorganizations, and explaining in earnest the causes and outcomes of the same;</u> (4) <u>in the event that independent Directors are required to express their opinions on the matters to be discussed, their opinions and the reasons therefor shall be disclosed simultaneously with the release of the notice of the General Meeting or a supplemental notice;</u> (5) <u>the nature and degree of the material interest of any Director, Supervisor and other senior management members in the matters which they have material interest to be considered; in case that the impact of the matters to be considered on such Director, Supervisor and other senior management members personnel as a Shareholder is different from that of other holders of same class of Shares, the difference shall be clarified;</u> (6) <u>the full text of the special resolution proposed to be passed at the meeting;</u> (7) a clear written statement as follows: All Shareholders have the right to attend or appoint proxies in writing to attend and vote at the meeting on their behalf and that the proxy need not be a Shareholder of the Company; 	<p>Article 22 The notice of the Shareholders' Meeting shall be made in writing, and shall contain the following information:</p> <ol style="list-style-type: none"> (1) the time, venue and duration of the meeting; (2) issues and proposals submitted to the meeting for review; (3) a clear written statement as follows: All Shareholders have the right to attend or appoint proxies in writing to attend and vote at the Shareholders' Meeting on their behalf and that the proxy need not be a Shareholder of the Company; (4) date of record of the Shareholders entitled to be present at the Shareholders' Meeting; (5) the time and procedures of voting conducted online or through other means; (6) name and phone number of the resident contact person for the meeting.

The original Articles	The Articles after amendments
<p>(8) <u>the specified time and place of the delivery of the proxy forms for the meeting;</u></p> <p>(9) date of record of the Shareholders entitled to be present at the <u>General Meeting;</u></p> <p>(10) the time and procedures of voting conducted online or through other means;</p> <p>(11) name and phone number of the resident contact person for the meeting.</p>	
<p>Article 22 If the <u>General Meeting</u> plans to discuss the election of Directors <u>and Supervisors</u>, the notice of the <u>General Meeting</u> shall fully disclose the detailed information of the <u>candidates</u> for Directors <u>and Supervisors</u>, and shall contain at least the following information:</p> <p>(1) personal information including educational background, work experience and any parttime jobs;</p> <p>(2) whether there is any connected relationship between them and the Company or the controlling Shareholders or actual controllers of the Company;</p> <p>(3) their Shareholdings in the Company;</p> <p>(4) whether they have received any penalty imposed by the CSRC and other relevant authorities or any disciplinary sanction by the stock exchange.</p> <p>Each Director <u>or Supervisor</u> candidate shall be proposed through a separate proposal, except when Directors <u>and Supervisors</u> are elected through accumulative voting.</p>	<p>Article 23 If the <u>Shareholders' Meeting</u> plans to discuss the election of Directors, the notice of the <u>Shareholders' Meeting</u> shall fully disclose the detailed information of the <u>candidates for Directors</u>, and shall contain at least the following information:</p> <p>(1) personal information including educational background, work experience and any parttime jobs;</p> <p>(2) whether there is any connected relationship between them and the Company or the controlling Shareholders or actual controllers of the Company;</p> <p>(3) their Shareholdings in the Company;</p> <p>(4) whether they have received any penalty imposed by the CSRC and other relevant authorities or any disciplinary sanction by the stock exchange.</p> <p>Each <u>Director candidate</u> shall be proposed through a separate proposal, except when Directors are elected through accumulative voting.</p>
<p>Article 23 If the notice of the meeting fails to be delivered by accident to a person entitled to receive the notice or such person fails to receive the notice, the <u>General Meeting</u> and the resolution made at such meeting shall not become invalid on account of such failure.</p>	<p>Article 24 If the notice of the meeting fails to be delivered by accident to a person entitled to receive the notice or such person fails to receive the notice, the <u>Shareholders' Meeting</u> and the resolution made at such meeting shall not become invalid on account of such failure.</p>

The original Articles	The Articles after amendments
<p>Article 25 The Company shall hold the <u>General Meeting</u> in the address of the Company or such other place specifically notified by the convener of the <u>General Meeting</u>.</p> <p>The <u>General Meeting</u> will set the meeting venue and take place in the form of site meeting. The Company will also provide online or otherwise to facilitate the <u>Shareholders' participation in the General Meeting. When attending the General Meeting in the aforesaid manner, the Shareholders shall be considered as present at the General Meeting.</u></p> <p>Article 26 No voting at the <u>General Meeting</u> conducted online or through other means shall commence earlier than 3:00 pm on the day preceding the date of an on-site <u>General Meeting</u>, and later than 9:30 am on the date of the on-site <u>General Meeting</u>, and shall end earlier than 3:00 pm on the date of conclusion of the on-site <u>General Meeting</u>.</p> <p>If the listing rules of the region where the Company Shares are listed specify otherwise, such specifications shall prevail.</p>	<p>Article 26 The Company shall hold the <u>Shareholders' Meeting</u> in the address of the Company or such other place specifically notified by the convener of the <u>Shareholders' Meeting</u>.</p> <p>Article 27 The <u>Shareholders' Meeting</u> will set the meeting venue and take place in the form of site meeting. The Company will also provide <u>internet voting</u> to facilitate the <u>Shareholders</u>. No voting at the <u>Shareholders' Meeting</u> conducted online or through other means shall commence earlier than 3:00 pm on the day preceding the date of an on-site <u>Shareholders' Meeting</u>, and later than 9:30 am on the date of the on-site <u>Shareholders' Meeting</u>, and shall end earlier than 3:00 pm on the date of conclusion of the on-site <u>Shareholders' Meeting</u>.</p> <p><u>The interval between the share record date and the date of the meeting shall not be more than seven working days. Once the share record date is confirmed, no change may be made thereto.</u></p> <p>If the listing rules of the region where the Company Shares are listed specify otherwise, such specifications shall prevail.</p>
<p>Article 28 All shareholders whose names appear on the register of members on the date of registration of equity entitlements shall be entitled to attend and speak at the <u>General Meeting</u> and exercise their voting rights in accordance with relevant laws, regulations, the listing rules of the listing place and the Articles of Association, except where a shareholder is required by the listing rules of the HKEX to abstain from voting to approve the matter under consideration.</p> <p>.....</p>	<p>Article 29 All shareholders whose names appear on the register of members on the date of registration of equity entitlements shall be entitled to attend and speak at the <u>Shareholders' Meeting</u> and exercise their voting rights in accordance with relevant laws, regulations, the listing rules of the listing place and the Articles of Association, <u>which shall not be refused by the Company or the convener for any reason,</u> except where a shareholder is required by the listing rules of the HKEX to abstain from voting to approve the matter under consideration.</p> <p>.....</p>
<p>Article 29 When an individual Shareholder is present at the <u>General Meeting</u> in person, he/she shall show his/her ID card or other effective certificates or evidences that may prove his/her identity <u>as well as the stock account card.</u> In the case of attendance by proxies, the proxies shall produce valid proof of their identities and the letters of authorization.</p> <p>.....</p>	<p>Article 30 When an individual Shareholder is present at the <u>Shareholders' Meeting</u> in person, he/she shall show his/her ID card or other effective certificates or evidences that may prove his/her identity. In the case of attendance by proxies, the proxies shall produce valid proof of their identities and the letters of authorization.</p> <p>.....</p>

The original Articles	The Articles after amendments
<p>Article 30 </p> <p>The letter of attorney produced by the Shareholder to consign others to participate in the <u>General Meeting</u> shall indicate the following:</p> <p>(1) <u>name</u> of the proxy;</p> <p>(2) <u>whether the proxy has voting rights;</u></p> <p>(3) instructions to cast affirmative, negative or abstention votes on each review issue <u>listed in the agenda of the General Meeting;</u></p> <p>.....</p>	<p>Article 31 </p> <p>The letter of attorney produced by the Shareholder to consign others to participate in the <u>Shareholders' Meeting</u> shall indicate the following:</p> <p>(1) <u>name or title of the appointing party, class and number of Shares held in the Company;</u></p> <p>(2) <u>name or title</u> of the proxy;</p> <p>(3) <u>specific instructions from Shareholders, including</u> instructions to cast affirmative, negative or abstention votes on each review issue listed in the agenda of the <u>Shareholders' Meeting;</u></p> <p>.....</p>
<p><u>Article 31 The letter of attorney shall be placed at the address of the Company or other places designated in the notice of the meeting 24 hours before the relevant meeting for which the letter of attorney is drawn for voting is held or 24 hours before the designated voting time. If the letter of attorney is signed by a person authorized by the appointer, the letter of attorney for the authorized signature or other documents of authorization must be notarized. The notarized letter of attorney or other documents of authorization shall be compiled together with the proxy form and kept at the address of the Company or other places specified in the notice of the meeting.</u></p> <p><u>If the appointer is a legal person, the legal representative or the person authorized by the Board of Directors or other decision-makers of the institution shall be present at the General Meeting of the Company on behalf of the institution.</u></p>	<p>Deleted</p>
<p><u>Article 32 A Shareholder shall, at his/her own discretion, have the right to instruct his/her Shareholder proxy to cast affirmative or negative votes or abstention votes according to the format of any letter of attorney sent by the Board of Directors of the Company to the Shareholder to appoint proxy, and give instructions on each issue to be resolved at the meeting. The letter of attorney shall specify that the proxy may or not vote at his/her own discretion if the Shareholder did not give concrete instructions.</u></p>	<p>Deleted</p>

The original Articles	The Articles after amendments
<p><u>Article 33 If the appointer dies, loses the capacity to act, withdraws the appointment, withdraws the authorization for signing the appointment or transfers the relevant Shares before the voting, the vote cast by the proxy subject to the letter of attorney shall still be valid as long as the Company has not received the written notice on such issues before the relevant meeting starts.</u></p>	Deleted
<p>Article 34 The Company shall prepare a registration book of all the participants at the meeting. The registration book shall record the names (or institution titles), ID card numbers <u>and residential addresses</u> of the participants in the meeting; the number of Shares with voting rights held or represented by these participants; name of the appointer (or the appointing corporation), etc.</p>	<p>Article 32 The Company shall prepare a registration book of all the participants at the meeting. The registration book shall record the names (or institution titles), ID card numbers of the participants in the meeting; the number of Shares with voting rights held or represented by these participants; name of the appointer (or the appointing corporation), etc.</p>
<p><u>Article 36 When the General Meeting is held, the Directors, Supervisors and secretary to the Board of Directors of the Company shall be present at the meeting, and other senior management members shall attend the meeting as non-voting participants.</u></p>	<p><u>Article 34 If the Shareholders' Meeting requests the attendance of Directors and the senior management members, the Directors and the senior management members shall attend the meeting and accept the Shareholders' enquiry.</u></p>

The original Articles	The Articles after amendments
<p>Article 37 The General Meeting shall be presided over by the Chairman of the Board. When the Chairman is unable or fails to perform this duty, the Vice Chairman shall act as the chairman of the meeting. If the Vice Chairman is unable or fails to perform this duty, a director jointly elected by more than half of the Directors shall chair the meeting.</p> <p>When the Board of Supervisors holds the General Meeting on its own, the Chairman of the Board of Supervisors shall preside over the General Meeting. When the Chairman of the Board of Supervisors is unable or fails to perform this duty, a supervisor jointly elected by more than half of the Supervisors shall preside over the meeting.</p> <p>If the Shareholders convene the General Meeting on their own, the convener shall elect a representative to preside over the meeting. If the Shareholders are unable to elect a chairperson for whatever reason, the Shareholder holding the highest number of Shares with voting rights present at the meeting (including proxy) shall act as the chairman.</p> <p>If the chairperson violates the rules of procedure at the General Meeting and is unable to proceed with the meeting, the General Meeting may elect a person to preside over the meeting and thus continue the meeting. If the Shareholders are unable to elect a chairperson for whatever reason, the Shareholder holding the highest number of Shares with voting rights present at the meeting (including proxy) shall act as the chairman.</p>	<p>Article 35 The Shareholders' Meeting shall be presided over by the Chairman of the Board. When the Chairman is unable or fails to perform this duty, the Vice Chairman shall act as the chairman of the meeting. If the Vice Chairman is unable or fails to perform this duty, a director jointly elected by a majority of the Directors shall chair the meeting.</p> <p>When the Audit Committee holds the Shareholders' Meeting on its own, the convener of the Audit Committee shall preside over the Shareholders' Meeting. When the convener of the Audit Committee is unable or fails to perform this duty, a member of the Audit Committee jointly elected by a majority of members of the Audit Committee shall preside over the meeting.</p> <p>If the Shareholders convene the Shareholders' Meeting on their own, the convener or his/her elected representative shall preside over the meeting. If the Shareholders are unable to elect a chairperson for whatever reason, the Shareholder holding the highest number of Shares with voting rights present at the meeting (including proxy) shall act as the chairman.</p> <p>If the chairperson violates the rules of procedure at the Shareholders' Meeting and is unable to proceed with the meeting, the Shareholders' Meeting may elect a person to preside over the meeting and thus continue the meeting, with the consent of a majority of Shareholders present at the meeting who have the voting rights. If the Shareholders are unable to elect a chairperson for whatever reason, the Shareholder holding the highest number of Shares with voting rights present at the meeting (including proxy) shall act as the chairman.</p>
<p>Article 38 The Board of Directors and the Board of Supervisors shall report their work for the past year at the Annual General Meeting. Each independent director shall also report their duty performance at the meeting.</p>	<p>Article 36 The Board of Directors shall report their work for the past year at the Annual Shareholders' Meeting. Each independent director shall also report their duty performance at the meeting.</p>
<p>Article 39 The Directors, Supervisors and senior management members shall respond to the inquiries of the Shareholders at the General Meeting.</p>	<p>Article 37 The Directors and senior management members shall respond to the inquiries of the Shareholders at the Shareholders' Meeting.</p>

The original Articles	The Articles after amendments
<p>Article 41 A resolution of the General Meeting is either an ordinary resolution or a special resolution.</p> <p>An ordinary resolution shall be adopted by more than half of the voting rights held by the Shareholders (including proxies) present at the meeting.</p> <p>A special resolution shall be adopted by more than two-thirds of the voting rights held by the Shareholders (including proxies) present at the meeting.</p>	<p>Article 39 A resolution of the Shareholders' Meeting is either an ordinary resolution or a special resolution.</p> <p>An ordinary resolution shall be adopted by a majority of the voting rights held by the Shareholders (including proxies) present at the meeting.</p> <p>A special resolution shall be adopted by more than two-thirds of the voting rights held by the Shareholders (including proxies) present at the meeting.</p>
<p>Article 42</p> <p>The Board of Directors, Independent Directors and Shareholders holding more than 1% of the voting Shares or investment protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may solicit the voting rights of Shareholders. Except for statutory conditions, the Company shall not impose any limitation related to minimum shareholdings on the collection of voting rights.</p> <p>.....</p>	<p>Article 40</p> <p>The Board of Directors, Independent Directors and Shareholders holding more than 1% of the voting Shares or investment protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may solicit the voting rights of Shareholders. <u>The purpose and information of soliciting the voting right of the Shareholders should be fully disclosed. Prohibit paying or in any disguised form of compensation to solicit the voting right from the Shareholders.</u> Except for statutory conditions, the Company shall not impose any limitation related to minimum shareholdings on the collection of voting rights.</p> <p>.....</p>
<p><u>Article 43 The General Meeting shall adopt voting by open ballot. Shareholders (including proxies) who are entitled to two or more votes need not cast all of their votes in the same way. In case of an equality of votes, the chairman of the meeting shall have a casting vote.</u></p>	<p>Deleted</p>
<p>Article 44 The chairman shall announce whether the resolutions of the General Meeting shall be adopted according to the voting results, and his/her decision shall be final. The voting results shall be announced at the meeting and recorded in the minutes.</p> <p>Where the matters concerning connected transactions are considered at the General Meeting, connected Shareholders shall not participate in the voting. The Shares with voting rights held by such Shareholders shall not be included in the total valid votes. The announcement of the voting results of the General Meeting shall fully disclose the voting results of the non-connected Shareholders.</p>	<p>Article 41 Where the matters concerning connected transactions are considered at the Shareholders' Meeting, connected Shareholders shall not participate in the voting. The Shares with voting rights held by such Shareholders shall not be included in the total valid votes. The announcement of the voting results of the Shareholders' Meeting shall fully disclose the voting results of the non-connected Shareholders.</p>

The original Articles	The Articles after amendments
<p>Article 45 When the shareholding of a single Shareholder and the persons acting in concert with him/her/it exceeds 30%, the accumulative voting system shall be adopted to elect two or more <u>Directors or Supervisors</u> at the <u>General Meeting</u>.</p> <p>.....</p>	<p>Article 42 When the shareholding of a single Shareholder and the persons acting in concert with him/her/it exceeds 30%, <u>or when the Shareholders' Meeting elects two or more independent Directors,</u> the accumulative voting system shall be adopted to elect two or more <u>Directors</u> at the <u>Shareholders' Meeting</u>.</p> <p>.....</p>
<p>Article 46 The method and procedure for the nomination of Directors <u>and Supervisors</u> are as follows:</p> <p>(1) Shareholders holding, either individually or collectively, more than <u>3%</u> of the total number of Shares with voting rights issued by the Company may nominate non-employee representatives as candidates for Directors and Supervisors in writing to the <u>General Meeting</u>, provided that the number of nominees shall be subject to the provisions of the Articles of Association and shall not exceed the number of Directors and Supervisors to be elected. Shareholders shall deliver the aforesaid proposal to the Company at least 14 days before the <u>General Meeting</u> is held.</p> <p>(2) The Board of Directors <u>and the Supervisory Committee</u> may, within the number of Directors <u>and Supervisors</u> specified in the Articles of Association, put forward a list of Director <u>and Supervisor</u> candidates based on the number of Directors <u>and Supervisors</u> to be elected, and submit such list in writing to the <u>General Meeting</u>.</p> <p>(3) The nomination of independent Directors shall be subject to special procedures to be separately formulated by the Company.</p> <p>(4) <u>The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a Director or Supervisor and during which notice to the Company by such person of his/her willingness to be elected may be given, shall be at least 7 days.</u></p>	<p>Article 43 The method and procedure for the nomination of Directors are as follows:</p> <p>(1) Shareholders holding, either individually or collectively, more than <u>1%</u> of the total number of Shares with voting rights issued by the Company may nominate non-employee representatives as candidates for Directors and Supervisors in writing to the <u>Shareholders' Meeting</u>, provided that the number of nominees shall be subject to the provisions of the Articles of Association and shall not exceed the number of Directors and Supervisors to be elected. Shareholders shall deliver the aforesaid proposal to the Company at least 14 days before the <u>Shareholders' Meeting</u> is held.</p> <p>(2) The Board of Directors may, within the number of Directors specified in the Articles of Association, put forward a list of Director candidates based on the number of Directors to be elected, and submit such list in writing to the <u>Shareholders' Meeting</u>.</p> <p>(3) The nomination of independent Directors shall be subject to special procedures to be separately formulated by the Company.</p> <p>(4) The <u>Shareholders' Meeting</u> shall vote for the Director candidates on an individual basis, except when the accumulative voting system is adopted.</p> <p>(5) Any appointment of Directors to fill casual vacancy shall be proposed by the Board of Directors to the <u>Shareholders' Meeting</u> for election or replacement.</p>

The original Articles	The Articles after amendments
<p>(5) <u>The period for lodgment of the notices referred to in the paragraph (4) above shall commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.</u></p> <p>(6) The <u>General Meeting</u> shall vote for the Director <u>and Supervisor</u> candidates on an individual basis, except when the accumulative voting system is adopted.</p> <p>(7) Any appointment of Directors <u>or Supervisors</u> to fill casual vacancy shall be proposed by the Board of Directors <u>or the Supervisory Committee</u> to the <u>General Meeting</u> for election or replacement.</p>	
<p>Article 48 When reviewing a proposal, the <u>General Meeting</u> shall not revise the proposal. <u>Otherwise, relevant revisions</u> shall be considered as a new proposal, which shall not be voted on at the current <u>General Meeting</u>.</p>	<p>Article 45 When reviewing a proposal, the <u>Shareholders' Meeting</u> shall not revise the proposal <u>and, if revised, such proposal</u> shall be considered as a new proposal, which shall not be voted on at the current <u>Shareholders' Meeting</u>.</p>
<p>Article 51 The <u>General Meeting</u> shall elect the <u>Shareholder representatives</u> to participate in the vote counting and supervising before the voting starts. If the proposal is related to relevant Shareholders, such Shareholders and their proxies shall not participate in the vote count and supervise.</p> <p>When the <u>General Meeting</u> is voting on the proposals, the lawyer, Shareholder representatives <u>and Supervisor representatives</u> shall be jointly responsible for counting and checking the votes. The voting results shall be announced on site, and the voting results for relevant resolutions shall be recorded in the minutes.</p> <p>.....</p>	<p>Article 48 The <u>Shareholders' Meeting</u> shall elect the <u>two Shareholder representatives</u> to participate in the vote counting and supervising before the voting starts. If the proposal is related to relevant Shareholders, such Shareholders and their proxies shall not participate in the vote count and supervise.</p> <p>When the <u>Shareholders' Meeting</u> is voting on the proposals, the lawyer, Shareholder representatives shall be jointly responsible for counting and checking the votes. The voting results shall be announced on site, and the voting results for relevant resolutions shall be recorded in the minutes.</p> <p>.....</p>

The original Articles	The Articles after amendments
<p>Article 52 The site meeting of the General Meeting shall not be closed earlier than that held online or by other means, and the chairperson shall announce the voting results for each proposal on-site, and declare whether the proposal is passed according to the result.</p> <p>Before the voting results are announced, the companies, vote counters and scrutineers, major Shareholders, internet service providers and other relevant parties involved in the site meeting, the online meeting and other forms of the General Meeting shall have the obligation to keep the voting results confidential.</p>	<p>Article 49 The site meeting of the Shareholders' Meeting shall not be closed earlier than that held online or by other means, and the chairperson shall announce the voting results for each proposal, and declare whether the proposal is passed according to the result.</p> <p>Before the voting results are announced, the companies, vote counters and scrutineers, Shareholders, internet service providers and other relevant parties involved in the site meeting, the online meeting and other forms of the Shareholders' Meeting shall have the obligation to keep the voting results confidential.</p>
<p><u>Article 54 If the General Meeting recounts the votes, the result shall be recorded in the minutes. The minutes shall be kept at the address of the Company together with the book of signatures of the Shareholders present at the meeting and the letter of attorney of proxies.</u></p>	<p>Deleted</p>
<p>Article 55 The minutes of the meeting shall be prepared by the Secretary to the Board of Directors for the General Meeting. The minutes shall record the following:</p> <ol style="list-style-type: none"> (1) time, venue and agenda of the meeting and the name or title of the convener; (2) names of the chairperson as well as the Directors, Supervisors, Secretary to the Board of Directors, general manager and other senior management members participating in the meeting; (3) number of Shareholders (including holders of local Shares and holders of overseas listed foreign Shares (if any)) and proxies, the total Shares with voting rights that they hold and the proportions in the total Shares of the Company; <p>.....</p> <p>The Directors, Secretary to the Board of Directors, the convener or his/her representative, and the chairperson shall sign the minutes of the meeting and ensure that the contents of the minutes are reliable, accurate and complete. The minutes shall be kept permanently together with the book of signatures of the Shareholders attending the meeting on the site, the letter of attorney and the effective materials concerning the voting through the Web and other methods.</p>	<p>Article 51 The minutes of the meeting shall be prepared by the Secretary to the Board of Directors for the Shareholders' Meeting. The minutes shall record the following:</p> <ol style="list-style-type: none"> (1) time, venue and agenda of the meeting and the name or title of the convener; (2) names of the chairperson as well as the Directors and senior management members attending or present at the meeting the meeting; (3) number of Shareholders (including holders of local Shares and holders of overseas listed foreign Shares) and proxies, the total Shares with voting rights that they hold and the proportions in the total Shares of the Company; <p>.....</p> <p><u>The convener shall ensure that the contents of the minutes are reliable, accurate and complete.</u> The Directors, Secretary to the Board of Directors, the convener or his/her representative, and the chairperson attending or present at the meeting shall sign the minutes of the meeting. The minutes shall be kept permanently together with the book of signatures of the Shareholders attending the meeting on the site, the letter of attorney and the effective materials concerning the voting through the Web and other methods.</p>

The original Articles	The Articles after amendments
<p>Article 57 If the General Meeting passes a resolution on the election of Directors and Supervisors, the newly appointed Directors and Supervisors shall assume office in accordance with the Articles of Association.</p>	<p>Article 53 If the Shareholders' Meeting passes a resolution on the election of Directors, the newly appointed Directors shall assume office in accordance with the Articles of Association.</p>
<p>Article 59 The resolutions passed at the General Meeting are invalid should they are in violation of any laws or regulations.</p> <p>Should the procedures for convening the General Meeting, or the way of voting, be in violation of any laws, regulations or the Articles of Association of the Company, or a resolution be in violation of the Articles of Association of the Company, the Shareholders may, within sixty days from the day when the resolution is made, request the People's Court to revoke it.</p> <p>If the listing rules of the region where the Company Shares are listed specify otherwise, such specifications shall prevail.</p>	<p>Article 55 The resolutions passed at the Shareholders' Meeting are invalid should they are in violation of any laws or regulations.</p> <p>Should the procedures for convening the Shareholders' Meeting, or the way of voting, be in violation of any laws, regulations or the Articles of Association of the Company, or a resolution be in violation of the Articles of Association of the Company, the Shareholders may, within sixty days from the day when the resolution is made, request the People's Court to revoke it; <u>unless there is only a slight defect in the procedure for convening or the method of voting at the Shareholders' Meeting, which has no substantive impact on the resolution.</u></p> <p><u>Where the Board of Directors, Shareholders and other relevant parties dispute the qualifications of the convenor, the convening procedures, the legality of the contents of a resolution and the validity of a resolution of the Shareholders' Meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a revocation of the resolution or other judgement or ruling, the relevant parties shall implement the resolution of the Shareholders' Meeting. The Company, the Directors and senior management members shall effectively perform their duties and implement the resolution of the Shareholders' Meeting in a timely manner to ensure the normal operation of the Company.</u></p> <p><u>If the People's Court makes a judgement or ruling on the relevant matters, the listed company shall perform its information disclosure obligations in accordance with the laws and administrative regulations, the provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the implementation of the judgement or ruling after it has come into effect. Where correction of prior period matters is involved, it should be dealt with in a timely manner and be fulfilled with corresponding information disclosure obligations.</u></p> <p>If the listing rules of the region where the Company Shares are listed specify otherwise, such specifications shall prevail.</p>

The original Articles	The Articles after amendments
<p>Chapter 6 Special Procedures for Class Shareholders' Votes</p> <p>Article 60 - Article 67</p>	<p>Deleted</p>
<p>Article 69 The resolution of the General Meeting shall be announced in time according to the listing rules of the region where the Company Shares are listed. The announcement shall specify the number of Shareholders and proxies present at the meeting, the total Shares with voting rights held by the participants, the proportion of such Shares to the total Shares with voting rights of the Company, the voting method, the voting result of each proposal, and details of each proposal passed. The participation of the holders of domestic Shares and foreign Shares and the voting results shall be counted separately and announced accordingly.</p> <p>Should the resolution of the meeting not be passed or the current General Meeting alters the resolutions of the previous meeting, the Board of Directors shall make a special note in the announcement on the resolutions of the General Meeting.</p> <p><u>The announcement on the resolutions of the General Meeting shall be published in the prescribed newspapers. If the listing rules of the region where the Company Shares are listed specify otherwise, such specifications shall prevail.</u></p>	<p>Article 57 The resolution of the Shareholders' Meeting shall be announced in time according to the listing rules of the region where the Company Shares are listed. The announcement shall specify the number of Shareholders and proxies present at the meeting, the total Shares with voting rights held by the participants, the proportion of such Shares to the total Shares with voting rights of the Company, the voting method, the voting result of each proposal, and details of each proposal passed. The participation of the holders of domestic Shares and foreign Shares and the voting results shall be counted separately and announced accordingly.</p> <p>Should the resolution of the meeting not be passed or the current Shareholders' Meeting alters the resolutions of the previous meeting, the Board of Directors shall make a special note in the announcement on the resolutions of the Shareholders' Meeting.</p>

The original Articles	The Articles after amendments
<p>Article 81 The announcement or notice mentioned in these Rules refers to <u>the publication of relevant information disclosure contents on the newspapers designated by securities regulatory authorities, and the relevant newspapers shall be a media outlet that meets the conditions prescribed by the CSRC. In case of long announcement or notice, the listed company may choose to make a summary disclosure of relevant contents on the newspapers designated by the securities regulatory authority, but the full text shall be published on the website designated by the securities regulatory authority at the same time.</u></p> <p><u>Supplementary notices of General Meeting as mentioned in these Rules shall be announced on the same newspapers on which the notices of meeting are announced.</u></p> <p>If the listing rules of the stock exchange(s) on which the Company's shares are listed have specific provisions on these Rules, such provisions shall be complied with.</p>	<p>Article 62 The announcement, notice <u>or supplementary notice of the Shareholders' Meeting</u> mentioned in these Rules refers to <u>the publication of relevant information disclosure contents on media and stock exchange websites that meets the conditions prescribed by the CSRC.</u></p> <p>If the listing rules of the stock exchange(s) on which the Company's shares are listed have specific provisions on these Rules, such provisions shall be complied with.</p>

Note: Except for the above table, in accordance with the Company Law of the People's Republic of China and the Guidelines on Articles of Association of Listed Companies, the "Supervisory Committee" shall be adjusted to the "Audit Committee", the "Supervisor" shall be adjusted to the "member of the Audit Committee", and the "General Meeting" shall be adjusted to the "Shareholders' Meeting" in the full text of the Rules of Procedure for the Shareholders' Meetings. The "Finance and Audit Committee" shall also be adjusted to the "Audit Committee" for unified expression. Chinese characters shall be uniformly amended to Arabic numerals, and the serial numbers of other relevant provisions in the Rules of Procedure for the Shareholders' Meetings are adjusted accordingly. Articles which only involve the adjustment of the expression and serial numbers of the aforesaid "Shareholders' Meeting", "Supervisors", and "Board of Supervisors" are not presented on an article-by-article basis.

The proposed amendments to the Rules of Procedure for the Shareholders' Meetings have been prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English and Chinese versions of the Rules of Procedure for the Shareholders' Meetings, the Chinese version shall prevail.

APPENDIX III PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD MEETINGS

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

The original Articles	The Articles after amendments
<p>Article 1 In order to further regulate the procedures and decision-making procedures of the Board of Directors of Metallurgical Corporation of China Ltd. (the “Company”), enable the Directors and the Board of Directors to effectively perform their duties, and improve the standardized operation and scientific decision-making of the Board of Directors, these Rules have been formulated in accordance with the relevant provisions of the Company Law, the Securities Law, <u>the Mandatory Provisions in the Articles of Association of Companies Listed Overseas</u>, the Code on Governance of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (Main Board) (the “Hong Kong Listing Rules”) and the Articles of Association of Metallurgical Corporation of China Ltd. (the “Articles of Association”).</p>	<p>Article 1 In order to further regulate the procedures and decision-making procedures of the Board of Directors of Metallurgical Corporation of China Ltd. (the “Company”), enable the Directors and the Board of Directors to effectively perform their duties, and improve the standardized operation and scientific decision-making of the Board of Directors, these Rules have been formulated in accordance with the relevant provisions of the Company Law, the Securities Law, the Code on Governance of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (Main Board) (the “Hong Kong Listing Rules”) and the Articles of Association of Metallurgical Corporation of China Ltd. (the “Articles of Association”).</p>
<p>Article 4 The Board of Directors performs the following duties in accordance with the provisions of the Articles of Association:</p> <ol style="list-style-type: none"> (1) to convene the <u>General Meeting</u> and report its work to the <u>General Meeting</u>; (2) to implement the resolution of the <u>General Meeting</u>; (3) <u>to determine the strategic planning of the Company, and</u> to decide on the business plans and investment plans of the Company, <u>specific annual operation target, investment, financing proposals other than issue of corporate bonds or other securities and listing</u>; (4) to decide on major investment and financing projects, acquisition or disposal of assets, asset mortgage, financial assistance, consignment wealth management, external donations and connected transactions within the scope of the authorization of the <u>General Meeting</u>; (5) <u>to formulate the annual financial budget and final accounts of the Company</u>; 	<p>Article 4 The Board of Directors shall exercise the following functions and powers in accordance with the provisions of the Articles of Association:</p> <ol style="list-style-type: none"> (1) to convene the <u>Shareholders’ Meeting</u> and report its work to the <u>Shareholders’ Meeting</u>; (2) to implement the resolution of the <u>Shareholders’ Meeting</u>; (3) to decide on the business plans and investment plans of the Company; (4) to formulate the profit distribution plan and loss recovery plan of the Company; (5) to formulate the <u>proposals</u> for increase or decrease the registered capital, <u>issue and listing of bonds or other securities</u> of the Company <u>and listing thereof</u>;

The original Articles	The Articles after amendments
<p>(6) to formulate the profit distribution plan and loss recovery plan of the Company;</p> <p>(7) to formulate the proposal for increase or decrease the registered capital of the Company;</p> <p><u>(8) to formulate the proposal for issue and listing of bonds or other securities of the Company and listing thereof;</u></p> <p>(9) to draft plans for substantial acquisition, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company;</p> <p>(10) to decide on the establishment of the internal management organizations of the Company;</p> <p><u>(11) to appoint or dismiss the President of the Company;</u></p> <p><u>(12) to appoint or dismiss Secretary to the Board of Directors according to the nomination by the Chairman;</u></p> <p><u>(13) to appoint or dismiss senior management members such as the Vice President and the person in-charge of finance upon the nomination of the President, to arrange and implement assessments, and decide on matters relating to the assessment proposals, assessment results, remuneration distribution, incentives and punishments;</u></p> <p>(14) to formulate the basic management system of the Company;</p> <p>(15) to formulate proposals for amendment to these Articles of Association;</p>	<p>(6) to draft plans for substantial acquisition, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company;</p> <p>(7) to decide on major investment and financing projects, acquisition or disposal of assets, asset mortgage, external guarantee, financial assistance, consignment wealth management, external donations and connected transactions within the scope of the authorization of the <u>Shareholders' Meeting</u>;</p> <p>(8) to decide on the establishment of the internal management organizations of the Company;</p> <p><u>(9) to elect the Chairman and Vice Chairman of the Company; to appoint or dismiss the President of the Company and the Secretary to the Board of Directors according to the nomination by the Chairman; to appoint or dismiss senior management members such as the Vice President and the person in-charge of finance upon the nomination of the President; to arrange and implement assessments on senior management members, and decide on matters relating to the assessment proposals, assessment results, remuneration distribution, incentives and punishments;</u></p> <p>(10) to formulate the basic management system of the Company;</p> <p>(11) to formulate proposals for amendment to these Articles of Association;</p> <p>(12) to manage the information disclosure of the Company;</p> <p>(13) to propose to the <u>Shareholders' Meeting</u> to appoint or change the accounting firm in charge of the audition of the Company;</p> <p>(14) to listen to the work report of <u>the President</u> and to review the work of the President;</p> <p>(15) to formulate stock option incentive plan of the Company;</p>

The original Articles	The Articles after amendments
(16) to formulate stock option incentive plan of the Company;	(16) to decide on the establishment or revocation of the branches of the Company;
(17) to manage the information disclosure of the Company;	(17) to decide on the concrete implementation plan for merger, separation and restructuring of the subsidiaries of the Company;
(18) to propose to the <u>General Meeting</u> to appoint or change the accounting firm in charge of the audition of the Company;	(18) to decide on the salaries, fringe benefits, rewards and penalty policy and plan of the Company's employees;
(19) to listen to the regular or irregular work report of the President <u>or senior management members of the Company entrusted by the President</u> and to review the work of the President;	(19) to decide on the risk management and internal control system of the Company, including risk assessment, financial control, internal audit and internal control assessment, and legal risk control, etc. and monitor the implementation thereof;
(20) <u>to elect the Chairman and Vice Chairman of the Company;</u>	(20) to decide on the setup of special committees under the Board of Directors and to appoint or remove the chairmen of such committees;
(21) <u>to review and approve the external guarantee provided by the Company other than those guarantees that shall be reviewed by the General Meeting subject to these Articles of Association;</u>	(21) <u>to decide on the person in charge of the internal audit department;</u>
(22) to decide on the establishment or revocation of the branches of the Company;	(22) to decide on the asset mortgage and pledge established by the Company for its own debts;
(23) to decide on the concrete implementation plan for merger, separation and restructuring of the subsidiaries of the Company;	(23) to decide on the provision of loan guarantees for the headquarters of the Company;
(24) to decide on the salaries, fringe benefits, rewards and penalty policy and plan of the Company's employees;	(24) to decide on the expenditures in excess of the annual budget of the Company;
(25) to decide on the risk management and internal control system of the Company, including risk assessment, financial control, internal audit and internal control assessment, and legal risk control, etc. and monitor the implementation thereof;	(25) to decide on the Company's legal compliance management system, and conduct overall monitoring and assessment of the Company's legal compliance management system and its effectiveness;
(26) to decide on the setup of special committees under the Board of Directors and to appoint or remove the chairmen of such committees;	(26) to formulate major reform plans of the Company in accordance with <u>these</u> Articles of Association and <u>these</u> Rules;
(27) to decide on the asset mortgage and pledge established by the Company for its own debts;	(27) other authorities specified by the laws, administrative regulations and rules of government departments, and granted by the <u>Shareholders' Meeting</u> .

The original Articles	The Articles after amendments
<p>(28) to decide on the provision of loan guarantees for the headquarters of the Company;</p> <p>(29) to decide on the expenditures in excess of the annual budget of the Company;</p> <p>(30) to decide on the Company's legal compliance management system, and conduct overall monitoring and assessment of the Company's legal compliance management system and its effectiveness;</p> <p>(31) to formulate major reform plans of the Company in accordance with the Articles of Association and the Rules of Procedure for the Board Meetings;</p> <p>(32) other authorities specified by the laws, administrative regulations and rules of government departments, and granted by the General Meeting.</p>	
<p><u>Article 5 In addition to the functions and powers set out in Article 4, the Board of Directors shall be responsible for considering matters other than major transactions and other matters to be considered by the General Meeting as stipulated in the listing rules of the region where the Company is listed, as well as relevant laws and regulations, and the Articles of Association.</u></p>	<p>Deleted</p>
<p>Article 7 The Chairman of the Board of Directors shall have the following duties and authorities in accordance with the provisions of the Articles of Association:</p> <p>(1) to preside over the General Meeting, and convene and preside over the meeting of the Board of Directors;</p> <p>(2) to examine and procure the implementation of the resolution made by the Board of Directors;</p> <p>.....</p>	<p>Article 6 The Chairman of the Board of Directors shall have the following duties and authorities in accordance with the provisions of the Articles of Association:</p> <p>(1) to preside over the Shareholders' Meeting, and convene and preside over the meeting of the Board of Directors;</p> <p>(2) to examine and procure the execution of the resolution made by the Board of Directors;</p> <p>.....</p>
<p>Article 11 The Board of Directors shall be composed of 5 to 11 Directors. The Board of Directors shall have 1 Chairman, and may have 1 Vice Chairman.</p> <p>.....</p>	<p>Article 10 The Board of Directors shall be composed of 9 Directors, with 1 Chairman, and may have 1 Vice Chairman. <u>The Chairman and Vice Chairman shall be elected and unseated by more than half of the Directors, and may be reelected and reappointed. The term of office of the Chairman and the Vice Chairman is three years.</u></p> <p>.....</p>

The original Articles	The Articles after amendments
–	<u>Article 11 The Board of Directors shall have 1 employee representative Director, who shall be elected democratically by the Company’s employees at the employees’ representatives conference.</u>
<p>Article 12 The directors shall be elected and replaced at <u>general meetings</u> for a term of three years and may be re-elected upon expiry of their term of office. <u>The Chairman and Vice Chairman shall be elected and unseated by more than half of the Directors.</u></p>	<p>Article 12 The <u>D</u>irectors shall be elected and replaced at <u>the Shareholders’ Meeting</u> for a term of three years and may be re-elected upon expiry of their term of office. <u>The term of each Director shall commence as of the date of passing the resolution at the Shareholders’ Meeting and expire upon the expiry of the term of the current session of the Board of Directors. If the reelection is not conducted in time after the term of a director expires, the Director shall, subject to the requirements of the laws, administrative regulations, department regulations and these Articles of Association, continue to discharge his/her duties as a Director before the newly elected Director takes office. The employee representatives on the Board of Directors shall be elected democratically by the Company’s employees at the employees’ representatives conference, which is not required to be submitted to the Shareholders’ Meeting for consideration.</u></p>
<p>Article 14 The Board of the Company has the Strategy Committee, <u>the Finance and Audit Committee</u>, the Nomination Committee, the Remuneration Committee and the Sustainable Development Committee.</p> <p>The special committees of the Board of Directors are ad hoc committees under the Board of Directors, which provide the Board of Directors with advice and recommendations on material decisions. <u>The special committees do not have decision-making power, and thus may not pass any resolution in the name of the Board of Directors.</u></p> <p>.....</p>	<p>Article 14 <u>The Board of Directors of the Company established the Audit Committee to exercise the functions and powers of the Board of Supervisors as stipulated in the Company Law. In addition to the Audit Committee,</u> the Board of Directors of the Company has the Strategy Committee, the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Sustainable Development Committee.</p> <p>The special committees of the Board of Directors are ad hoc committees under the Board of Directors, which provide the Board of Directors with advice and recommendations on material decisions. <u>The special committees shall submit their proposals to the Board of Directors for consideration and decision.</u></p> <p>.....</p>

The original Articles	The Articles after amendments
<p>Article 16 The Strategy Committee of the Board of Directors shall be comprised of 3 to 5 Directors, <u>the meeting of which shall be convened by the Chairman. The Director who concurrently serves as the president is a member of the Strategy Committee.</u></p> <p>The main responsibilities of the Strategy Committee of the Board of Directors are:</p> <ol style="list-style-type: none"> (1) to study the medium and long-term development strategies and important investment decisions of the Company and advise the Board of Directors in this regard; (2) <u>to study the development strategies of the Company and determine the basic framework of the strategies;</u> (3) <u>to organize the formulation of the medium and long-term development plans of the Company, as well as instruct and review the strategic development plans of the major subsidiaries;</u> (4) <u>to review the annual operating plans and investment plans of the Company;</u> (5) to study major investment & financing plans, capital operation projects and asset operation projects and give suggestions; (6) <u>to develop restructuring and reorganization plans, instruct the subsidiaries to develop restructuring and reorganization plans, and raise review opinions;</u> (7) <u>to assess the corporate governance structure and organizational structure of the Company and suggest ways to improve them based on the business and management needs of the Company periodically; and</u> (8) other duties and authorities granted by the Board of Directors. 	<p>Article 16 The Strategy Committee of the Board of Directors shall be comprised of 3 to 5 Directors, <u>more than half of which shall be external Directors. The Strategy Committee shall have 1 convener, who shall be the Chairman.</u></p> <p>The main responsibilities of the Strategy Committee of the Board of Directors are:</p> <ol style="list-style-type: none"> (1) to study the medium and long-term development strategies and important investment decisions of the Company and advise the Board of Directors in this regard; (2) to study major investment & financing plans, capital operation projects and asset operation projects and give suggestions; (3) other duties and authorities granted by the Board of Directors.

The original Articles	The Articles after amendments
<p><u>Article 17 The Finance & Audit Committee of the Board of Directors shall be comprised of at least 3 non-executive Directors, the majority of which shall be Independent Directors and the meeting of which shall be convened by Independent Directors. At least 1 Independent Director shall possess the appropriate professional qualification or expertise required by relevant supervision laws and administrations in the region where the shares of the Company are listed.</u></p>	<p><u>Article 17 The Audit Committee of the Board of Directors shall be comprised of at least 3 Directors, who are not serving as senior management members of the Company, and a majority of the Directors shall be Independent Directors and the meeting of which shall be convened by Independent Directors. At least 1 Independent Director shall possess the appropriate professional qualification or expertise required by relevant supervision laws and administrations in the region where the shares of the Company are listed.</u></p>
<p><u>The main responsibilities of the Finance & Audit Committee of the Board of Directors shall be:</u></p>	<p><u>The Audit Committee shall have 1 convenor, who shall be an accounting professional among the Independent Directors, and shall be responsible for convening and presiding over the meetings of the committee.</u></p>
<p><u>(1) to review major financial control objectives, supervise the execution of the financial rules and systems, and instruct the financial work of the Company;</u></p>	<p><u>The Audit Committee is responsible for monitoring and auditing the Company's financial information and its disclosure, supervising and evaluating the internal and external financial reporting system, risk management and internal control. The following matters shall be submitted to the Board of Directors for consideration upon the approval by a majority of the members of the Audit Committee:</u></p>
<p><u>(2) to develop the guarantee management policy, and review the guarantee business;</u></p>	
<p><u>(3) to review the annual financial budget and final accounts, and supervise the implementation thereof;</u></p>	
<p><u>(4) to review the financial analysis of major investment projects, supervise the implementation results of the investment projects, and organize the post-assessment and review of major investment and financing projects;</u></p>	<p><u>(1) disclosure of financial information in the financial accounting reports and periodic reports, and the internal control evaluation reports;</u></p>
<p><u>(5) to review the profit distribution plan and the loss recovery plan of the Company, and advise the Board of Directors in this regard;</u></p>	<p><u>(2) engagement or dismissal of the accounting firm that undertakes the business of auditing of the Company;</u></p>
	<p><u>(3) appointment or dismissal of the person in charge of finance;</u></p>
	<p><u>(4) changes in accounting policies, accounting estimates or correction of significant accounting errors for reasons other than changes in accounting standards;</u></p>
	<p><u>(5) other matters stipulated by laws, administrative regulations, requirements of the CSRC, the listing rules and the Articles of Association.</u></p>

The original Articles	The Articles after amendments
<p>(6) <u>to review the assets and financial quality indicators of the Company, and advise the Board of Directors in this regard;</u></p> <p>(7) <u>to review the Company’s financial information and its disclosure, and independently review and give comments on the financial statements;</u></p> <p>(8) <u>to review the annual internal audit plan of the Company;</u></p> <p>(9) <u>to supervise the development of an internal audit system of the Company and its implementation, and make recommendations on the establishment of the internal audit system of the Company, as well as the appointment and dismissal of the person-in-charge of the audit department;</u></p> <p>(10) <u>to review the construction plan, regulatory system, work flows and major control objectives for the comprehensive risk management and internal control system;</u></p> <p>(11) <u>to review and submit to the Board of Directors the annual work plan and annual report of comprehensive risk management and internal control;</u></p> <p>(12) <u>to supervise the soundness and reasonableness of the risk management and internal control system and the effectiveness of its implementation, assess and give guidance on duties of the risk management and internal control system of the Company, discuss the risk management and internal control system with the management, and ensure that the management has performed its duties to establish an effective system;</u></p> <p>(13) <u>to review assessment plans drafted by the internal control assessment department, and review the internal control assessment report and submit the same to the Board of Directors;</u></p>	<p><u>The Audit Committee meets at least once a quarter, and may convene an extraordinary meeting upon the proposal of two or more members, or when the convener deems necessary. The quorum of the meetings of the Audit Committee shall be at least two-thirds of the members.</u></p> <p><u>Resolutions of the Audit Committee shall be passed by a majority of the members of the Audit Committee. Each member shall have one vote to cast on the resolutions of the Audit Committee.</u></p> <p><u>The Audit Committee shall record the decisions in the minutes in accordance with the regulations, which shall be signed by members of the Audit Committee present at the meeting.</u></p> <p><u>The Board of Directors shall be responsible for the preparation of the working rules of the Audit Committee.</u></p>

The original Articles	The Articles after amendments
<p>(14) <u>to review risk management strategies and significant risk management solutions, and study the significant investigation results and feedback from the management concerning the risk management and internal controls of the Company;</u></p> <p>(15) <u>to suggest the engagement or replacement of external auditors for financial statements and internal control;</u></p> <p>(16) <u>to be responsible for the communication between internal auditors and external auditors; to ensure coordination between the internal and external audits, ensure that the internal audit function is operated with adequate internal resources from the Company and has appropriate status, and inspect and monitor the effectiveness of the internal audit function;</u></p> <p>(17) <u>to confirm the list of affiliated persons of the Company, and report in time to the Board and the Board of Supervisors;</u></p> <p>(18) <u>to review material connected transactions proposed between the Company and affiliated persons, express written opinions, submit the same to the Board for review, and report the same to the Board of Supervisors;</u></p> <p>(19) <u>other authorities granted by the Board.</u></p> <p><u>The detailed responsibilities of the Finance & Audit Committee of the Board of Directors, as well as other related matters, are set out in the Working Rules for the Finance & Audit Committee of the Board of Directors of Metallurgical Corporation of China Ltd.</u></p>	

The original Articles	The Articles after amendments
<p>Article 18 The Nomination Committee of the Board of Directors shall be comprised of 3 to 5 Directors, <u>the majority of which shall be Independent Directors and the meeting of which shall be convened by Independent Directors.</u></p> <p>The main responsibilities of the Nomination Committee of the Board of Directors shall be:</p> <ol style="list-style-type: none"> (1) to undertake the responsibility to study the standards, procedures and methods for selecting Directors, the President and other senior executives of the Company, and put forward suggestions to the Board of Directors; (2) to <u>review</u> the candidates for Directors, the President and other senior executives, <u>and submit review opinions to the Board of Directors;</u> (3) <u>to extensively hunt for qualified candidates for the positions of Director, President and other senior executives;</u> (4) to formulate a policy concerning diversity of Board members (including gender, age, cultural and educational background, or professional experiences), and to study and review the structure, size and composition of the Board of Directors at least once each year, according to the Company's strategy, business model and specific needs; (5) to assess the independence of the independent non-executive directors; (6) other authorities granted by the Board of Directors. <p><u>The detailed responsibilities of the Nomination Committee of the Board of Directors, as well as other related matters, are set out in the Working Rules for the Nomination Committee of the Board of Directors of Metallurgical Corporation of China Ltd.</u></p>	<p>Article 18 The Nomination Committee of the Board of Directors shall be comprised of 3 to 5 Directors, <u>with a majority of Independent Directors and a majority of external Directors. The Nomination Committee shall have 1 convenor, who shall be an Independent Director.</u></p> <p><u>The Nomination Committee shall be responsible for formulating the criteria and procedures for selection of Directors and senior executives, selecting and reviewing the candidates for Directors and senior executives and their qualifications, and performs the following specific duties:</u></p> <ol style="list-style-type: none"> (1) to undertake the responsibility to study <u>and formulate</u> the standards, procedures and methods for selecting Directors, the President and other senior executives of the Company, and put forward suggestions to the Board of Directors; (2) to <u>select and review</u> the candidates for Directors, the President and other senior executives and their qualifications, <u>and make recommendations to the Board of Directors;</u> (3) <u>to make recommendations to the Board of Directors on the nomination or removal of Directors and the appointment or dismissal of senior executives;</u> (4) to formulate a policy concerning diversity of Board members (including gender, age, cultural and educational background, or professional experiences), and to study and review the structure, size and composition of the Board of Directors at least once each year, according to the Company's strategy, business model and specific needs; (5) to assess the independence of the independent non-executive Directors; (6) other authorities granted by the Board of Directors <u>(including but not limited to the functions and powers recommended in the relevant principles and code provisions of the Corporate Governance Code in Appendix C1 to the Hong Kong Listing Rules).</u>

The original Articles	The Articles after amendments
	<p><u>If the Board fails to adopt the recommendations of the Nomination Committee or does not fully adopt them, it shall record the opinions of the Nomination Committee and the specific reasons for failure to adopt them in the Board resolutions and disclose them.</u></p>
<p>Article 19 The Remuneration and Appraisal Committee of the Board of Directors shall be comprised of 3 to 5 Directors, <u>the majority of which shall be Independent Directors and the meeting of which shall be convened by Independent Directors.</u></p> <p><u>The main responsibilities of the Remuneration and Appraisal Committee of the Board of Directors shall be:</u></p> <ol style="list-style-type: none"> (1) to study and formulate the standards for the evaluation of the Directors and senior management members, conduct evaluations and give suggestions; (2) to study and formulate the remuneration policies, remuneration & performance appraisal programs, and proposals for reward & penalties for the Directors and senior management members; <u>(3) to review the income distribution programs of the employees of the Company;</u> (4) other duties assigned by the Board of Directors; (5) Other duties exercisable by the Remuneration and Appraisal Committee specified by the listing rules of the place where the Company's shares are listed. 	<p>Article 19 The Remuneration and Appraisal Committee of the Board of Directors shall be comprised of 3 to 5 Directors, <u>with a majority of Independent Directors and a majority of external Directors. The Remuneration and Appraisal Committee shall have 1 convenor, who shall be an Independent Director.</u></p> <p><u>The Remuneration and Appraisal Committee of the Board of Directors is responsible for formulating the evaluation criteria for Directors and senior management and conducting the evaluation, formulating and reviewing the remuneration policies and programmes such as the mechanism for determining the remuneration of Directors and senior management, the decision-making process, and the arrangements for payment, stoppage and recourse. The specific responsibilities are as follows:</u></p> <ol style="list-style-type: none"> (1) to study and formulate the standards for the evaluation of the Directors and senior management members, conduct evaluations and give suggestions; (2) to study and formulate the remuneration policies, remuneration and performance appraisal programs, and proposals for rewards and penalties for the Directors and senior management members; <u>(3) to formulate or change of the Company's share incentive plans and employee stock ownership plans, and to ensure that incentive objects are granted rights and the conditions for exercising their rights are met;</u> <u>(4) to arrange for Directors and senior management shareholding plans for proposed subsidiary spin-off;</u> (5) other duties assigned by the Board of Directors;

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<p><u>The detailed responsibilities of the Remuneration and Appraisal Committee of the Board of Directors, as well as other related matters, are set out in the Working Rules for the Remuneration & Appraisal Committee of the Board of Directors of Metallurgical Corporation of China Ltd.</u></p>	<p>(6) Other duties exercisable by the Remuneration and Appraisal Committee specified by the listing rules of the place where the Company's shares are listed <u>(including but not limited to the functions and powers recommended in the relevant principles and code provisions of the Corporate Governance Code in Appendix C1 to the Hong Kong Listing Rules).</u></p> <p><u>If the Board fails to adopt the recommendations of the Remuneration and Appraisal Committee or does not fully adopt them, it shall record the opinions of the Remuneration and Appraisal Committee and the specific reasons for failure to adopt them in the Board resolutions and disclose them.</u></p>
<p>Article 20 The Sustainable Development Committee of the Board of Directors consists of 3 to 5 Directors, <u>and the Director who also serves as the president is a member of the Sustainable Development Committee.</u></p> <p><u>The main responsibilities of the Sustainable Development Committee of the Board of Directors are:</u></p> <p>.....</p> <p>(6) other duties exercisable by the Sustainable Development Committee specified or recommended by the listing rules of the place where the Company's shares are listed (including but not limited to the duties recommended by the provisions in the Environmental, Social and Governance Reporting Guide as set out in <u>Appendix 27</u> of the listing rules of the HKEX);</p> <p>(7) to guide the formulation of the legal system and compliance management system; to regularly receive compliance management briefings; to conduct regular inspections and evaluations on the compliance management system and its implementation;</p> <p>(8) other responsibilities and duties assigned by the Board of Directors.</p> <p><u>The detailed responsibilities of the Sustainable Development Committee of the Board of Directors and other related matters are stipulated in the "Work Rules of the Sustainable Development Committee of the Board of Directors of Metallurgical Corporation of China Ltd."</u></p>	<p>Article 20 The Sustainable Development Committee of the Board of Directors consists of 3 to 5 Directors.</p> <p><u>The Sustainable Development Committee of the Board of Directors performs the following specific duties:</u></p> <p>.....</p> <p>(6) other duties exercisable by the Sustainable Development Committee specified or recommended by the listing rules of the place where the Company's shares are listed (including but not limited to the duties recommended by the provisions in the Environmental, Social and Governance Reporting Guide as set out in <u>C2</u> of the listing rules of the HKEX);</p> <p>(7) to guide the formulation of the legal system and compliance management system; to regularly receive compliance management briefings; to conduct regular inspections and evaluations on the compliance management system and its implementation;</p> <p>(8) other responsibilities and duties assigned by the Board of Directors.</p>

The original Articles	The Articles after amendments
<p>Article 21 The Board of Directors shall have 1 Secretary to the Board, who shall be a senior management member of the Company, nominated by the Chairman, and appointed or dismissed by the Board of Directors.</p> <p><u>The Secretary to the Board shall chiefly be responsible for the preparations for general meetings and Board meetings of the Company, keeping of documentation and Shareholders' data, handling of matters relating to information disclosure, management of investor relations, equity management of the Company, etc.</u></p>	<p>Article 21 The Board of Directors shall have 1 Secretary to the Board, who shall be a senior management member of the Company, nominated by the Chairman, and appointed or dismissed by the Board of Directors.</p> <p><u>The Secretary to the Board of Directors main responsibilities include:</u></p> <ul style="list-style-type: none"> (1) <u>to prepare for general meetings and Board meetings of the Company and keep the relevant meeting documentation;</u> (2) <u>to guarantee that the Company keeps intact organizational documents and records;</u> (3) <u>to ensure the Company prepares and submits the reports and documents required by the competent authority according to the law;</u> (4) <u>to guarantee that the register of Shareholders of the Company is properly prepared, and that the persons entitled to obtain relevant records and documents of the Company have timely access to such records and documents;</u> (5) <u>to handle matters relating to information disclosure.</u>
<p>Article 24 In any of the following circumstances, the Board of Directors shall hold an extraordinary meeting:</p> <ul style="list-style-type: none"> (1) it is deemed necessary by the Chairman; (2) it is proposed by Shareholders representing more than one-tenth of the voting rights; (3) jointly proposed by more than one-third of the Directors; (4) <u>jointly proposed by more than half of the Independent Directors;</u> (5) proposed by the President; (6) <u>proposed by the Board of Supervisors;</u> (7) required by the securities regulating authority; and (8) in any other circumstance so specified in the Articles of Association. 	<p>Article 24 In any of the following circumstances, the Board of Directors shall hold an extraordinary meeting:</p> <ul style="list-style-type: none"> (1) it is deemed necessary by the Chairman; (2) it is proposed by Shareholders representing more than one-tenth of the voting rights; (3) jointly proposed by more than one-third of the Directors; (4) <u>jointly proposed by more than half of the Independent Directors;</u> (5) proposed by the President; (6) <u>proposed by the Audit Committee;</u> (7) required by the securities regulating authority; and (8) in any other circumstance so specified in the Articles of Association.

The original Articles	The Articles after amendments
<p>Article 29 A written notice of Board meeting shall at least include:</p> <ol style="list-style-type: none"> (1) <u>time</u> and venue of the meeting; (2) the form of the meeting; (3) duration of the meeting; (4) reasons and topics for discussion; (5) date on which the notice is sent; (6) <u>convener and presider of the meeting, proposer of and written proposal for the provisional meeting;</u> (7) <u>documents needed for voting of directors;</u> (8) <u>requirements for the directors to attend the meeting in person or by proxy; and</u> (9) <u>contact person and means of contact.</u> <p>A verbal notice of meeting shall at least include (1) and (2) above, as well as the explanation for a provisional meeting of the Board in emergency.</p>	<p>Article 29 A written notice of Board meeting shall at least include:</p> <ol style="list-style-type: none"> (1) <u>date</u> and venue of the meeting; (2) the form of the meeting; (3) duration of the meeting; (4) reasons and topics for discussion; (5) date on which the notice is sent. <p>A verbal notice of meeting shall at least include (1) and (2) above, as well as the explanation for a provisional meeting of the Board in emergency.</p>
<p>Article 31 A meeting of the Board of Directors shall not be held unless more than half of the Directors are in attendance.</p> <p><u>Supervisors may attend Board meetings without voting rights;</u> the President and the Secretary to the Board shall attend Board meetings without voting rights. The presider may, where he/she deems necessary, notify other relevant non-director persons to attend Board meetings without voting rights.</p>	<p>Article 31 A meeting of the Board of Directors shall not be held unless more than half of the Directors are in attendance.</p> <p>The President and the Secretary to the Board shall attend Board meetings without voting rights. The presider may, where he/she deems necessary, notify other relevant non-director persons to attend Board meetings without voting rights.</p>

The original Articles	The Articles after amendments
<p>Article 32 In principle, the Directors shall attend Board meetings in person. Where a Director is unable to attend a meeting for any reason, he/she shall peruse the meeting documents in advance, form definite opinions, and appoint another Director in writing to attend the meeting on his/her behalf.</p> <p>The power of attorney shall specify:</p> <ol style="list-style-type: none"> (1) names of the principal and proxy; (2) outline opinions of the principal on respective proposals; (3) the principal's scope of authorization and instructions about voting intent in relation to respective proposals; and (4) signature of the principal and proxy, date, etc. <p><u>Where any Director signs the regular reports by proxy, the said Director shall specify such authorization in the power of attorney.</u></p> <p>The proxy Director shall present the written power of attorney to the presider, and explain proxy attendance in the attendance book.</p>	<p>Article 32 In principle, the Directors shall attend Board meetings in person. Where a Director is unable to attend a meeting for any reason, he/she shall peruse the meeting documents in advance, form definite opinions, and appoint another Director in writing to attend the meeting on his/her behalf.</p> <p>The power of attorney shall specify:</p> <ol style="list-style-type: none"> (1) names of the principal and proxy; (2) outline opinions of the principal on respective proposals; (3) the principal's scope of authorization and instructions about voting intent in relation to respective proposals; <u>(4) the matter and validity of proxy;</u> (5) signature of the principal and proxy, date, etc. <p>The proxy Director shall present the written power of attorney to the presider, and explain proxy attendance in the attendance book.</p>
<p>Article 37 The presider of the meeting shall ask the attending Directors to provide definite opinions on respective proposals.</p> <p>For any proposal requiring <u>prior acknowledgements of the Independent Directors</u>, the presider shall, before discussing the relevant proposal, appoint one Independent Director to read out the <u>written acknowledgements of the Independent Directors</u>.</p> <p>.....</p>	<p>Article 37 The presider of the meeting shall ask the attending Directors to provide definite opinions on respective proposals.</p> <p>For any proposal requiring <u>consideration at a special meeting of the Independent Directors</u>, the presider shall, before discussing the relevant proposal, appoint one Independent Director to read out the <u>results of the Independent Directors' consideration</u>.</p> <p>.....</p>

The original Articles	The Articles after amendments
<p>Article 47 <u>In any of the following circumstances, the Directors shall abstain from voting on the relevant proposals:</u></p> <p>(1) <u>The listing rules of the stock exchange with which the company is listed provide for abstention of the Directors from voting;</u></p> <p>(2) <u>The Directors themselves think they should abstain from voting; and</u></p> <p>(3) <u>The Directors are connected with the enterprises involved by the proposals and shall therefore abstain from voting pursuant to the Articles of Association.</u></p> <p><u>Where any Director is required to abstain from voting,</u> the Director shall not vote on the related resolution or vote on behalf of other Director and shall not be included into the quorum attending the related meeting. The relevant Board meeting may be held when more than half of the Independent Directors attend the meeting, and the resolutions made shall be passed by more than half of the non-connected directors. If the number of the attending the Independent Directors is less than 3, the relevant proposal shall not be voted on but shall be submitted to the <u>General Meeting</u> for consideration.</p>	<p>Article 47 <u>Where a Director is related to an enterprise or individual involved in a matter on which a resolution is to be made at a Board meeting, such Director shall promptly report in writing to the Board of Directors.</u></p> <p>Any Director <u>who is related</u> shall not vote on the related resolution or vote on behalf of other Director and shall not be included into the quorum attending the related meeting. The relevant Board meeting may be held when more than half of the Independent Directors attend the meeting, and the resolutions made shall be passed by more than half of the non-connected directors. If the number of the Independent Directors <u>attending the Board meeting</u> is less than 3, the relevant proposal shall not be voted on but shall be submitted to the <u>Shareholders' Meeting</u> for consideration.</p>
<p><u>Article 49 Where the issues relating to profit distribution need to be resolved at the Board meeting, the profit distribution proposal to be submitted to the Board may first be submitted to the certified public accountants, who shall be required to produce a draft audit report (all financial data except those involving profit distribution have been determined). After resolving on profit distribution, the Board shall require the certified public accountants to produce a formal audit report, according to which the Board shall resolve on other relevant issues in the regular report.</u></p> <p><u>Where the listing rules of the place where the Company's shares are listed have special requirements for Board meetings needing to resolve on profit distribution of the Company or other Board meetings, such requirements shall apply.</u></p>	<p>Deleted</p>

The original Articles	The Articles after amendments
<p>Article 51 The Secretary to the Board of Directors shall arrange Board office staff to record the minutes of the Board meeting, which shall be signed by the Directors present at the meeting.</p> <p>The minutes of the meeting shall contain the following:</p> <p>(1) <u>session number</u>, date, venue <u>and form</u> of the meeting;</p> <p>(2) <u>the delivery of meeting notice</u>;</p> <p>(3) <u>the convener and presider of the meeting</u>;</p> <p>(4) agenda of the meeting;</p> <p>(5) names of Directors present at the meeting and names of the Directors (as proxies) present at the meeting as entrusted by other Directors;</p> <p>(6) <u>the proposals considered at the meeting, key summaries and major opinions of the Directors on relevant issues, and voting intentions on the proposals</u>;</p> <p>(7) voting method and result of each issue resolved (the voting result shall specify the numbers of affirmative, negative and abstention votes and names of voters); and</p> <p>(8) <u>other issues that the attending Directors think should be recorded</u>.</p>	<p>Article 51 The Secretary to the Board of Directors shall arrange Board office staff to record the minutes of the Board meeting, which shall be signed by the Directors present at the meeting.</p> <p>The minutes of the meeting shall contain the following:</p> <p>(1) date and venue of the meeting <u>and the name of the convener</u>;</p> <p>(2) names of Directors present at the meeting and names of the Directors (as proxies) present at the meeting as entrusted by other Directors;</p> <p>(3) agenda of the meeting;</p> <p>(4) <u>points of each Director's speech</u>;</p> <p>(5) voting method and result of each issue resolved (the voting result shall specify the numbers of affirmative, negative and abstention votes and names of voters).</p>

Note: Except for the above table, in accordance with the Company Law of the People's Republic of China and the Guidelines on Articles of Association of Listed Companies, the "General Meeting" shall be adjusted to the "Shareholders' Meeting" in the full text of the Rules of Procedure for the Board Meetings, and the "Finance and Audit Committee" shall be adjusted to the "Audit Committee" for unified expression. Chinese characters shall be uniformly amended to Arabic numerals, and the serial numbers of other relevant provisions in the Rules of Procedure for the Board Meetings are adjusted accordingly. Articles which only involve the adjustment of the expression and serial numbers of the aforesaid "Shareholders' Meeting" are not presented on an article-by-article basis.

The proposed amendments to the Rules of Procedure for the Board Meetings have been prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English and Chinese versions of the Rules of Procedure for the Board Meetings, the Chinese version shall prevail.