THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **China Longyuan Power Group Corporation Limited***, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

龍源電力集團股份有限公司

CHINA LONGYUAN POWER GROUP CORPORATION LIMITED*

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

(Stock Code: 00916)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND SUPPORTING SYSTEMS ELECTION OF NON-EMPLOYEE DIRECTORS OF THE SIXTH SESSION OF THE BOARD ABOLISHMENT OF THE SUPERVISORY BOARD INTERIM PROFIT DISTRIBUTION PLAN FOR 2025 PURCHASE OF DIRECTORS' AND SENIOR MANAGEMENT'S LIABILITY INSURANCE AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2025

The Company will convene the first extraordinary general meeting in 2025 (the "**EGM**") at 9:00 a.m. on Wednesday, 29 October 2025 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People's Republic of China. Notice of the EGM is set out on pages 225 to 229 in this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 9:00 a.m. on Tuesday, 28 October 2025 or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting.

13 October 2025

* *For identification purpose only*

CONTENTS

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

"A Shares"	the ordinary shares of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange
"Articles of Association"	the articles of association of China Longyuan Power Group Corporation Limited* (as amended, modified or otherwise supplemented from time to time)
"Board"	board of directors of the Company
"Company"	China Longyuan Power Group Corporation Limited* (龍源電力集團股份有限公司), a joint stock limited company incorporated in the PRC and its H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 00916) and A Shares are listed on the Shenzhen Stock Exchange (Stock Code: 001289)
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"EGM"	the first extraordinary general meeting in 2025 to be held by the Company at 9:00 a.m. on Wednesday, 29 October 2025 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People's Republic of China
"H Shares"	the overseas listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	10 October 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Notice of the EGM"	the notice of the first extraordinary general meeting in 2025
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedures of the Board of Directors"	Rules of Procedures of the Board of Directors of China Longyuan Power Group Corporation Limited* (as amended, revised, or otherwise supplemented from time to time)
"Rules of Procedures of the Shareholder's Meeting"	Rules of Procedures of the Shareholder's Meeting of China Longyuan Power Group Corporation Limited* (as amended, revised, or otherwise supplemented from time to time)
"Shareholder(s)"	holder(s) of Shares of the Company
"Shares"	share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

龍源電力集團股份有限公司
CHINA LONGYUAN POWER GROUP CORPORATION LIMITED*
(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00916)

Executive Directors:
Mr. Gong Yufei *(Chairman)*
Mr. Wang Liqiang

Non-executive Directors:
Ms. Wang Xuelian
Ms. Chen Jie
Mr. Zhang Tong
Mr. Wang Yong

Independent Non-executive Directors:
Mr. Michael Ngai Ming Tak
Mr. Gao Debu
Ms. Zhao Feng

Registered office in the PRC:
Room 2006, 20th Floor
Block c, 6 Fuchengmen North Street
Xicheng District, Beijing
the PRC

Head office in the PRC:
Block c, 6 Fuchengmen North Street
Xicheng District, Beijing
the PRC

Principal place of business in Hong Kong:
Room 1917, 19/F
Lee Garden One
33 Hysan Avenue, Causeway Bay
Hong Kong

13 October 2025

To the Shareholders

Dear Sirs or Madams,

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND SUPPORTING SYSTEMS
ELECTION OF NON-EMPLOYEE DIRECTORS OF
THE SIXTH SESSION OF THE BOARD
ABOLISHMENT OF THE SUPERVISORY BOARD
INTERIM PROFIT DISTRIBUTION PLAN FOR 2025
PURCHASE OF DIRECTORS' AND SENIOR MANAGEMENT'S
LIABILITY INSURANCE AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2025**

* *For identification purpose only*

I. INTRODUCTION

The Company will convene the EGM, at 9:00 a.m. on Wednesday, 29 October 2025 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People's Republic of China.

This circular aims to give you the Notice of the EGM and provide you with relevant information, to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

II. MATTERS TO BE CONSIDERED AT THE EGM

At the EGM, resolutions will be proposed to the Shareholders to consider and approve the following: (1) the amendments to the Articles of Association and supporting systems; (2) the election of non-independent Directors of the sixth session of the Board; (3) the election of independent non-executive Directors of the sixth session of the Board; (4) the abolishment of the Supervisory Board; (5) the interim profit distribution plan for 2025; and (6) the purchase of directors' and senior management's liability insurance. Of which, the resolution (1) will be proposed as a special resolution, while the other resolutions will be proposed as ordinary resolutions.

(I) Amendments to the Articles of Association and Supporting Systems

In March 2025, the China Securities Regulatory Commission (the "**CSRC**") and the Shenzhen Stock Exchange issued a series of regulatory systems, including the Guidelines on the Articles of Association of Listed Companies (《上市公司章程指引》), the Rules for the Shareholders' Meetings of Listed Companies and the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (《深圳證券交易所股票上市規則》) (collectively as the "**New Regulatory Rules**"), to implement the amended contents of the Company Law of the People's Republic of China (the "**Company Law**"). In accordance with the Company Law and the New Regulatory Rules, the Company proposes to amend the Articles of Association. The main contents the amendments are to adjust and optimize the corporate governance structure, abolish the Supervisory Board, adjust the scope of authority and resolutions for the shareholders' meeting and the Board, and specify the member composition and fundamental functions of each committee under the Board; strengthen the protection mechanism of shareholders' rights and interests, lower the shareholding ratio required for shareholder proposal rights, and specify shareholders' right to information; specify the responsibilities of controlling shareholders, directors, and senior management; improve financial accounting systems and profit distribution regulations; standardize relevant statements in accordance with the requirements of the New Regulatory Rules, etc. Please refer to the Appendix I to this circular for details of the amendments to the Articles of Association. The amendments to the Articles of Association shall take effect upon being considered and approved at the EGM. Until such resolution is approved at the EGM, the existing Articles of Association shall remain in force. Upon consideration and approval of the amendments to the Articles of Association at the EGM, the Company will file the amended Articles of Association with the company registration authority.

According to the Company Law, the New Regulatory Rules and the amendments to the Articles of Association, the Company intends to revise the Rules of Procedures of the General Meeting and the Rules of Procedures of the Board of Directors simultaneously. Please refer to the Appendix II and III to this circular for details of the amendments to the Rules of Procedures of the General Meeting and the Rules of Procedures of the Board of Directors.

The amended Rules of Procedures of the Shareholder's Meeting and Rules of Procedures of the Board of Directors shall take effect upon being considered and approved at the EGM. Until such resolution is approved at the EGM, the existing Rules of Procedures of the General Meeting and Rules of Procedures of the Board of Directors shall remain in force.

(II) Election of Non-employee Directors of the Sixth Session of the Board

Given that the term of office of the fifth session of the Board has expired, in accordance with the Company Law, the Rules Governing the Listing of the Stocks on the Shenzhen Stock Exchange, the Listing Rules and the Articles of Association, the Company proposes to re-elect members of the Board to form the sixth session of the Board.

The Board nominates Mr. Gong Yufei and Mr. Wang Liqiang as candidates for executive Directors, Ms. Wang Xuelian, Mr. Zhang Tong and Mr. Wang Yong as candidates for non-executive Directors; and Mr. Michael Ngai Ming Tak, Mr. Gao Debu and Ms. Zhao Feng as candidates for independent non-executive Directors, of the sixth session of the Board. The aforesaid candidates for non-employee Directors, after being elected and approved at the EGM of the Company, will form the sixth session of the Board together with the employee and non-executive Director of the sixth session of the Board elected in due at an employee representative meeting of the Company. The term of office of the Directors of the sixth session of the Board shall be three years from the date on which the resolutions are approved at the EGM. Pursuant to the Articles of Association, the Directors of the sixth session of the Board will be subject to re-election upon the expiry of their terms of office. Ms. Chen Jie will cease to be a non-executive Director of the Company and on the relevant committees of the Board due to the expiry of term of office, with effect from the date of establishment of the sixth session of the Board, and she has confirmed that she has no disagreement with the Board during her term of office and there is no other matter relating to her resignation that needs to be brought to the attention of the Shareholders.

The biographical details of the candidates for non-employee Directors of the sixth session of the Board, which are required to be disclosed in accordance with Rule13.51(2) of the Listing Rules, are set out in Appendix IV to this circular.

Save as disclosed in this circular, all the candidates for non-employee Directors of the sixth session of the Board confirmed that they did not hold any directorship in any listed companies or any other position of any member of the Company and its subsidiaries in the past three years. Save as disclosed in this circular, all the candidates for non-employee Directors of the sixth session of the Board have no relationship with any Directors, supervisors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

As of the Latest Practicable Date, all the candidates for non-employee Directors of the sixth session of the Board have no interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

During the tenure of Mr. Gong Yufei and Mr. Wang Liqiang as executive Directors, their remuneration shall be paid according to the Company's remuneration management measures. The remuneration consists of the annual remuneration (including basic and performance-based remuneration), the tenure incentive and special bonus (or penalty). The annual basic remuneration of each of Mr. Gong Yufei and Mr. Wang Liqiang is RMB260,000, which are paid on a monthly basis. As for their performance-based remuneration, the remuneration and assessment committee of the Board will annually formulate the remuneration plan for the current year, which shall be considered by the Board and submitted to the general meeting for approval. Upon the determination of the remuneration, the Company will make disclosure. For details of the remuneration, please refer to the annual report and relevant circular to be issued by the Company in due course.

Ms. Wang Xuelian, Mr. Zhang Tong and Mr. Wang Yong will not receive remuneration from the Company during their tenure as non-executive Directors.

During the tenure of Mr. Michael Ngai Ming Tak, Mr. Gao Debu and Ms. Zhao Feng as independent non-executive Directors, their remuneration, i.e. RMB120,000 per year (after tax), shall be paid according to the Company's remuneration management measures and on a monthly basis, with individual income tax to be withheld by the Company. Travel expenses incurred by the independent non-executive Directors for attending Board meeting and the general meeting of the Company and participation in relevant activities organized by the Board shall be borne by the Company.

Mr. Michael Ngai Ming Tak, Mr. Gao Debu and Ms. Zhao Feng have respectively confirmed that they satisfy the independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; they have no past or present financial or other interests in the business of the Company or its subsidiaries, nor are they connected with any core connected person; and that there are no other factors that may affect their independence.

Save as disclosed above, as far as the Board is aware, there is no any other matters in relation to the appointment of Directors of the sixth session of the Board that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The nomination of the independent non-executive Directors is proposed by the nomination committee of the Board of the Company in accordance with the provisions of the Articles of Association of the Company, taking into account the past experience, skill backgrounds, knowledge, experience, independence of Mr. Michael Ngai Ming Tak, Mr. Gao Debu and Ms. Zhao Feng and the specific needs of the Company, and has been considered by the Board and submitted to the EGM of the Company for consideration. Mr. Michael Ngai Ming Tak, Mr. Gao Debu and Ms. Zhao Feng have many years of experience in the fields of finance, economics and accounting respectively and are of high repute. Mr. Michael Ngai Ming Tak, Mr. Gao Debu and Ms. Zhao Feng, serving as independent non-executive Directors of the Company will help maintain Board diversity and continue to contribute extensive expertise and experience to the Board.

(III) Abolishment of the Supervisory Board

In accordance with the Company Law, the Transitional Arrangements Relating to the Implementation of the New Company Law Supporting Systems and Rules of the CSRC, the Guidelines on the Articles of Association of Listed Companies and other relevant laws and regulations, and after taking into account the actual circumstances of the Company, the Company will abolish the Supervisory Board, with its functions and powers to be exercised by the Audit Committee of the Board, and the relevant systems of the Supervisory Board such as the Rules of Procedure for the Supervisory Board shall be repealed accordingly. The aforementioned arrangements shall take effect upon being considered and approved at the EGM.

(IV) Interim Profit Distribution Plan for 2025

According to the consolidated financial statements of the Company for the first half of 2025 prepared under International Financial Reporting Standards, the net profit attributable to shareholders of the Company from January to June 2025 was RMB3,519,492,131.33; according to the consolidated financial statements of the Company for the first half of 2025 prepared under China Accounting Standards, the net profit attributable to owners of the Company from January to June 2025 was RMB3,374,785,940.63. As of 30 June 2025, the Company has no accumulated deficit, and has fully appropriated statutory reserves and discretionary reserves in accordance with legal requirements. No further statutory or discretionary reserves will be withdrawn prior to the Company's profit distribution.

As of 30 June 2025, according to the consolidated financial statements of the Company for the first half of 2025 prepared under International Financial Reporting Standards, the undistributed profit at the end of the Company's consolidated statements was RMB47,711,429,012.39, and the undistributed profit of the parent company's statements was RMB22,871,509,488.68; according to the consolidated financial statements of the Company for the first half of 2025 prepared under China Accounting Standards, the undistributed profit at the end of the Company's consolidated statements was RMB48,461,595,188.68, and the undistributed profit of the parent company's statements was RMB21,476,990,802.45. Pursuant to the relevant rules of the Shenzhen Stock Exchange, and in accordance with the principle of using whichever is lower relating to the undistributed profit between the parent company and the consolidated statements, the Company's profits available for distribution to Shareholders as of the end of the first half of 2025 shall not exceed RMB21,476,990,802.45[1].

It was resolved by the Board of the Company that based on the total share capital of 8,359,816,164 shares (including 5,041,934,164 A Shares and 3,317,882,000 H Shares), the Company proposes to distribute a cash dividend of RMB1.00 per 10 Shares (before tax) to all shareholders, with the total cash dividend expected to amount to RMB835,981,616.40. No bonus shares will be issued, and no capital reserve will be converted into share capital.

From the Latest Practicable Date until the record date for the implementation of the profit distribution (the record date), if the total number of issued shares of the Company on the record date for the implementation of the dividend distribution changes due to reasons such as the Company's issuance of additional shares or share repurchases, the cash dividend per share will be adjusted accordingly within the total distribution amount of RMB835,981,616.40 (before tax). The actual cash dividend per share will be calculated based on the total share capital on the record date for the implementation of the dividend distribution.

1 In accordance with the provisions of the Articles of Association, the financial statements of the Company shall be prepared not only in accordance with Chinese Accounting Standards and regulations but also in accordance with International Accounting Standards or the accounting standards of the place(s) outside the PRC where Shares of the Company are listed. For purposes of the Company's distribution of after-tax profits in a given fiscal period, the smaller amount of after-tax profits shown in the above-mentioned two kinds of financial statements shall govern.

The amount of profit distribution accounts for 24.77% of the net profit attributable to owners of the Company reflected in the consolidated financial statements for the first half of 2025 prepared under China Accounting Standards, and cash dividends account for 100% of the total profit distribution amount, which complies with the profit distribution policy stipulated in the Articles of Association. As of the end of the reporting period, i.e. 30 June 2025, the cash dividend distribution will neither result in a shortage of working capital for the Company nor affect its normal production and operations due to its sufficient monetary funds.

The Company's interim profit distribution plan for 2025 comprehensively considers its operating performance, net cash flow from operations, future development plans, and shareholder returns, complies with relevant laws, regulations, and the Articles of Association of China Longyuan Power Group Corporation Limited*, does not prejudice investor interests, and is lawful, compliant, and reasonable.

The Board also proposes to the EGM to authorize the Board and its authorized persons to implement the above distribution plan; the Board, in obtaining the aforesaid authorization, also authorizes the management of the Company to deal with all matters relating to the implementation of the above distribution plan.

If the proposed profit distribution plan is approved at the EGM, the interim dividend will be paid to holders of H Shares whose names are registered in the Company's register of members on Tuesday, 11 November 2025. The Company expects to pay the dividend on Tuesday, 30 December 2025. In order to determine the holders of Shares who are entitled to receive the proposed interim dividend for the year 2025, the register of members for H share of the Company will be closed from Thursday, 6 November 2025 to Tuesday, 11 November 2025, both days inclusive. To be eligible to receive the interim dividend for the year 2025, (subject to approval by the Shareholders of the Company at the EGM), all H Share transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 5 November 2025.

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules, which came into effect on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2025 interim dividend to non-resident enterprise Shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold and pay enterprise income tax at the rate of 10%. Any shares registered in the name of non-individual H-share Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as shares being held by non-resident enterprise Shareholders and therefore will be subject to the withholding of the enterprise income tax.

According to regulations by the State Administration of Taxation (Guo Shui Han [2011] No. 348) and relevant laws and regulations, if the individual H-share Shareholders are residents of Hong Kong or Macau or those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these Shareholders. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the individual holders of H Shares should take the initiative to submit statements to the Company in order to enjoy the agreed treatment, and keep relevant data for inspection. If the information provided is complete, the Company will withhold tax in accordance with regulations of the PRC tax laws and agreements. If the individual H-share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual H-share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H-share Shareholders.

Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax by themselves.

The dividend entitlement date, cash dividend payment date and other time arrangements for investors under Southbound Trading Link shall be in line with that of Shareholders of H Shares of the Company.

The Company will determine the resident status of the individual H-share Shareholders based on the registered address as recorded in the register of members of the Company on Tuesday, 11 November 2025 (the "**Registered Address**"). If the resident status of any individual H-share Shareholder is inconsistent with that indicated by the Registered Address, such individual H-share Shareholder shall notify the Company's H share registrar not later than 4:30 p.m. on Wednesday, 5 November 2025 and provide relevant supporting documents to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Any individual H-share Shareholder who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H-share Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H-share Shareholders or any disputes over the withholding mechanism or arrangements.

(V) Purchase of Directors' and Senior Management's Liability Insurance

In accordance with the relevant provisions of the Company Law, Corporate Governance Code in the Appendix C1 to the Listing Rules and industry practice, the Company shall purchase directors' and senior management's liability insurance. As the current insurance is about to expire, the Company intends to purchase directors' and senior management's liability insurance for the year, with the annual coverage amount of RMB100 million and a term of three years. The insurance premium rate will be subject to the actual insurance policy, and the annual premium shall not exceed RMB0.6 million, with the total premium capped at RMB1.8 million, and the coverage scope will include management liabilities of the insured individual, compensation claims on the securities of the Company, inappropriate employment practices of the Company as well as expanded protection projects.

III. EGM

The Company will convene the EGM at 9:00 a.m. on Wednesday, 29 October 2025 at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People's Republic of China. Notice of the EGM is set out in this circular.

In order to determine the holders of Shares who are eligible to attend and vote at the EGM, the H Share register of members of the Company will be closed from Thursday, 23 October 2025 to Wednesday, 29 October 2025, both days inclusive. The record date will be Wednesday, 29 October 2025. To be eligible to attend and vote at the EGM, unregistered holders of the H Shares of the Company shall lodge relevant H Share transfer documents with (for holders of H Shares) the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 22 October 2025.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned by courier or post to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 9:00 a.m. on Tuesday, 28 October 2025) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting.

IV. VOTING BY POLL AT EGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the EGM will therefore demand a poll for each resolution put to the vote at the EGM pursuant to Article 89 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it used in the same manner.

The resolutions 2 and 3 will adopt the cumulative voting system respectively, that is, the number of votes carried by each share held by shareholders shall be equal to the number of the position(s) to be elected and shareholders may concentrate their entitled votes when voting. In particular: (1) each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her/it multiplied by the total number of non-independent directors to be elected (5 directors), when electing non-independent directors. Each shareholder may cast all of his/her/its votes at his/her/its own discretion in favour of one non-independent director candidate or different non-independent director candidates in any combination; (2) each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her/it multiplied by the total number of independent directors to be elected (3 directors), when electing independent directors. Each shareholder may cast all of his/her/its votes at his/her/its own discretion in favour of one independent director candidate or different independent director candidates in any combination. The sum of each shareholder's votes for one or more candidates shall not exceed total number of votes held by such shareholder to the corresponding resolution, failing which the voting shall be invalid. For the "ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM IN THE ELECTION OF NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS", please refer to Appendix V to this circular.

V. RECOMMENDATION

The Board considers that the resolutions set out in the Notice of the EGM for consideration and approval by the Shareholders are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the resolutions set out in the Notice of the EGM which are to be proposed at the EGM.

By order of the Board
China Longyuan Power Group Corporation Limited*
Gong Yufei
Chairman

* *For identification purpose only*

APPENDIX1

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION[1]

No.	Before Amendments	After Amendments[2]
1	Article 1 In a bid to safeguard the legitimate rights and interests of China Longyuan Power Group Corporation Limited (the "Company"), its Shareholders and creditors, and to regulate the organization and activities of the Company, the Company formulated the Articles of Association (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 Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Company (the "Special Regulations"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "Trial Administrative Measures"), the Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong (the "Letter of Opinions on Supplementary Amendments"), the Guidelines on Articles of Association of Listed Companies (the "Guidelines on Articles of Association"), the Rules Governing the Listing of Stock on the Shenzhen Stock Exchange (the "SSE Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange Listing Rules") and other relevant regulations.	Article 1 In a bid to safeguard the legitimate rights and interests of China Longyuan Power Group Corporation Limited (the "Company"), its Shareholders**, staff** and creditors, and to regulate the organization and activities of the Company, the Company formulated the Articles of Association (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 Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Company (the "Special Regulations"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企业境外發行證券和上市管理試行辦法》) (the "Trial Administrative Measures"), the Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong (the "Letter of Opinions on Supplementary Amendments")~~, the Guidelines on Articles of Association of Listed Companies ~~(the "Guidelines on Articles of Association"),~~ the Rules Governing the Listing of Stock on the Shenzhen Stock Exchange ~~(the "SSE Listing Rules")~~, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange Listing Rules") and other relevant regulations.

1 Due to addition or deletion of chapters, articles, and amendments to definitions (including but not limited to the change of "general meeting" to "shareholders' meeting", the abolition of the supervisory board and supervisors, and the transfer of the duties of the supervisory board to the audit committee), or the adjustment of wording or phrasing without altering the meaning, the serial numbers and expressions of the relevant definitions involved in the relevant chapters, articles and cross-references of the Articles of Association are also adjusted accordingly, and will not be explained separately.

2 It is hereby clarified that where the contents remain unchanged between the "Before Amendments" and "After Amendments" columns, it is due to the amendments made to the Chinese version which do not affect the English version.

No.	Before Amendments	After Amendments
2	Article 2 The Company is a joint stock limited company incorporated pursuant to the Company Law, the Special Regulations and other relevant laws in PRC and administrative regulations. …	Article 2 The Company is a joint stock limited company incorporated pursuant to the Company Law, ~~**the Special Regulations**~~ and other relevant laws in PRC and administrative regulations. …
3	Article 5 The Chairman of the Company is the Company's legal representative.	Article 5 The Chairman of the Board of Directors shall **act as the director representing the Company in performing the Company's affairs** and shall be the Company's legal representative. **If the Chairman serving as the legal representative resigns, he is deemed to resign as the legal representative at the same time. If the legal representative resigns, the Company shall determine a new legal representative within 30 days from the date of the legal representative's resignation.**

No.	Before Amendments	After Amendments
4	Newly added	Article 6 **The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company. Restrictions imposed on the powers of the legal representative by these Articles of Association orders' shareholders' meetings shall not be invoked against a bona fide counterparty.** **If the legal representative causes damage to others while performing his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming the civil liability, seek compensation from the legal representative at fault in accordance with laws or these Articles of Association.**
5	Article 6 The Company is a joint stock limited company in perpetual existence. The Company is an independent legal entity, owns independent corporate property, is entitled to property right of corporation, and possesses the civil rights and assumes the civil liabilities prescribed by law. All assets of the Company are divided into Shares with same par value per share. The Company's 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.	Article 7 The Company is a joint stock limited company in perpetual existence. The Company is an independent legal entity, owns independent corporate property, is entitled to property right of corporation, and possesses the civil rights and assumes the civil liabilities prescribed by law. ~~**All assets of the Company are divided into Shares with same par value per share. The Company's**~~ 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**.

No.	Before Amendments	After Amendments
6	Article 7 The Articles of Association was approved at the general meeting of the Company by way of special resolution. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each Shareholder and among the Shareholders' interest.	Article 8 The Articles of Association was approved at the **shareholders' meeting** of the Company by way of special resolution. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each Shareholder and among the Shareholders' interest. **It shall be legally binding upon the Company, its shareholders, directors, and senior management members.**
7	Article 8 The Articles of Association are binding on the Company and its Shareholders, Directors, supervisors, general managers and other senior management members, all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association. …	Article 9 The Articles of Association are binding on the Company and its Shareholders, Directors, ~~**supervisors**~~, general managers and other senior management members, all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association. …
8	Article 10 The Company may invest in other enterprises. However, unless stipulated by laws otherwise, the Company shall not be jointly and severally liable to such enterprise(s) for their liabilities as their investor.	Article 11 The Company may invest in other enterprises. **As stipulated by laws**, the Company shall not be jointly and severally liable to such enterprise(s) for their liabilities as their investor, **such provisions shall apply**.

No.	Before Amendments	After Amendments
9	Newly added	Article 12 **Any subsidiary controlled by the Company shall not acquire the shares of the Company.** **In case any subsidiary controlled by the Company holds the shares of the Company due to the merger of the company, exercise of pledge right or other reasons, it shall not exercise the voting right corresponding to the shares it holds and shall timely dispose of the relevant shares of the Company.**
10	Article 11 The Company shall, in accordance with the provisions under the Constitution of the Communist Party of China, establish an organisation of the Communist Party of China, carry out the activities of the Party, set up working organs for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient funds to operate the Party organisation.	Article 13 The Company shall, in accordance with the provisions under the Constitution of the Communist Party of China, establish an organisation of the Communist Party of China, carry out the activities of the Party, set up working organs for the Party. **The Company shall provide the necessary conditions for such party activities.**
11	Article 14 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 classes of Shares according to its requirements.	Deleted
12	Article 16 Shares of the Company shall be issued in an open, fair and just manner. Shares of the same class shall rank pari passu with each other. For the same class of Shares issued in the same tranche, each share shall be issued at the same price and subject to the same conditions. For the Shares subscribed by any organization or individual under the same offering, the price payable for each of such Shares shall be the same.	Article 17 Shares of the Company shall be issued in an open, fair and just manner. Shares of the same **class** shall rank pari passu with each other. For **the same class of Shares** issued in the same tranche, each share shall be issued at the same price and subject to the same conditions. **The Subscriber shall pay the same price for each of the shares for which they subscribe for.**

No.	Before Amendments	After Amendments
13	Article 20 …… Upon the approval by the securities supervision and administrative authority of the State Council with the Reply on the Approval of the Application for Absorption and Merger of Inner Mongolia Pingzhuang Energy Co., Ltd. through Share Swap by China Longyuan Power Group Corporation Limited* (Zheng Jian Xu Ke [2021] No. 3813), the Company publicly issued 345,574,164 A Shares. Upon the issuance of A Shares, the share capital structure of the Company is as follows: the total share capital of the Company is 8,381,963,164 Shares, including 5,041,934,164 A Shares and 3,340,029,000 H Shares, accounting for 60.15% and 39.85% of the Company's total share capital, respectively.	Article 21 …… Upon the approval by the securities supervision and administrative authority of the State Council with the Reply on the Approval of the Application for Absorption and Merger of Inner Mongolia Pingzhuang Energy Co., Ltd. through Share Swap by China Longyuan Power Group Corporation Limited* (Zheng Jian Xu Ke [2021] No. 3813), the Company publicly issued 345,574,164 A Shares. Upon the issuance of A Shares, the share capital structure of the Company is as follows: the total share capital of the Company is 8,381,963,164 Shares, including 5,041,934,164 A Shares and 3,340,029,000 H Shares, accounting for 60.15% and 39.85% of the Company's total share capital, respectively. **Upon review and approval by the shareholders' meeting, the domestic shareholders' meeting, and the foreign shareholders meeting, the Company completed the repurchase of 22,147,000 H shares. Following the cancellation of the repurchased shares on March 11, 2024, the total share capital of the Company was reduced to 8,359,816,164 shares, comprising 5,041,934,164 A shares, representing 60.31% of the total share capital, and 3,317,882,000 H shares, representing 39.69% of the total share capital.**

No.	Before Amendments	After Amendments
14	Article 21 Upon approval by the securities supervision and administrative authority of the State Council of the proposal for issue of overseas listed foreign Shares and domestic Shares, the Board of the Company may make implementation arrangements of separate issue. The Company's proposal for separate issue of overseas listed foreign Shares and domestic Shares pursuant to the preceding paragraph may be implemented within fifteen (15) months from the date of approval by the securities supervision and administrative authority of the State Council.	Deleted
15	Article 22 Where the Company issues overseas listed foreign Shares and domestic Shares respectively within the total number of Shares as stated in the issuance proposal, the respective Shares shall be subscribed for in full at one time. If they cannot be subscribed for in full at one time under special circumstances, these Shares may be issued in several issues subject to the approval of the securities supervision and administrative authority of the State Council.	Deleted

No.	Before Amendments	After Amendments
16	Article 23 Upon the issuance of overseas listed foreign Shares and A Shares as aforementioned (including the exercise of the over-allotment option in full), the registered capital of the Company is RMB<u>8,381,963,164</u>. Domestic Shares issued by the Company are under centralized depositary of China Securities Depository and Clearing Corporation Limited. The overseas listed foreign Shares issued by the Company are under depositary in accordance with Article <u>42</u> of the Articles of Association.	Article 22 Upon the issuance of overseas listed foreign Shares (including the exercise of the over-allotment option in full), **<u>the issuance of A shares, the repurchase of H shares, and</u>** the registered capital of the Company is RMB**<u>8,359,816,164</u>**. Domestic Shares issued by the Company are under centralized depositary of China Securities Depository and Clearing Corporation Limited. The overseas listed foreign Shares issued by the Company are under depositary in accordance with Article **<u>36</u>** of the Articles of Association.

No.	Before Amendments	After Amendments
17	Article 24 The Company may, based on its requirements for operation and development and <u>in accordance with the relevant provisions of the Articles of Association, approve an increase of capital.</u> <u>The Company may increase its capital in the following manners:</u> <u>(1) offering new Shares to non-specific investors;</u> <u>(2) placing new Shares to specific investors and/or existing Shareholders;</u> (3) <u>distributing new Shares</u> to its existing Shareholders; (4) capitalizing its capital reserve; or (5) <u>other methods as permitted by laws and administrative regulations and those approved by the securities supervision and administrative authority of the State Council.</u> The Company's increase of capital by issuing new Shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by the relevant laws and administrative regulations. Upon capital increase or reduction, the Company shall register changes with <u>its original industry and commerce administration authorities</u> and make announcement thereof.	Article 27 The Company may, based on its requirements for operation and development needs, <u>**increase its capital in accordance with the provisions of laws and regulations and upon a resolution adopted by the shareholders' meeting, through any of the following methods:**</u> (1) <u>**issuing shares to non-specified investors;**</u> <u>**(2)**</u> <u>**issuance of shares to specific investors;**</u> (3) <u>**distributing bonus Shares**</u> to its existing Shareholders; (4) capitalizing its capital reserve; or (5) <u>**other methods as permitted by laws, administrative regulations, and the regulations of the securities regulatory authority under the State Council**</u>. The Company's increase of capital by issuing new Shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by the relevant laws and administrative regulations. Upon capital increase or reduction, the Company shall register changes with <u>**the Company registration authority**</u> and make announcement thereof.

No.	Before Amendments	After Amendments
18	Article 25 Unless otherwise provided by laws, administrative regulations and the securities regulatory rules in the place where the Shares of the Company are listed, Shares of the Company are freely transferable and are not subject to any lien.	Deleted
19	Article 26 The Company shall not accept any Shares of the Company as the subject of a pledge.	Article 23 The Company shall not accept any **Shares** of the Company as the subject of **a pledge**.
20	Article 27 Shares of the Company held by the promoters shall not be transferred within one year from the date of the establishment of the Company. 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 on the stock exchange(s). Directors, supervisors and senior management members of the Company shall report to the Company their shareholdings and changes therein and shall not transfer more than 25% per year of the total number of Shares held by them. The Shares held by them shall not be transferred within one year from the date the Shares of the Company being listed and traded on the stock exchange(s). The aforesaid person(s) shall not transfer the Shares held by them and additional Shares of the Company within six months commencing from the termination of their service. Where the aforementioned restrictions on transfer involve H Shares, approval by Hong Kong Stock Exchange is required.	Article 24 **The Company's shares shall be transferred in accordance with the law.** ~~**Shares of the Company held by the promoters shall not be transferred within one year from the date of the establishment of the Company.**~~ 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 on the stock exchange(s). **Where laws, administrative regulations or the securities regulatory authorities of the State Council have other provisions on the transfer of shares of the Company held by its shareholders or effective controllers, such provisions shall prevail.**

No.	Before Amendments	After Amendments
		The directors, and senior management members of the Company shall report to the Company their shareholdings and the changes therein. The shares transferred each year during their term of office as determined at the time of his/her appointment shall not exceed 25% of the total number of the same class shares they held in the Company. The Shares held by them shall not be transferred within one year from the date the Shares of the Company being listed and traded on the stock exchange(s). The aforesaid person(s) shall not transfer the Shares held by them and additional Shares of the Company within six months commencing from the termination of their service. Where the aforementioned restrictions on transfer involve H Shares, approval by Hong Kong Stock Exchange is required. **Where shares are pledged within the period of restriction on transfer prescribed by laws and administrative regulations, the pledgee shall not exercise the pledge right within the period of restriction on transfer.** **The entrustment of holding the Company's shares on behalf of others in violation of laws and administrative regulations is prohibited**

No.	Before Amendments	After Amendments
21	Article 30 The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on reduction of capital and shall publish an announcement in newspapers authorized by the stock exchange(s) where the Company's Shares are listed within thirty (30) days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five (45) days from the date of the first announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt. The registered share capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.	Article 29 The Company **will** prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on reduction of capital and shall publish an announcement in newspapers authorized by the stock exchange(s) where the Company's Shares are listed or **the National Enterprise Credit Information Publicity System** within thirty (30) days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five (45) days from the date of the ~~first~~ announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt. **Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by law or the Articles of Association.**

No.	Before Amendments	After Amendments
22	Article 32 The Company's repurchase of its Shares may be carried out through open centralized trading or other methods recognized by laws, regulations and China Securities Regulatory Commission. If the Company repurchases its Shares for the reason stipulated in paragraphs (3), (5) or (6) of Article 31 of this Article, the open centralized trading or a repurchase offer shall be adopted.	Article 31 The Company's repurchase of its Shares may be carried out through open centralized trading or other methods recognized by laws, regulations and **the securities regulatory authority of the State Council.** If the Company repurchases its Shares for the reason stipulated in **items** (3), (5) or (6) of **paragraph 1, Article 30** of this Article, the open centralized trading ~~or **a repurchase offer**~~ shall be adopted.

No.	Before Amendments	After Amendments
23	Article 33 Where the Company repurchases its Shares through an off-market agreement, it shall seek prior approval of the Shareholders at the general meeting in accordance with the Articles of Association. The Company may release or vary a contract so entered into by the Company or waive its rights thereunder with prior approval by Shareholders at general meeting obtained in the same manner. The contract to repurchase Shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase Shares. The Company shall not assign a contract for repurchasing its Shares or any of its right thereunder. That, where the Company has the rights to repurchase the redeemable Shares, repurchases not made through the market or by tender shall not exceed a certain maximum price limit; if repurchases are made by tender, such tenders shall be made available to all Shareholders alike.	Deleted

No.	Before Amendments	After Amendments
24	Article 34 Where the Company repurchases Shares as stipulated in paragraphs (1) and (2) of Article 31, it shall be resolved at the general meeting. Where the Company repurchases Shares as stipulated in paragraphs (3), (5) and (6) of Article 31 of this Article, it shall be resolved at a board meeting with the presence of more than two-thirds of the directors in accordance with the requirements of the Articles of Association or the authorization of the general meeting. After repurchasing Shares of the Company as stipulated in Article 31 of this Article, for conditions which belong to paragraph (1), the Company shall cancel such Shares within ten days from the date of repurchase; for conditions which belong to paragraphs (2) and (4), the Company shall transfer or cancel such Shares within six months; for conditions which belong to paragraphs (3), (5) and (6), the total number of Shares of the Company held by the Company shall not exceed 10% of the total Shares issued by the Company, and the Company shall transfer or cancel such Shares within three years. Where the repurchased Shares are cancelled by the Company due to the repurchase thereof, the Company shall apply to the original company registration authority for registration of the change of its registered share capital. The amount of the Company's registered share capital shall be reduced by the aggregate par value of those cancelled Shares.	Article 32 Where the Company repurchases Shares as stipulated in **items** (1) and (2) of **paragraph 1, Article 30,** it shall be resolved at the **shareholders' meeting**. Where the Company repurchases Shares as stipulated in **items** (3), (5), and (6) of **paragraph 1, Article 30** of this Article, it shall be resolved at a board meeting with the presence of more than two-thirds of the directors in accordance with the requirements of the Articles of Association ~~**or the authorization of the general meeting**~~. After repurchasing Shares of the Company as stipulated in **Article 30** of this Article, for conditions which belong to **item** (1) of **paragraph 1**, the Company shall cancel such Shares within ten days from the date of repurchase; for conditions which belong to **items** (2) and (4), the Company shall transfer or cancel such Shares within six months; for conditions which belong to **items** (3), (5) and (6), the total number of Shares of the Company held by the Company shall not exceed 10% of the total Shares issued by the Company, and the Company shall transfer or cancel such Shares within three years. **Where the Company repurchases its own shares, it shall fulfill its information disclosure obligations in accordance with the provisions of the Securities Law.**

No.	Before Amendments	After Amendments
	Where the purchase and cancellation of Shares are otherwise stipulated in the relevant rules by the regulatory authorities and the stock exchange of where the Company's Shares are listed, such provisions shall prevail.	Where the repurchased Shares are cancelled by the Company due to the repurchase thereof, the Company shall apply to the Company registration authority for registration of the change of its registered share capital. The amount of the Company's registered share capital shall be reduced by the aggregate par value of those cancelled Shares. Where the purchase and cancellation of Shares are otherwise stipulated in the relevant rules by the regulatory authorities and the stock exchange of where the Company's Shares are listed, such provisions shall prevail.

No.	Before Amendments	After Amendments
25	Article 35 Except where the Company is in the course of liquidation, it must comply with the following provisions in repurchasing its own issued and outstanding Shares: (1) Where the Company repurchases its Shares at their par value, the amount of the total par value shall be deducted from the book balance of distributable profits of the Company or out of the proceeds of a new issue of Shares made for that purpose; (2) Where the Company repurchases its Shares at a premium, an amount equivalent to their total par value shall be deducted from the book balance of distributable profits of the Company or out of the proceeds of a new issue of Shares made for that purpose. Payment of the portion in excess of their par value shall be effected as follows: (i) if the Shares being repurchased were issued at their par value, payment shall be made out of the book balance of distributable profits of the Company;	Deleted

No.	Before Amendments	After Amendments
	(ii) if the Shares being repurchased were issued at a premium, payment shall be made out of the book balance of distributable profits of the Company or the proceeds of a new issue of Shares made for that purpose, provided that the amount paid out of the proceeds of the new issue may not exceed the aggregate of premiums received by the Company on the issue of the Shares repurchased or the current balance of the Company's premium account or capital reserve account (inclusive of the premiums from the new issue); (3) Payment by the Company in consideration for: (i) the acquisition of rights to repurchase its Shares; (ii) the variation of any contract to repurchase its Shares; (iii) the release of any obligation under any contract to repurchase its Shares. shall be made out of the Company's distributable profits;	

No.	Before Amendments	After Amendments
	(4) To the extent that Shares are repurchased out of an amount deducted from the distributable profits of the Company, the amount of the Company's registered capital reduced under the relevant requirements shall be transferred to the Company's premium account or capital reserve account.	
26	Article 36 The Company and its subsidiaries shall not, by any other means at any time, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire Shares of the Company. The said acquirer of Shares of the Company includes a person who directly or indirectly incurs any obligations due to the acquisition of Shares of the Company. The Company and its subsidiaries shall not, by any other means at any time, provide financial assistance to the said acquirer for the purpose of reducing or discharging the obligations assumed by that person. This provision does not apply to the circumstances stated in Article 38.	Article 26 The Company and its subsidiaries **(including affiliates) shall not provide gifts, loans, guarantees, or other forms of financial assistance to any other party for the purpose of acquiring the shares of the Company or its parent company, except for the implementation of the Company's employee shareholding plan.** **In the interests of the Company, the Company may, by the resolution of a shareholders' meeting, or by the resolution of the board of directors in accordance with these Articles of Association or as authorised by the shareholders' meeting, provide financial assistance to others for the acquisition of shares of the Company or those of its parent company, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. The relevant resolution of the board of directors shall be passed by more than two-thirds of all directors.** **Where a violation of the preceding two paragraphs causes losses to the Company, the directors and senior management members of the Company who are held responsible shall bear liability for compensation.**

No.	Before Amendments	After Amendments
27	Article 37 The financial assistance referred to in this Chapter includes, but not limited to the following meanings: (1) gift; (2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation in respect of the Company's own default) or release or waiver of any rights; (3) provision of loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or agreement; and (4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent. The expression "Incurring an obligation" referred to in this Chapter includes the incurring of obligations by the changing of the obligor's financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.	Deleted

No.	Before Amendments	After Amendments
28	Article 38 The following activities shall not be deemed to be activities as prohibited in Article 36: (1) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interest of the Company, and the principal purpose of giving the financial assistance is not for the acquisition of Shares of the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company; (2) the lawful distribution of the Company's assets by way of dividend; (3) the allotment of bonus Shares as dividends; (4) a reduction of registered capital, a repurchase of Shares or a reorganization of the share capital structure of the Company effected in accordance with the Articles of Association; (5) the lending of money by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company); and	Deleted

No.	Before Amendments	After Amendments
	(6) the provision of money by the Company for contributions to staff and workers' share schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company).	
29	Article 41 The Company shall keep a register of Shareholders, which shall contain the following particulars: (1) the name, address (residence), occupation or nature of each Shareholder; (2) the class and number of Shares held by each Shareholder; (3) the amount paid-up or payable in respect of Shares held by each Shareholder; (4) the serial numbers of the Shares held by each Shareholder; (5) the date on which a person registers as a Shareholder; and (6) the date on which a person ceases to be a Shareholder. …	Article 35 The Company shall **establish** a register of Shareholders **in accordance with the evidence from the securities registration and clearing organization,** which shall contain the following particulars: (1) the name, address (residence), occupation or nature of each Shareholder; (2) **the class and number of shares subscribed for by each** shareholder; (3) the amount paid-up or payable in respect of Shares held by each Shareholder; (4) the serial numbers of the **Shares** held by each shareholder **in paper form**; (5) the date on which a person registers as a Shareholder; and (6) the date on which a person ceases to be a Shareholder. …

No.	Before Amendments	After Amendments
30	Article 48 When the Company intends to convene a general meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholdings, the Board shall designate a day to be the record day. Shareholders whose names appear in the register of Shareholders at the end of the record date are Shareholders of the Company.	Article 42 When the Company intends to convene a **shareholders' meeting**, distribute dividends, liquidate and engage in other activities that involve **confirmation of shareholder identity, the Board of Directors or the convener of the shareholders' meeting shall determine a date as the share registration date. Shareholders registered after the close of trading on the share registration date shall be entitled to the relevant rights and interests.**
31	Article 51 Where the Company issues a replacement certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a Shareholder who thereafter registers as the owner of such Shares (in the case that he is a bona fide purchaser) shall not be removed from the register of Shareholders.	Deleted

No.	Before Amendments	After Amendments
32	Article 53 A Shareholder of the Company is a person who lawfully holds Shares of the Company and whose name is entered in the register of Shareholders. A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of Shares he holds. Shareholders holding the same class of Shares shall be entitled to the same rights and assume the same obligations. Shareholders holding Shares of different classes shall be entitled to the same rights during the dividend distribution or any other type of distribution. …	Article 46 A Shareholder of the Company is a person who lawfully holds Shares of the Company and whose name is entered in the register of Shareholders. A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the **class** and number of Shares he holds. Shareholders holding the same **class** of Shares shall be entitled to the same rights and assume the same obligations. Shareholders holding Shares of different classes shall be entitled to the same rights during the dividend distribution or any other type of distribution. …

No.	Before Amendments	After Amendments
33	Article 54 The ordinary Shareholders of the Company shall be entitled to the following rights: … (2) right to file a petition for, convene, preside over, attend or appoint a proxy to attend general meetings in accordance with the laws and to speak at the general meetings; to exercise or appoint a proxy to exercise voting rights thereat, unless individual Shareholders are required to abstain from voting on individual matters by laws, administrative regulations, the securities regulatory rules in the place where the Shares of the Company are listed or the Articles of Association; … (5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including: (i) the right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; (ii) the right to inspect and copy, subject to payment of a reasonable charge: 1. the register of all Shareholders;	Article 47 The ~~ordinary~~ Shareholders of the Company shall be entitled to the following rights: … (2) right to file a petition for, **convene**, preside over, attend or appoint a proxy to attend **shareholders' meetings** in accordance with the laws and to speak at the **shareholders' meetings**; to exercise or appoint a proxy to exercise voting rights thereat, unless individual Shareholders are required to abstain from voting on individual matters by laws, administrative regulations, the securities regulatory rules in the place where the Shares of the Company are listed or the Articles of Association; … **(5) the right to inspect, duplicate the Articles of Association, the register of shareholders, minutes of the shareholders' meetings, resolutions of the meetings of the Board of Directors and financial and accounting reports. Shareholders who meet the requirements may inspect the Company's accounting books and certifications;**

No.	Before Amendments	After Amendments
	2. personal particulars of each of the Company's Directors, Supervisors, general managers and other senior management members including: … (iii) the state of the Company's share capital; … The Company shall lodge documents (i) to (viii) aforementioned and any other applicable documents with the Company's Hong Kong address under the requirements of the listing rules, for the purpose of inspection by the public and holders of overseas-listed foreign Shares free of charge. Shareholders demanding inspection of the relevant information or copies of the materials mentioned in the preceding provision shall provide to the Company written documents evidencing the class and number of Shares of the Company they hold. Upon verification of the Shareholder's identity, the Company shall provide such information at the Shareholder's request. (6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of Shares held;	The Company shall lodge documents ~~(i) to (viii)~~ aforementioned and any other applicable documents with the Company's Hong Kong address under the requirements of the listing rules, for the purpose of inspection by the public and holders of overseas-listed foreign Shares free of charge. ~~**Shareholders demanding inspection of the relevant information or copies of the materials mentioned in the preceding provision shall provide to the Company written documents evidencing the class and number of Shares of the Company they hold. Upon verification of the Shareholder's identity, the Company shall provide such information at the Shareholder's request.**~~ (6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of Shares held; (7) the right to demand the Company to acquire Shares held by Shareholders (upon their request) who vote against any resolution proposed in any **shareholders' meeting** on the merger or division of the Company; and (8) other rights conferred by laws, administrative regulations, regulatory rules in the place where the Shares of the Company are listed and the Articles of Association.

No.	Before Amendments	After Amendments
	(7) the right to demand the Company to acquire Shares held by Shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company; and (8) other rights conferred by laws, administrative regulations, regulatory rules in the place where the Shares of the Company are listed and the Articles of Association.	**Where shareholders request for inspection or duplication the relevant information of the Company, they shall comply with the provisions of the Company Law, the Securities Law and other laws and regulations.**

No.	Before Amendments	After Amendments
34	Article 55 If a resolution passed at the Company's **general meeting** or Board meeting violates the laws or regulations, the Shareholders shall have the right to submit a petition to the court to render the same as invalid. If the procedures for convening, or the method of voting at, **a general meeting** or Board meeting violate the laws, regulations or the Articles of Association, or the contents of a resolution violates the Articles of Association, Shareholders shall be entitled to submit a petition to the court to rescind such resolutions within sixty (60) days from the date on which such resolution is adopted.	Article 48 If a resolution passed at the Company's **shareholders' meeting** or Board meeting violates the laws or regulations, the Shareholders shall have the right to submit a petition to the court to render the same as invalid. If the procedures for convening, or the method of voting at, **a shareholders' meeting** or Board meeting violate the laws, regulations or the Articles of Association, or the contents of a resolution violates the Articles of Association, Shareholders shall be entitled to submit a petition to the court to rescind such resolutions within sixty (60) days from the date on which such resolution is adopted. **However, this does not apply if such procedures for convening the shareholders' meeting and the board meeting, or the voting thereat, have only minor flaws that have no substantial impact on the resolution.** **Where the board of directors, shareholders and other stakeholders dispute the validity of a resolution of a shareholders' meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgement or ruling, such as a cancellation of a resolution, the stakeholders shall execute the resolution of the shareholders' meeting. The Company, its directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.**

No.	Before Amendments	After Amendments
		Where the People's Court makes a judgement or ruling on the relevant matter, the Company shall fulfil its obligations to disclose the information in accordance with laws, administrative regulations, and the rules of the securities supervision and administrative authority of the State Council and the stock exchange, fully explain the impact of the judgement or ruling on the Company, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the correction in a timely manner and fulfil its obligations to disclose the information accordingly.

No.	Before Amendments	After Amendments
35	Newly added	Article 49 **A resolution of the shareholders' meeting or board meeting of the Company shall not be valid under any of the following circumstances:** **(1) no shareholders' meeting or board meeting has been convened to pass the resolution;** **(2) the resolution is not voted on at the shareholders' meeting or board meeting;** **(3) the number of persons attending the meeting or the number of voting rights held by them does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or these Articles of Association;** **(4) the number of persons or the number of voting rights held by them voting for the resolution does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or these Articles of Association.**

No.	Before Amendments	After Amendments
36	Article 56 Where the Company incurs losses as a result of Directors' and senior management members' violation of the laws, regulations or the Articles of Association in the course of performing their duties with the Company, Shareholders individually or jointly holding 1% or more of the Company's Shares for more than 180 consecutive days shall be entitled to request in writing the supervisory board to initiate proceedings in the court. Where the Company incurs losses as a result of the supervisory board's violation of any provision of laws, regulations or the Articles of Association in the course of performing its duties with the Company, the Shareholders shall be entitled to make a request in writing to the Board to initiate proceedings in the court. In the event that the supervisory board or the Board refuses to initiate proceedings after receiving the written request of Shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, Shareholders described in the preceding paragraph shall have the right to initiate proceedings in the court directly in their own names in the interest of the Company.	Article 50 Where the Company incurs losses as a result of Directors' and senior management members' violation of the laws **(other than members of the audit committee under the Board of Directors)**, regulations or the Articles of Association in the course of performing their duties with the Company, Shareholders individually or jointly holding 1% or more of the Company's Shares for more than 180 consecutive days shall be entitled to request in writing **the audit committee under the Board of Directors** to initiate proceedings in the court. Where the Company incurs losses as a result of **the members of the audit committee under the Board of Directors'** violation of any provision of laws, regulations or the Articles of Association in the course of performing its duties with the Company, such **aforementioned** Shareholders shall be entitled to make a request in writing to the Board to initiate proceedings in the court.

No.	Before Amendments	After Amendments
	Shareholders described in the first paragraph of this article may also initiate proceedings in the court in accordance with the preceding two paragraphs in the event that the lawful interests of the Company are infringed upon by any third parties.	In the event that the Board or <u>**the audit committee under the Board of Directors**</u> refuses to initiate proceedings after receiving the written request of Shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, Shareholders described in the preceding paragraph shall have the right to initiate proceedings in the court directly in their own names in the interest of the Company. Shareholders described in the first paragraph of this article may also initiate proceedings in the court in accordance with the preceding two paragraphs in the event that the lawful interests of the Company are infringed upon by any third parties.

No.	Before Amendments	After Amendments
		In the event the directors and senior management of a wholly-owned subsidiary of the Company violate the law, administrative regulations or the provisions of these Articles of Association in performing their duties, and incur a loss to the Company, or in the event the legal interests of a wholly-owned subsidiary of the Company are violated by other parties and a loss is incurred, shareholders, either individually or jointly holding more than 1% of the Company's shares for more than 180 consecutive days may, in accordance with the provisions of the preceding three paragraphs of Article 189 of the Company Act, submit a written request to the audit committee or the board of directors of the wholly-owned subsidiary for commencing legal proceedings in the People's Court, or directly file a lawsuit with the People's Court in their own name. **If a wholly-owned subsidiary of the Company does not have a supervisory board or supervisors, but has an audit committee, it shall be executed in accordance with the provisions of paragraphs 1 and 2 of this Article.**

No.	Before Amendments	After Amendments
37	Article 58 The Shareholders of the Company shall assume the following obligations: (1) to abide by laws, administrative regulations and the Articles of Association; (2) to pay subscription monies according to the number of Shares subscribed and the method of subscription; (3) not to divest the Shares unless required by the laws and regulations; (4) not to abuse their Shareholders' rights to harm the interests of the Company or other Shareholders; and not to abuse the independent legal person status of the Company and the limited liability of Shareholders to harm the interests of any creditor of the Company; Shareholders of the Company who abuse their Shareholder's rights and thereby cause loss on the Company or other Shareholders shall be liable for indemnity according to the law; Where Shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of Shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such Shareholders shall be jointly and severally liable for the debts owed by the Company;	Article 52 The Shareholders of the Company shall assume the following obligations: (1) to abide by laws, administrative regulations and the Articles of Association; (2) to pay **subscription monies** according to the number of Shares subscribed and the method of subscription; (3) not to **withdraw the share capitals** unless required by the laws and regulations; (4) not to abuse their Shareholders' rights to harm the interests of the Company or other Shareholders; and not to abuse the independent legal person status of the Company and the limited liability of Shareholders to harm the interests of any creditor of the Company; **(5) other obligations imposed by laws, administrative regulations and the Articles of Association.** Shareholders of the Company who abuse their Shareholder's rights and thereby cause loss on the Company or other Shareholders shall be liable for indemnity according to the law. Where Shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of Shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such Shareholders shall be jointly and severally liable for the debts owed by the Company.

No.	Before Amendments	After Amendments
	(5) other obligations imposed by laws, administrative regulations and the Articles of Association. Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant Shares on subscription.	~~**Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant Shares on subscription.**~~
38	Newly added	Article 53 **The controlling shareholders and de facto controllers of the Company shall exercise their rights and fulfil their obligations in accordance with laws, administrative regulations, the requirements of the securities supervision and administrative authority of the State Council and stock exchanges to safeguard the interests of the listed company.**

No.	Before Amendments	After Amendments
39	Article 59 In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which Shares of the Company are listed, a controlling Shareholder (as defined in the following provision) shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the Shareholders of the Company: (1) to relieve a Director or supervisor of his duty to act honestly in the best interests of the Company; (2) to approve the expropriation by a Director or supervisor (for his own benefit or for the benefit of another person), in any guise, of the Company's assets, including (without limitation) opportunities beneficial to the Company; (3) to approve the expropriation by a Director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other Shareholders, including (without limitation) rights to distributions and voting rights save for a company restructuring submitted to the general meeting for approval in accordance with the Articles of Association.	Article 54 **Controlling shareholders and de facto controllers of the Company shall comply with the following provisions:** **(1) to exercise their rights as shareholders in accordance with the law and not to abuse their control or use their connected relationship to prejudice the legitimate interests of the Company or other shareholders;** **(2) to strictly fulfil their public statements and various undertakings and not to change or waive such statements and undertakings;** **(3) to fulfil their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are intended to occur;** **(4) not to appropriate the Company's funds in any way;** **(5) not to order, instruct, or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;**

No.	Before Amendments	After Amendments
	The controlling Shareholder and the de facto controller of the Company shall not use their connected relationship to act in detriment to the interests of the Company. If they have violated the provision and caused damage to the Company, they shall be liable for such damages. If a Shareholder holding 5% or more voting rights of the Company pledges his/her shares, he/she should report to the Company in writing on the day of such occurrence. The controlling Shareholder and the de facto controller of the Company shall have fiduciary duties towards the Company and its public Shareholders. The controlling Shareholder shall exercise its rights as a contributor in strict compliance with the laws. The controlling Shareholder take advantage of profit distribution, asset restructuring, foreign investment, possession of capital, lending and provision of guarantees to the detriment of the statutory interests of the Company and public Shareholders and shall not make use of its controlling status against the interests of the Company and public Shareholders.	**(6) not to make use of the Company's undisclosed material information to gain benefits, or disclose in any way undisclosed material information relating to the Company, or engage in insider trading, short-term trading, market manipulation or other illegal and unlawful acts;** **(7) not to prejudice the legitimate interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment or any other means;** **(8) to ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;** **(9) laws, administrative regulations, and the rules of the securities supervision and administrative authority of the State Council, business rules of stock exchanges and other requirements of these Articles of Association.**

No.	Before Amendments	After Amendments
		Where a controlling shareholder or de facto controller of the Company instructs a director or senior officer to engage in an act that is detrimental to the interests of the Company or its shareholders, he/she shall bear joint and several liability with the director or senior officer.
40	Newly added	Article 55 **A controlling shareholder or actual controllers shall maintain control over the Company and the stability of its production operations if they pledge the Company's shares held or effectively controlled by them.**
41	Newly added	Article 56 **In the event of any transfer of the Company's shares held by a controlling shareholder or actual controllers they shall comply with the restrictive provisions regarding the transfer of shares stipulated under the laws, administrative regulations and the rules of the securities regulatory body under the State Council and the stock exchange, as well as the undertakings they have made in respect of restrictions on share transfer.**

No.	Before Amendments	After Amendments
42	Article 60 The term "controlling Shareholder" referred to in the preceding article means a person who satisfies any one of the following conditions: (1) he alone, or acting in concert with others, has the power to elect more than half of the Board members; (2) he alone, or acting in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company; (3) he alone, or acting in concert with others, holds 30% or more of the issued and outstanding Shares of the Company; (4) he alone, or acting in concert with others, in any other manner controls the Company in fact. For the purposes hereof, the term "acting in concert" means two or more persons, pursuant to an agreement (whether verbal or written), agreed to obtain or consolidate control of a company through the acquisition by any of them of voting rights of the company.	Deleted
43	Article 61 The general meeting is the organ of authority of our Company and shall exercise its functions and powers in accordance with the law.	Article 57 **The shareholders' meeting of the Company, composed of all shareholders**, is the organ of authority of our Company and shall exercise its functions and powers in accordance with the law.

No.	Before Amendments	After Amendments
44	Article 62 The general meeting may exercise the following functions and powers: (1) to decide on the operating policies and investment plans of the Company; (2) to elect and remove Directors (not being staff representatives) and to fix the remuneration of the relevant Directors; (3) to elect and remove supervisors (not being staff representatives), and to fix the remuneration of the relevant supervisors; (4) to consider and approve the reports of the Board; (5) to consider and approve the reports of the supervisory board; (6) to consider and approve the proposed annual financial budgets and final accounts of the Company; (7) to consider and approve the profit distribution plans and loss recovery plans of the Company; (8) to adopt resolutions on any increase or reduction of registered capital of the Company; (9) to adopt resolutions on matters such as merger, division, dissolution, liquidation or conversion of corporate form of the Company;	Article 58 The **shareholders' meeting** may exercise the following functions and powers: ~~**(1) to decide on the operating policies and investment plans of the Company;**~~ (1) to elect and remove Directors (not being staff representatives) and to fix the remuneration of the relevant Directors; (2) to consider and approve the reports of the Board; ~~**(3) to elect and remove supervisors (not being staff representatives), and to fix the remuneration of the relevant supervisors;**~~ (3) to consider and approve the profit distribution plans and loss recovery plans of the Company; (4) to adopt resolutions on any increase or reduction of registered capital of the Company; ~~**(5) to consider and approve the reports of the supervisory board;**~~ (5) to adopt resolutions on matters such as merger, division, **spin off,** dissolution, liquidation or conversion of corporate form of the Company;

No.	Before Amendments	After Amendments
	(10) to adopt resolutions on the issue of bonds or other securities and listing plans of the Company; (11) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms; (12) to amend the Articles of Association; (13) to consider and approve matters relating to external guarantees under the Article 63 of the Articles of Association; (14) to consider and approve matters relating to the purchases and disposals of the Company's material assets which exceed 30% of the Company's latest audited total assets within one (1) year; (15) to consider and approve the changes in the use of proceeds; (16) to consider and approve the equity incentive plans; (17) to consider the proposals submitted by Shareholders holding 3% or more of the Company's voting Shares; (18) to consider other matters required by the regulatory rules of the place where the Shares of the Company are listed to be resolved by the general meeting;	~~(6) **to consider and approve the proposed annual financial budgets and final accounts of the Company;**~~ (6) to adopt resolutions on the issue of bonds or other securities and listing plans of the Company; (7) to adopt resolutions on the appointments, dismissals or non-reappointments of **any accounting firm engaged in the audit work of the Company;** (8) to amend the Articles of Association; (9) to consider and approve matters relating to external guarantees under the Article **59** of the Articles of Association; (10) to consider and approve matters relating to the purchases and disposals of the Company's material assets which exceed 30% of the Company's latest audited total assets within one (1) year; (11) to consider and approve the changes in the use of proceeds; (12) to consider and approve the equity incentive plans and **employee shareholding plan;** (13) to consider the proposals submitted by Shareholders holding **1% or more** of the Company's voting Shares;

No.	Before Amendments	After Amendments
	(19) other matters required by laws, administrative regulations, and the Articles of Association to be resolved by the general meeting. General meeting may authorize or engage the Board to attend to matters authorized or engaged by the general meeting under the condition that the laws, regulations and listing rules of the places of listing of the Company will not be contravened.	(14) to consider other matters required by the regulatory rules of the place where the Shares of the Company are listed to be resolved by the **shareholders' meeting**; (15) other matters required by laws, administrative regulations, and the Articles of Association to be resolved by the **shareholders' meeting**. **Shareholders' meeting** may authorize or engage the Board to attend to matters authorized or engaged by the **shareholders' meeting** under the condition that the laws, regulations and listing rules of the places of listing of the Company will not be contravened.

No.	Before Amendments	After Amendments
45	Article 63 The following external guarantees by the Company are subject to consideration and approval of the general meeting: (1) any guarantee provided by the Company and its controlled subsidiaries after the total amount of external guarantees exceeds 50% of the Company's latest audited net assets; (2) any guarantee provided by the Company and its controlled subsidiaries after the total amount of the Company's external guarantees exceeds 30% of the Company's latest audited total assets; (3) accumulated guarantee provided within recent 12 months exceeding 30% of the Company's latest audited total assets; (4) guarantees provided for the target of guarantees with asset-liability ratio exceeding 70%; (5) a single guarantee exceeding 10% of the Company's latest audited net assets; (6) guarantees provided to Shareholders, de facto controllers and their related parties;	Article 59 The following external guarantees by the Company are subject to consideration and approval of the **shareholders' meeting**: (1) any guarantee provided by the Company and its controlled subsidiaries after the total amount of external guarantees exceeds 50% of the Company's latest audited net assets; (2) any guarantee provided by the Company and its controlled subsidiaries after the total amount of the Company's external guarantees exceeds 30% of the Company's latest audited total assets; (3) accumulated **guarantee provided to others** within recent 12 months exceeding 30% of the Company's latest audited total assets; (4) guarantees provided for the target of guarantees with asset-liability ratio exceeding 70%; (5) a single guarantee exceeding 10% of the Company's latest audited net assets; (6) guarantees provided to Shareholders, de facto controllers and their related parties;

No.	Before Amendments	After Amendments
	(7) other guarantees required to be considered and approved by the general meeting as stipulated by the listing rules and the stock exchange of the place in which the Company's Shares are listed or by the Company's Articles of Association. When the general meeting considers the resolution in relation to the provision of guarantees to the Shareholders, the de facto controller and their related parties, such Shareholders or the Shareholders controlled by the de facto controller shall refrain from the voting, and this voting shall be passed by more than half of the voting rights represented by other Shareholders present at the general meeting. External guarantees other than above shall be reviewed and approved by the Board under authorisation, but shall be reviewed, agreed and resolved by more than two-thirds of the Directors present at the meeting of the Board and passed by more than half of all Directors of the Company.	(7) other guarantees required to be considered and approved by the **shareholders' meeting** as stipulated by the listing rules and the stock exchange of the place in which the Company's Shares are listed or by the Company's Articles of Association. When the **shareholders' meeting** considers the resolution in relation to the provision of guarantees to the Shareholders, the de facto controller and their related parties, such Shareholders or the Shareholders controlled by the de facto controller shall refrain from the voting, and this voting shall be passed by **more than half of the voting** rights represented by other Shareholders present at the **shareholders' meeting**. External guarantees other than above shall be reviewed and approved by the Board under authorisation, but shall be reviewed, agreed and resolved by more than two-thirds of the Directors present at the meeting of the Board and passed by more than half of all Directors of the Company.

No.	Before Amendments	After Amendments
46	Article 64 Unless a prior approval by way of special resolution is obtained in a general meeting, the Company shall not enter into any contract with any party other than the Directors, supervisors, general managers and other senior management members pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business.	Article 60 **Unless the Company is in a crisis or under any special circumstances**, the Company shall not enter into any contract with any party other than the Directors, ~~**supervisors**~~, general managers and other senior management members pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business, **unless otherwise approved by a special resolution at the shareholders' meeting.**

No.	Before Amendments	After Amendments
47	Article 65 General meetings of Shareholders shall be annual general meetings and extraordinary general meetings. A general meeting shall be convened by the Board. The annual general meeting shall be held once every year within six months after the end of the previous accounting year. The Board shall hold an extraordinary general meeting within two months upon the occurrence of one of the following circumstances: … (3) Shareholders individually or jointly holding 10% or more of the Company's issued Shares with voting rights request in writing to hold an extraordinary general meeting; (4) the Board considers it necessary or the supervisory board proposes to hold such a meeting; (5) One half or more of the independent Directors propose to hold such a meeting; (6) Other circumstances required by laws, administrative regulations, the securities regulatory rules in the place where the Shares of the Company are listed or the Articles of Association.	Article 61 **Shareholders' meetings** ~~of Shareholders~~ shall be annual **shareholders' meetings** and extraordinary **shareholders' meetings**. A **shareholders' meeting** shall be convened by the Board. The annual **shareholders' meeting** shall be held once every year within six months after the end of the previous accounting year. The Board shall hold an extraordinary **shareholders' meeting** within two months upon the occurrence of one of the following circumstances: … (3) Shareholders individually or jointly holding 10% or more of **shares** ~~the Company's issued Shares with voting rights~~ request in writing to hold an extraordinary **shareholders' meeting**; (4) the Board considers it necessary or **the Audit committee under the Board of Directors** proposes to hold such a meeting; ~~(5) One half or more of the independent Directors propose to hold such a meeting;~~ (5) Other circumstances required by laws, administrative regulations, the securities regulatory rules in the place where the Shares of the Company are listed or the Articles of Association.

No.	Before Amendments	After Amendments
48	Article 66 The place for holding the general meeting of the Company shall be the domicile of the Company or such other location as informed by the convenor of the general meeting. The general meeting shall have a venue and be held onsite. The Company shall also provide the internet or other conveniences to facilitate the participation of Shareholders in the general meeting. A Shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.	Article 62 The place for holding the **shareholders' meeting** of the Company shall be the domicile of the Company or such other location as informed by the convenor of the **shareholders' meeting**. The **shareholders' meeting** shall have a venue and be held onsite. The Company shall also provide the internet or other conveniences to facilitate the participation of Shareholders in the **shareholders' meeting**. **Shareholders may attend virtually and vote electronically via technological means.** A Shareholder who participated in a **shareholders' meeting** in the aforesaid manners shall be deemed to have been present at the meeting.
49	Article 67 A twenty (20) days' prior announcement for convening the annual general meeting shall be given to all shareholders; a fifteen (15) days' prior announcement for convening the extraordinary general meeting shall be given to all shareholders. Where the relevant rules of the regulatory authorities and the stock exchange of the place where the Company's Shares are listed provide otherwise for that, such provisions shall prevail. When calculating the time limit, the date of convening the meeting and the date of issuing the notice of the meeting shall not be included. For the purpose of the notice to be issued under this article, the issuance date thereof shall be the date on which the notice has been delivered to the postal office for posting by the Company or the share registrar appointed by the Company.	Article 63 A twenty (20) days' prior announcement for convening the annual **shareholders' meeting** shall be given to all shareholders; a fifteen (15) days' prior announcement for convening the extraordinary **shareholders' meeting** shall be given to all shareholders. Where the relevant rules of the regulatory authorities and the stock exchange of the place where the Company's Shares are listed provide otherwise for that, such provisions shall prevail. When calculating the time limit, the date of convening the meeting and the date of issuing the notice of the meeting shall not be included. ~~**For the purpose of the notice to be issued under this article, the issuance date thereof shall be the date on which the notice has been delivered to the postal office for posting by the Company or the share registrar appointed by the Company.**~~

No.	Before Amendments	After Amendments
50	Article 68 In the event the Company convenes a general meeting, a Board meeting, a supervisory board meeting, the Shareholders individually or jointly holding an aggregate of 3% or more of the Company's Shares with voting rights are entitled to propose ad hoc motions in writing to the Company. The Company incorporates any matters under such motions which fall within the scopes of the duties and functions of the general meeting into the agenda of the meeting. Shareholders individually or jointly holding more than 3% of Shares of the Company shall have the right to make ad hoc proposals and submit them in writing to the convener ten (10) days prior to the general meeting. The convener shall issue a supplementary notice of the general meeting announcing the contents of the ad hoc proposals within two (2) days upon receipt of the proposals. … The ad hoc motions by Shareholders shall be subject to the following requirements: (1) the contents shall not contravene with the requirements of the laws and regulations and shall fall within the duties and functions of general meetings; (2) with definite topics to discuss and specific matters to resolve; and	Article 64 In the event the Company convenes a **shareholders' meeting**, a Board meeting, **the audit committee meeting under the Board of Directors**, the Shareholders individually or jointly holding an aggregate of **1% or more** of the Company's Shares with voting rights are entitled to propose ad hoc motions in writing to the Company. The Company incorporates any matters under such motions which fall within the scopes of the duties and functions of the **shareholders' meeting** into the agenda of the meeting. Shareholders individually or jointly holding **more than 1%** of Shares of the Company shall have the right to make ad hoc proposals and submit them in writing to the convener ten (10) days prior to the **shareholders' meeting**. The convener shall issue a supplementary notice of the **shareholders' meeting** announcing the contents of the ad hoc proposals within two (2) days upon receipt of the proposals **and submit the temporary motion to the shareholders' meeting for consideration, provided the temporary motion that violates the laws, administrative regulations or the provisions of the Articles of Association, or is not fall within the duties of the shareholders' meeting.** …

No.	Before Amendments	After Amendments
	(3) shall be proposed ten (10) days prior to the convening of the general meeting and be submitted or delivered in writing to the Board.	**The content of the proposal shall fall within the scope of authority of the shareholders' meeting, have a clear subject matter and specific resolution items, and comply with the relevant provisions of laws, administrative regulations, and these Articles of Association.**
51	Article 69 Extraordinary general meetings shall not resolve matters not stated in the notice.	Article 65 **Proposals not set out in the notice of the shareholders' meeting or not in compliance with the Articles of Association shall not be voted on or resolved at the shareholders' meeting.**

No.	Before Amendments	After Amendments
52	Article 70 A notice of general meeting shall meet the following requirements: … (3) it shall state the matters to be discussed at the meeting; (4) it shall state the date of registration of equity entitlements for Shareholders having the right to attend the general meeting; (5) it shall provide Shareholders with such information and explanation as are necessary for them to make informed decisions in connection with the matters to be discussed. This principle shall include (but not be limited to) where the Company proposes to merge, repurchase its Shares, restructure share capital or undergo other reorganization. The specific conditions and contracts (if any) of the proposed transactions must be provided and the reasons and effects of the same must be properly explained;	Article 66 A notice of **shareholders' meeting** shall meet the following requirements: … (3) it shall state the matters **and proposals** to be **considered** at the meeting; (4) it shall state the date of registration of equity entitlements for Shareholders having the right to attend the **shareholders' meeting**; (5) it shall provide Shareholders with such information and explanation as are necessary for them to make informed decisions in connection with the matters to be discussed. This principle shall include (but not be limited to) where the Company proposes to merge, repurchase its Shares, restructure share capital or undergo other reorganization. The specific conditions and contracts **(if any)** of the proposed transactions must be provided and the reasons and effects of the same must be properly explained;

No.	Before Amendments	After Amendments
	(6) if any Director, supervisor, general manager and other senior management members have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such Director, supervisor, general manager and other senior management members in their capacity as Shareholders is different from that of other Shareholders of the same class, the differences shall also be specified; …… (8) it shall contain a clear statement that a Shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his behalf and that such proxies need not be Shareholders; … The notice and supplementary notice of a general meeting shall adequately and completely disclose the specific contents of all proposals. Where the opinions of the independent Directors are required on the issues to be discussed, such opinions and reasons thereof shall be disclosed when the notice or supplementary notice of the general meeting is served.	(6) if any Director, ~~**supervisor,**~~ general manager and other senior management members have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such Director, ~~**supervisor**~~, general manager and other senior management members in their capacity as Shareholders is different from that of other Shareholders of the same class, the differences shall also be specified; … (8) it shall contain a clear statement **that all ordinary shareholders have the right to attend and vote at the shareholders' meeting either in person or by proxy in writing,** and that such proxy need not be Shareholders; … The notice and supplementary notice of a **shareholders' meeting** shall adequately and completely disclose the specific contents of all proposals. ~~**Where the opinions of the independent Directors are required on the issues to be discussed, such opinions and reasons thereof shall be disclosed when the notice or supplementary notice of the shareholders' meeting is served.**~~

No.	Before Amendments	After Amendments
	The period between the date of registration of equity and the date of the meeting shall be no more than seven (7) working days. Once the date of registration of equity is confirmed, it shall not be changed.	The period between the date of registration of equity and the date of the meeting shall be no more than seven (7) working days. Once the date of registration of equity is confirmed, it shall not be changed.
53	Article 71 If the election of Directors or supervisors is proposed to be discussed at a general meeting, the notice of the meeting shall adequately specify the detailed information on the Director or supervisor candidates, which shall at least include: (1) personal information including educational background, work experience and other positions undertaken on apart-time basis; (2) whether the candidates are connected with the Company, its controlling Shareholders or de facto controllers; (3) disclosing the candidates' shareholdings in the Company; (4) whether the candidates have been subject to any punishment by the securities regulatory authority under the State Council or other relevant departments or to any sanction by any stock exchange; (5) other matters required to be disclosed under the listing rules of the place where the Shares of the Company are listed.	Article 67 If the election of Directors ~~or supervisors~~ is proposed to be discussed at a **shareholders' meeting**, the notice of **the meeting** shall adequately specify the detailed information on the Director ~~or supervisor~~ candidates, which shall at least include: (1) personal information including educational background, work experience and other positions undertaken on apart-time basis; (2) whether the candidates are connected with the Company, its controlling Shareholders or de facto controllers; (3) ~~disclosing~~ the candidates' shareholdings in the Company; (4) whether the candidates have been subject to any punishment by the securities regulatory authority under the State Council or other relevant departments or to any sanction by any stock exchange; (5) other matters required to be disclosed under the listing rules of the place where the Shares of the Company are listed.

No.	Before Amendments	After Amendments
	In addition to the adoption of the cumulative voting mechanism to elect Directors and supervisors, each candidate for Directors or supervisors shall be proposed in a separate proposal.	In addition to the adoption of the cumulative voting mechanism to elect Directors ~~and supervisors~~, each candidate for Directors ~~or supervisors~~ shall be proposed in a separate proposal.
54	Article 72 A notice of the general meeting shall be dispatched to Shareholders (regardless of their voting rights at the general meeting) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic-invested Shares, a notice of the general meeting may also be made by way of announcement. ...... After the notice of general meeting is issued, the general meeting shall not be postponed or cancelled without a proper reason and the proposals stated in the notice of the general meeting shall not be cancelled. In the event of any postponement or cancellation, the convener shall issue an announcement and state the reasons therein at least two working days before the original date of the general meeting.	Article 68 **Unless otherwise provided in the Articles of Association,** a notice of **the shareholders' meeting** shall be dispatched to Shareholders (regardless of their voting rights at **the shareholders' meeting**) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic-invested Shares, a notice of **the shareholders' meeting** may also be made by way of announcement. ...... After the notice of **shareholders' meeting** is issued, **the shareholders' meeting** shall not be postponed or cancelled without a proper reason and the proposals stated in the notice of **the shareholders' meeting** shall not be cancelled. In the event of any postponement or cancellation, the convener shall issue an announcement and state the reasons therein at least two working days before the original date of **the shareholders' meeting**.

No.	Before Amendments	After Amendments
55	Newly added	Article 70 **The Board of Directors of the company and other conveners shall take necessary measures to ensure the normal order of the shareholders' meeting. Conducts that interfere with the order of the shareholders' meeting, provoke trouble and infringe on the legal rights and interests of shareholders shall be stopped by taking appropriate measures and shall be promptly report to the relevant authorities for investigation and handling.**

No.	Before Amendments	After Amendments
56	Article 74 Any Shareholders entitled to attend and vote at a general meeting shall have the right to appoint one or several persons (who may not be Shareholders) to act as their proxies to attend and vote at the meeting on their behalf. If the Shareholder is a legal person, it may appoint one or more proxies to attend the general meeting and vote at the meeting, and if the Shareholder has appointed a proxy to attend the meeting, it shall be deemed to be present in person. The Shareholder may, by a person duly authorized by it, execute a form appointing a proxy. The proxies so appointed by the Shareholders shall exercise the following rights: (1) have the same right as the Shareholder to speak at the meeting; (2) have authority to demand or, jointly with others, in demanding a poll; and (3) have the right to vote by hands or on a poll, unless otherwise required by the applicable securities listing rules or other securities laws and regulations. Where more than one proxy is appointed, the proxies may only exercise the voting right on a poll.	Article 71 **All holders of ordinary shares registered on the share register as at the equity registration date (including holders of preference shares with restored voting rights), holders of shares with special voting rights, and other shareholders, as well as their proxies, shall have the right to attend the shareholders' meeting and to exercise their voting rights in accordance with applicable laws, regulations, and the Articles of Association.** **A shareholder may either attend the shareholders' meeting in person, or appoint a proxy to attend or vote on his/her behalf.** ......

No.	Before Amendments	After Amendments
57	Article 75 The instrument appointing a proxy shall be in writing under the hand of the appointing Shareholder or his attorney duly authorized in writing; where the appointing Shareholder is a legal person, such instrument shall be under its seal or under the hand of its Director or attorney duly authorized. The instrument appointing a proxy shall state the following: (1) the name of the appointing Shareholder and the name of the proxy; (2) the number of Shares in respect of which the proxy is given (if more than one (1) person are appointed as proxies, the instrument shall state the number of Shares in respect of which the proxy is given to each such person); (3) whether the proxy has voting rights; (4) the instructions on whether to vote for or against or abstain from voting on each matter included in the agenda of the general meeting; (5) whether the proxy has voting rights in respect of the ad hoc motions as might be included in the agenda of the general meeting, and, if yes, the specific instructions on how to exercise the voting rights;	Article 72 The instrument appointing a proxy shall be in writing under the hand of the appointing Shareholder, **specifying the matters, authority, and term of the proxy.** The instrument appointing a proxy shall state the following: (1) the name of the appointing Shareholder and the **name** of the proxy; (2) the **class and** number of Shares in respect of which the proxy is given (if more than one (1) person are appointed as proxies, the instrument shall state the number of Shares in respect of which the proxy is given to each such person); ~~**(3) whether the proxy has voting rights;**~~ (3) **the specific instructions from the shareholder, including instructions to** vote for or against or abstain from voting on each matter included in the agenda of the **shareholders' meeting**; ~~**(5) whether the proxy has voting rights in respect of the ad hoc motions as might be included in the agenda of the shareholders' meeting, and, if yes, the specific instructions on how to exercise the voting rights;**~~

No.	Before Amendments	After Amendments
	(6) the date of issue and effective period of the instrument; (7) signature (or seal) of the appointing Shareholder; (8) other requirements of regulatory rules of the place in which the Company's Shares are listed.	(4) the date of issue and effective period of the instrument; (5) signature (or seal) of the appointing Shareholder**, if the appointing shareholder is a legal person, the company seal shall be affixed;** (6) other requirements of regulatory rules of the place in which the Company's Shares are listed.

No.	Before Amendments	After Amendments
58	Article 76 Proxy forms shall be lodged with the domicile of the Company or other places specified in the notice of meeting 24 hours before the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting; where the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized. A notarially certified copy of that power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of meeting. Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the appointer. The Company has the right to request a proxy who attends the general meeting on behalf of a Shareholder to present proof of identity.	Article 73 **If an individual shareholder attends the meeting in person, he or she shall present his or her identity card or other valid documents or certificates proving his or her identity. If attending the meeting as a proxy for another person, he or she shall present his or her own valid identity documents and the shareholder's proxy form.**

No.	Before Amendments	After Amendments
	Where a legal entity Shareholder appoints its representative to attend the meeting, the Company has the right to request such representative to present proof of identity and a copy of the resolution (which is certified by a notary public) or the letter of authorization of the Board of the legal entity Shareholder or other decision-making authorities under which he/she is appointed (except for the recognized clearing house or its nominees).	**A legal person shareholder shall be represented at the meeting by its legal representative or a proxy duly authorized by the legal representative. If the legal representative attends the meeting in person, he or she shall present valid proof of identity and documents evidencing his or her qualification as the legal representative. If a proxy attends the meeting, the proxy shall present valid proof of identity and a written authorization issued by the legal representative of the legal person shareholder in accordance with the law.**
59	Article 77 Any form issued to a Shareholder by the Board for use by him for appointing a proxy shall allow the Shareholder to freely instruct the proxy to cast vote in favour of or against each resolution dealing with the businesses to be transacted at the meeting. Such letter of authorization shall contain a statement that in the absence of instructions by the Shareholder, his proxy may vote as he thinks fit.	Deleted
60	Article 78 Where the appointer has deceased, incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant Shares have been transferred prior to the voting, a vote given in accordance with the letter of authorization shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.	Deleted

No.	Before Amendments	After Amendments
61	Article 81 All Directors, supervisors and the Secretary to the Board shall be present at the general meeting while other senior management members shall be in attendance at the meeting unless there is reasonable ground for absence.	Article 76 **If the shareholders' meeting requests that directors or senior management attend the meeting, the directors or senior management shall attend and respond to inquiries from the shareholders.**
62	Article 82 The Company formulates the Rules of Procedures for General meetings, specifying in details the procedures for convening and voting at the general meeting, including notification, registration, reviewing, voting, counting of votes of proposals, announcement of voting results, formation of meeting resolutions, minutes of meeting and signing and announcement thereof, as well as principle for the authorization granted to the Board by the general meeting, and the authorization shall be clear and specific. The Rules of Procedures for General meetings shall be appended to the Articles of Association, and shall be formulated by the Board and approved by the general meeting.	Article 77 The Company formulates the Rules of Procedures for **Shareholders' meetings**, specifying in details the procedures for convening and voting at the **shareholders' meeting**, including notification, registration, reviewing, voting, counting of votes of proposals, announcement of voting results, formation of meeting resolutions, minutes of meeting and signing and announcement thereof, as well as principle for the authorization granted to the Board by the **shareholders' meeting**, and the authorization shall be clear and specific. The Rules of Procedures for **Shareholders' meetings** shall be appended to the Articles of Association, and shall be formulated by the Board and approved by the **shareholders' meeting**.

No.	Before Amendments	After Amendments
63	Article 86 Resolutions of general meetings are divided into ordinary resolutions and special resolutions. An ordinary resolution of a general meeting shall be passed with the approval of Shareholders (including proxies) present at the meeting who together hold or represent more than one half of the voting rights held or represented by all the Shareholders (including proxies) present at the meeting. A special resolution of a general meeting shall be passed with the approval of Shareholders (including proxies) present at the meeting who together hold or represent more than two thirds of the voting rights held or represented by all the Shareholders (including proxies) present at the meeting.	Article 81 Resolutions of **shareholders' meetings** are divided into ordinary resolutions and special resolutions. An ordinary resolution of a **shareholders' meeting** shall be passed with the approval of Shareholders ~~**(including proxies)**~~ present at the meeting who together hold or represent **more than one half** of the voting rights held or represented by all the Shareholders ~~**(including proxies)**~~ present at the meeting. A special resolution of a **shareholders' meeting** shall be passed with the approval of Shareholders ~~**(including proxies)**~~ present at the meeting who together hold or represent more than two thirds of the voting rights held or represented by all the Shareholders ~~**(including proxies)**~~ present at the meeting.

No.	Before Amendments	After Amendments
64	Article 87 Shareholders (including proxies) shall exercise their voting rights at a general meeting according to the number of voting Shares they represent, with one vote for each share. When material matters affecting the interests of small and medium investors are being considered at a general meeting, votes of small and medium investors shall be counted separately. The results of the separate vote count shall be disclosed publicly in a timely manner. Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting Shares represented by Shareholders present at a general meeting. In soliciting voting rights of Shareholders, information such as specific voting intention shall be sufficiently disclosed to the Shareholders from whom voting rights are being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. The Company may not propose any minimum shareholding restriction on the solicitation of voting rights.	Article 82 Shareholders ~~(including proxies)~~ shall exercise their voting rights at a **shareholders' meeting** according to the number of voting Shares they represent, with one vote for each share, **except for shareholders of shares of special classes**. When material matters affecting the interests of small and medium investors are being considered at a **shareholders' meeting**, votes of small and medium investors shall be counted separately. The results of the separate vote count shall be disclosed publicly in a timely manner. Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting Shares represented by Shareholders present at a **shareholders' meeting**. **If a shareholder acquires shares with voting rights of the company in violation of Article 63, Paragraphs 1 and 2 of the Securities Law, the portion of shares exceeding the prescribed limit shall not carry voting rights for a period of thirty-six months following the acquisition and shall not be counted toward the total number of shares with voting rights present at the shareholders' meeting.**

No.	Before Amendments	After Amendments
	When connected transactions are being considered at a general meeting, the connected Shareholders shall abstain from voting, and the number of voting Shares held by them shall not be counted in the total number of valid votes. The announcement on the resolutions of the general meeting shall fully disclose the voting of the Shareholders who are not connected parties.	In soliciting voting rights of Shareholders, information such as specific voting intention shall be sufficiently disclosed to the Shareholders from whom voting rights are being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. **Except as required by law,** the Company may not propose any minimum shareholding restriction on the solicitation of voting rights. When connected transactions are being considered at a **shareholders' meeting**, the connected Shareholders shall abstain from voting, and the number of voting Shares held by them shall not be counted in the total number of valid votes. The announcement on the resolutions of **the shareholders' meeting** shall fully disclose the voting of the Shareholders who are not connected parties. ......

No.	Before Amendments	After Amendments
65	Article 89 Unless otherwise provided by applicable securities listing rules or other securities laws and regulations, voting at a general meeting shall be decided on a show of hands unless a poll is (before or after any vote by show of hands) demanded by the following persons: (1) the Chairman of the Board of the meeting; (2) at least two Shareholders entitled to vote in person or proxies with voting rights; or (3) one or more Shareholders (including proxy) separately or jointly representing 10% or more of all Shares carrying right to vote at the meeting. Unless otherwise provided by applicable securities listing rules or other securities laws and regulations or a poll is demanded according to the preceding paragraph, a declaration by the Chairman of the Board that a resolution has been passed on a show of hands and the recording of such in the minutes of meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who makes such demand.	Deleted

No.	Before Amendments	After Amendments
66	Article 90 A poll demanded on such matters as the election of Chairman of the Board or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the Chairman of the Board may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be deemed to be a resolution of that meeting.	Deleted
67	Article 91 On a poll taken at a meeting, a Shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.	Deleted
68	Article 92 In the election of Directors by the general meeting, if there are more than two candidates, each share held by Shareholders (including its proxies) shall have the same voting rights as the candidates, and they can either concentrate all the votes to elect one person or separate the votes to elect a number of persons, but shall make explanations on such distribution of the voting rights.	Deleted
69	Article 93 In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Board of the meeting shall have a casting vote.	Deleted

No.	Before Amendments	After Amendments
70	Article 94 The following matters shall be resolved by ordinary resolutions at general meetings: (1) work reports of the Board and the supervisory board; (2) plans formulated by the Board for distribution of profits and for making up losses; (3) the election and removal of members of the Board and the Shareholder representative supervisors and their remuneration and payment methods; (4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements; (5) the Company's annual report; and (6) matters other than these required by the laws, administrative regulations, the listing rules of the stock exchange on which the Company's Shares are listed or by the Articles of Association to be adopted by special resolutions.	Article 84 The following matters shall be resolved by ordinary resolutions at **shareholders' meetings**: (1) work reports of the Board ~~**and the supervisory board**~~; (2) plans formulated by the Board for distribution of profits and for making up losses; (3) **the election and removal** of members of the Board ~~**and the Shareholder representative supervisors**~~ and their remuneration and payment methods; ~~**(4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;**~~ ~~**(5) the Company's annual report; and**~~ (4) matters other than these required by the laws, administrative regulations, the listing rules of the stock exchange on which the Company's Shares are listed or by the Articles of Association to be adopted by special resolutions.

No.	Before Amendments	After Amendments
71	Article 95 The following matters shall be resolved by special resolutions at <u>general meetings</u>: (1) increase or reduction of the share capital, <u>repurchase of the Company's Shares</u> and issue of Shares of any class, stock warrants or other similar securities; (2) <u>issuance of corporate bonds;</u> (3) the <u>division</u>, merger, dissolution, liquidation or change of corporate forms of the Company; (4) amendments to the Articles of Association; (5) the purchase and disposal of the Company's material assets or the amount of guarantee which exceed 30% of the Company's latest audited total assets within one (1) year;	Article 85 The following matters shall be resolved by special resolutions at <u>**shareholders' meetings**</u>: (1) increase or reduction of the share capital, ~~**repurchase of the Company's Shares**~~ and issue of Shares of any class, stock warrants or other similar securities; ~~**(2) issuance of corporate bonds;**~~ (2) the <u>**division**</u>, merger, dissolution, liquidation or change of corporate forms of the Company; (3) amendments to the Articles of Association; (4) the purchase and disposal of the Company's material assets or the amount of guarantee <u>**provided to others**</u> which exceed 30% of the Company's latest audited total assets within one (1) year; ......

No.	Before Amendments	After Amendments
72	Article 96 Regarding the proposal of the independent Director(s) to convene an extraordinary general meeting, the Board shall, according to provisions of the laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal. If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the Board. If the Board does not agree to hold the extraordinary general meeting, it shall give the reasons and make an announcement in respect thereof.	Article 86 **The Board of Directors shall convene shareholders' meetings within the prescribed time limit.** **Upon approval by more than half of all independent directors, the independent directors shall have the right to propose to the Board the convening of an extraordinary shareholders' meeting.** Regarding the proposal of the independent Director(s) to convene an extraordinary **shareholders' meeting**, the Board shall, according to provisions of the laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary **shareholders' meeting** within ten (10) days after receipt of the proposal. If the Board agrees to convene the extraordinary **shareholders' meeting**, it shall serve a notice of such meeting within five (5) days after the resolution is made by the Board. If the Board does not agree to hold the extraordinary **shareholders' meeting**, it shall give the reasons and make an announcement in respect thereof.

No.	Before Amendments	After Amendments
73	Article 98 When requesting the convening of an extraordinary general meeting or a Class Meeting, Shareholders shall comply with the following procedures: (1) Two (2) or more Shareholders individually or jointly holding 10% or more of the Shares carrying the right to vote at the forthcoming meeting, shall sign one (1) or more written requests of the same form stating the object of the meeting and demanding that the Board convene an extraordinary general meeting or a Class Meeting thereof. The Board shall furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting or a Class Meeting within ten (10) days following the receipt of such written requests pursuant to the provisions of laws, administrative regulations and the Articles of Association. ……	Article 88 When requesting the convening of an extraordinary **shareholders' meeting** or a Class Meeting, Shareholders shall comply with the following procedures: (1) ~~Two (2) or more~~ Shareholders individually or **jointly** holding more than 10% of the Shares carrying the right to vote at the forthcoming meeting, **shall submit a written request to the Board of Directors.** The Board shall furnish a written reply stating its agreement or disagreement to the convening of the extraordinary **shareholders' meeting** or a Class Meeting within ten (10) days following the receipt of such written requests pursuant to the provisions of laws, administrative regulations and the Articles of Association. …… (2) In the event that the Board disagrees to convene a **shareholders' meeting** or a Class Meeting, or fails to furnish any reply within ten (10) days from the date of receipt of such request, Shareholder(s) individually or jointly holding 10% or more of the Shares carrying the right to vote at the forthcoming meeting shall be entitled to propose to **the audit committee of the Board** in writing for the purpose of convening an extraordinary **shareholders' meeting** or a Class Meeting.

No.	Before Amendments	After Amendments
	(2) In the event that the Board disagrees to convene a general meeting or a Class Meeting, or fails to furnish any reply within ten (10) days from the date of receipt of such request, Shareholder(s) individually or jointly holding 10% or more of the Shares carrying the right to vote at the forthcoming meeting shall be entitled to propose to the supervisory board in writing for the purpose of convening an extraordinary general meeting or a Class Meeting. In the event that the supervisory board agrees to convene a general meeting or a Class Meeting, it shall issue the notice of the general meeting or the Class Meeting within five (5) days from the date of receipt of such request. If there is any change to the original proposals in the notice, it shall be approved by the relevant Shareholders. In the event that no notice of the general meeting or the Class Meeting is issued by the supervisory board within the stipulated period, the supervisory board is deemed not to convene and chair the general meeting or the Class Meeting, in which case the Shareholder(s) individually or jointly holding 10% or more of the Company's Shares for more than consecutive ninety (90) days may convene and chair such meeting on their own.	In the event that **the audit committee of the Board** agrees to convene a **shareholders' meeting** or a Class Meeting, it shall issue the notice of the **shareholders' meeting** or the Class Meeting within five (5) days from the date of receipt of such request. If there is any change to the original proposals in the notice, it shall be approved by the relevant Shareholders. In the event that no notice of the **shareholders' meeting** or the Class Meeting is issued by **the audit committee of the Board** within the stipulated period, **the audit committee of the Board** is deemed not to convene and chair **the shareholders' meeting** or the Class Meeting, in which case the Shareholder(s) individually or jointly holding 10% or more of the Company's Shares for more than consecutive ninety (90) days may convene and chair such meeting on their own. In the event that Shareholders or **the audit committee of the Board** convene a meeting due to the failure by the Board to duly convene the same upon the above requests, all reasonable expenses so incurred shall be borne by the Company, by deducting from such sums owed by the Company to the Director who is in breach of his duty.

No.	Before Amendments	After Amendments
	In the event that Shareholders or the supervisory board convene a meeting due to the failure by the Board to duly convene the same upon the above requests, all reasonable expenses so incurred shall be borne by the Company, by deducting from such sums owed by the Company to the Director who is in breach of his duty. Save for the trade secrets of the Company, the Board and the supervisory board shall reply to or explain on enquiries and advice from the Shareholders at general meetings.	Save for the trade secrets of the Company, the Board and **the audit committee of the Board** shall reply to or explain on enquiries and advice from the Shareholders at **shareholders' meetings.**
74	Article 99 In the event that the supervisory board or Shareholders decide to convene the general meeting on its/their own, it/they shall send a written notice to the Board, and at the same time file the notice with the local branch of the CSRC and the stock exchange of the place where the Company is located. Before the resolutions of general meeting are announced, the shareholding proportion of the convening Shareholders should not be less than 10%. When issuing the notice of the general meeting and the announcement of resolutions of the general meeting, the supervisory board and convening Shareholders shall submit relevant supporting materials to the local branch of the CSRC and the stock exchange of the place where the Company is located.	Article 89 In the event that **the the audit committee of the Board** or Shareholders decide to convene the **shareholders' meeting** on its/their own, it/they shall send a written notice to the Board, and at the same time file the notice with ~~**the local branch of the CSRC and**~~ the stock exchange of the place ~~**where the Company is located**~~. When issuing the notice of the **shareholders' meeting** and the announcement of resolutions of the **shareholders' meeting**, **the audit committee of the Board** and convening Shareholders shall submit relevant supporting materials to ~~**the local branch of the CSRC and**~~ the stock exchange of the place where the Company is located. Before the resolutions of **shareholders' meeting** are announced, the shareholding proportion of the convening Shareholders should not be less than 10%.

No.	Before Amendments	After Amendments
75	Article 100 In the event that the supervisory board or Shareholders convene a general meeting on its/their own, the Board and the Secretary to the Board shall assist. The Board shall provide the register of Shareholders as at the equity registration date. In the event that the supervisory board or Shareholders convene a general meeting on its/their own, all necessary expenses arising therefrom shall be borne by the Company.	Article 90 In the event that **the audit committee of the Board** or Shareholders convene a **shareholders' meeting** on its/their own, the Board and the Secretary to the Board shall assist. The Board shall provide the register of Shareholders as at the equity registration date. ~~**In the event that the supervisory board or Shareholders convene a shareholders' meeting on its/their own, all necessary expenses arising therefrom shall be borne by the Company.**~~

No.	Before Amendments	After Amendments
76	Article 101 A general meeting shall be convened and presided over by the Chairman of the Board; where the Chairman of the Board fails to attend the meeting, Vice Chairman of the Board (Vice Chairman of the Board jointly elected by more than half of the Directors if the Company has two or more Vice Chairmen of the Board) shall convene and preside over the meeting; where both of Chairman of the Board and Vice Chairman of the Board fail to attend the meeting, one Director of the Company designated by the Board shall convene and preside over the meeting; where the Board fails to designate the Director to preside over the meeting, one person shall be elected by the Shareholders present to preside over the meeting; where the Shareholders fail to elect such person, the Shareholder (including the proxy) who holds the Shares carrying the most voting rights shall preside over the meeting. A general meeting convened by the supervisory board on its own shall be presided over by the chairman of the supervisory board. In the event that the chairman of the supervisory board is unable or fails to perform the duty thereof, more than half of the supervisors shall elect a supervisor to preside over the meeting. A general meeting convened by Shareholders on their own shall be presided over by a representative recommended by the convener.	Article 91 A **shareholders' meeting** shall be convened and **presided over** by the Chairman of the Board; where the Chairman of the Board fails to attend the meeting, Vice Chairman of the Board (Vice Chairman of the Board jointly elected by **more than half** of the Directors if the Company has two or more Vice Chairmen of the Board) shall convene and **preside over** the meeting; where both of Chairman of the Board and Vice Chairman of the Board fail to attend the meeting, **a director of the Company shall be elected by a majority of the directors to preside over the meeting.** A **shareholders' meeting** convened by **the audit committee of the Board** on its own shall be presided over by **the chairman of the of the audit committee**. In the event that **the chairman of the of the audit committee** is unable or fails to perform the duty thereof, more than half of the **audit committee members** shall elect **a member of the audit committee** to preside over the meeting. A **shareholders' meeting** convened by Shareholders on their own shall be presided over by a representative recommended by the convener.

No.	Before Amendments	After Amendments
	Where the chairman of the meeting violates the rules of procedure during the general meeting and renders it impossible for the general meeting to continue, a person may be elected at the general meeting to act as the chairman of the meeting to proceed with the meeting, subject to the approval of more than half of Shareholders carrying voting rights present at the meeting.	Where the chairman of the meeting violates the rules of procedure during **the shareholders' meeting** and renders it impossible for **the shareholders' meeting** to continue, a person may be elected at **the shareholders' meeting** to act as the chairman of the meeting to proceed with the meeting, subject to the approval of more than half of Shareholders carrying voting rights present at **the meeting**.
77	Article 102 The general meeting shall be recorded in minutes, for which the Secretary to the Board shall be responsible. The minutes of meeting shall cover the following: (1) the date, place and agenda of the meeting, and the name or title of the convener; (2) the name of the chairman of the meeting, and the Directors, supervisors, general managers and other senior management attending or present at the meeting; (3) the number of Shareholders or their proxies attending the meeting, the total number of voting Shares held them, and its proportion to the total number of Shares of the Company; (4) the process of consideration, highlights of speeches and the voting results in respect of each proposal;	Article 92 The **shareholders' meeting** shall be recorded in minutes, for which the Secretary to the Board shall be responsible. The minutes of meeting shall cover the following: (1) the date, place and agenda of the meeting, and the name or title of the convener; (2) the name of **the chairman** of the meeting, and the Directors, ~~supervisors,~~ general managers and other senior management attending or present at the meeting; (3) the number of Shareholders or their proxies attending the meeting, the total number of voting Shares held them, and its proportion to the total number of Shares of the Company;

No.	Before Amendments	After Amendments
	(5) details of the inquiries or suggestions of Shareholders, and the corresponding response or explanations; (6) the name(s) of the lawyer(s), vote counter(s) and scrutineer(s); (7) other contents that shall be recorded in the minutes of the meeting in accordance with the Articles of Association. The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The attending Directors, supervisors, Secretary to the Board, convener or its representative, and the chairman of the meeting shall sign the minutes of the meeting. The convener shall ensure the general meeting goes on smoothly until final resolutions are made. Where the general meeting is adjourned or unable to make resolutions due to special reasons, e.g., force majeure, necessary measures shall be taken to resume the general meeting as soon as possible or terminate it outright, and an announcement shall be made in a timely manner. And the convener shall report it to the local office of the CSRC in the region where the Company operates and the stock exchange.	**(4) The number of voting shares and the proportion of the Company's total shares held by domestic shareholders and domestic-listed foreign-invested shareholders attending the shareholders' meeting, including both ordinary shareholders and class shareholders;** (5) the process of consideration, highlights of speeches and the voting results in respect of each proposal; (6) **The voting results of domestic shareholders and domestic-listed foreign-invested shareholders, including both ordinary shareholders and class shareholders, on each resolution;** (7) details of the inquiries or suggestions of Shareholders, and the corresponding response or explanations; (8) the name(s) of the lawyer(s), vote counter(s) and scrutineer(s); (9) other contents that shall be recorded in the minutes of the meeting in accordance with the Articles of Association.

No.	Before Amendments	After Amendments
		The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The attending Directors, ~~**supervisors,**~~ Secretary to the Board, convener or its representative, and the chairman of the meeting shall sign **or affix their seal** on the minutes of the meeting. **The minutes shall be retained together with the attendance register of shareholders present at the meeting, the proxies' powers of attorney, and valid records of voting conducted online or by other means, for a period of no less than ten years.** The convener shall ensure **the shareholders' meeting** goes on smoothly until final resolutions are made. Where **the shareholders' meeting** is adjourned or unable to make resolutions due to special reasons, e.g., force majeure, necessary measures shall be taken to resume **the shareholders' meeting** as soon as possible or terminate it outright, and an announcement shall be made in a timely manner. And the convener shall report it to the local office of the **securities regulatory authority of the State Council** in the region where the Company operates and the stock exchange.
78	Article 103 The Chairman of the Board of the meeting shall determine whether or not a resolution of the general meeting shall be adopted. His decision shall be final and conclusive and shall be announced at the meeting and recorded in the minutes.	Deleted

No.	Before Amendments	After Amendments
79	Article 104 In the event that the Chairman of the Board of the meeting has any doubt as to the result of a resolution put forward for voting, he may have the votes counted. In the event that the Chairman of the Board of the meeting fails to have the votes counted, any Shareholder present in person or by proxy objects to the result announced by the Chairman of the Board of the meeting may demand that the votes be counted immediately after the declaration of the voting result, the Chairman of the Board of the meeting shall have the votes counted immediately.	Article 93 In the event that **the Chairman** of the Board of the meeting has any doubt as to the result of a resolution put forward for voting, he may have the votes counted. In the event that **the Chairman** of the Board of the meeting fails to have the votes counted, any Shareholder present in person or by proxy objects to the result announced by **the Chairman** of the Board of the meeting may demand that the votes be counted immediately after the declaration of the voting result, **the Chairman** of the Board of the meeting shall have the votes counted immediately.
80	Article 105 In the event that the votes are counted at the general meeting, the counting results shall be recorded in the minutes of the meeting. The minutes of the meeting together with the attendance book for Shareholders' signing and the proxy forms for proxies attending the meeting, and the valid information of online voting and other means of voting shall be kept at the domicile of the Company. The abovementioned minutes of the meeting, the attendance book and the proxy forms for proxies shall not be destroyed within ten (10) years.	Article 94 In the event that the votes are counted at the **shareholders' meeting**, the counting results shall be recorded in the minutes of the meeting. ~~**The minutes of the meeting together with the attendance book for Shareholders' signing and the proxy forms for proxies attending the meeting, and the valid information of online voting and other means of voting shall be kept at the domicile of the Company. The abovementioned minutes of the meeting, the attendance book and the proxy forms for proxies shall not be destroyed within ten (10) years.**~~

No.	Before Amendments	After Amendments
81	Article 107 The list of candidates for Directors and supervisors shall be submitted to the general meeting for voting by way of proposal. When the general meeting votes for election of Directors or supervisors, the cumulative voting system may be adopted according to the provisions of the Articles of Association or the resolutions of the general meeting. The cumulative voting system as referred to in the preceding paragraph means that in the election of Directors or supervisors at a general meeting, each share shall carry the same number of voting rights as the number of Directors or supervisors to be elected, and the voting rights owned by Shareholders may be cumulatively used. The Board shall announce biography and basic information of candidates for Directors and supervisors to the Shareholders.	Article 96 The list of candidates for Directors ~~**and supervisors**~~ shall be submitted to **the shareholders' meeting** for voting by way of proposal. When **the shareholders' meeting** votes for election of Directors ~~**or supervisors**~~, the cumulative voting system may be adopted according to the provisions of the Articles of Association or the resolutions of **the shareholders' meeting**. **When the shareholders' meeting elects two or more independent directors, cumulative voting shall be applied.** The cumulative voting system as referred to in the preceding paragraph means that in the election of Directors ~~**or supervisors**~~ at a **shareholders' meeting**, each share shall carry the same number of voting rights as the number of Directors ~~**or supervisors**~~ to be elected, and the voting rights owned by Shareholders may be cumulatively used. The Board shall announce biography and basic information of candidates for Directors ~~**and supervisors**~~ to the Shareholders.
82	Article 109 A proposal being considered at the general meeting shall not be amended; otherwise, any amendment made to such proposal shall be considered as a new proposal, which shall not be eligible for voting at the same meeting.	Article 98 A proposal being considered at the **shareholders' meeting** shall not be amended; **If amended,** any amendment made to such proposal shall be considered as a new proposal, which shall not be eligible for voting at the same meeting.

No.	Before Amendments	After Amendments
83	Article 112 ...... The Shareholders of the Company or their proxies who cast their votes online or by other means shall be entitled to check their respective voting results through corresponding voting systems.	Article 101 ...... The Shareholders of the Company or their proxies who cast their votes online or by other means shall be entitled to check their respective voting results through corresponding voting systems **or by other means**.
84	Article 117 Where a proposal on the election of Directors or supervisors is passed at the general meeting, the term of office of such new Directors or supervisors shall commence on the date on which the relevant resolution is passed at the general meeting or on the date determined by the general meeting. Where the staff representative Director in the new session of the Board and the staff representative supervisor in the new session of the supervisory board are determined through democratic election before the new session of the Board and the new session of supervisory board are determined, the term of office of the staff representative Director and the staff representative supervisor shall commence on the date on which the new session of the Board and the new session of the supervisory board are determined. In any other cases, the term of office of the staff representative Director and the staff representative supervisor shall commence on the date of democratic election.	Article 106 Where a proposal on the election of Directors ~~or supervisors~~ is passed at **the shareholders' meeting**, the term of office of such new Directors ~~or supervisors~~ shall commence on the date on which the relevant resolution is passed at **the shareholders' meeting** or on the date determined by **the shareholders' meeting**. Where the staff representative Director in the new session of the Board ~~and the staff representative supervisor in the new session of the supervisory board~~ are determined through democratic election before the new session of the Board ~~and the new session of supervisory board~~ are determined, the term of office of the staff representative Director ~~and the staff representative supervisor~~ shall commence on the date on which the new session of the Board ~~and the new session of the supervisory board~~ are determined. In any other cases, the term of office of the staff representative Director ~~and the staff representative supervisor~~ shall commence on the date of democratic election.

No.	Before Amendments	After Amendments
85	Article 120 Shareholders holding different classes of Shares shall be class Shareholders. ……	Article 109 Shareholders holding different **classes** of Shares shall be class Shareholders. ……
86	Newly added	Article 121 **The directors of the Company shall be natural persons who shall not serve as a director if any of the following circumstances applies:** **(1) lacks civil capacity or has limited civil capacity;** **(2) as been sentenced for embezzlement, bribery, misappropriation of property, or disrupting the socialist market economic order, or has been deprived of political rights for committing a crime, and five years have not elapsed since the expiration of the sentence; or has been given a suspended sentence, and two years have not elapsed since the expiration of the probationary period;** **(3) has served as a director, factory manager, or manager of a company or enterprise undergoing bankruptcy liquidation and bears personal responsibility for the bankruptcy, and three years have not elapsed since the completion of the bankruptcy liquidation of such company or enterprise;**

No.	Before Amendments	After Amendments
		(4) has served as the legal representative of a company or enterprise whose business license was revoked or was ordered to close due to violations of laws and bears personal responsibility, and three years have not elapsed since the revocation of the business license or the order to close. **(5) as been listed by a people's court as a dishonest person subject to enforcement due to failure to repay substantial personal debts upon maturity;** **(6) has been subject to a securities market ban imposed by the securities supervision and administrative authority of the State Council, and the period of the ban has not yet expired;** **(7) has been publicly deemed by a stock exchange as unfit to serve as a director or senior management personnel of a listed company, and the period of such determination has not yet expired;** **(8) other conditions as provided by laws, administrative regulations, departmental rules or regulatory authorities at the places where the Company's Shares are listed.**

No.	Before Amendments	After Amendments
		Any election, appointment, or nomination of a director in violation of the provisions of this Article shall be invalid. If a director falls under any of the circumstances set out in this Article during his or her term of office, the Company shall remove him or her from office and suspend his or her performance of duties.
87	Article 133 The Company shall establish a Board. The Board consists of seven (7) to thirteen (13) Directors. The Board shall comprise one (1) Chairman, one (1) to two (2) Vice Chairmen and at least one third of Directors in the Board are independent non-executive Directors.	Article 122 The Company shall establish a Board. The Board consists of seven (7) to thirteen (13) Directors, one (1) Chairman. One (1) to two (2) Vice Chairmen **may be appointed**. **The Board shall include at least three independent** ~~non-executive~~ **directors,** representing at least one third of the total number of directors. **The Board of Directors shall include representatives of the Company's employees. Employee representatives on the Board shall be elected by the Company's employees through the employees' representative assembly, the general employees' meeting, or other forms of democratic election.**

No.	Before Amendments	After Amendments
88	Article 134 Directors shall be elected at the general meeting. The term of office of the Directors shall be three (3) years. Upon expiration of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment. The Chairman of the Board and Vice Chairman of the Board shall be elected and removed by more than one-half of all Directors. The term of office of the Chairman shall be three (3) years, renewable upon re-election. The term of office of Vice Chairman of the Board shall be three (3) years, renewable upon re-election. The term of office of a Director shall commence from his accession till the expiry of the term of the current session of the Board. Where no new election is made upon expiry of the term of a Director, the original Director shall, before the newly-elected Director assumes his/her office, continue to perform his/her duties as a Director in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association.	Article 123 Directors shall be **elected or replaced** by the **shareholders' meeting and may be removed from office by the shareholders' meeting before the expiration of their term.** The term of office of the Directors shall be three (3) years. Upon expiration of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment. The Chairman of the Board and Vice Chairman of the Board shall be elected and removed by more than one-half of all Directors. The term of office of the Chairman shall be three (3) years, renewable upon re-election. The term of office of Vice Chairman of the Board shall be three (3) years, renewable upon re-election. The term of office of a Director shall commence from his accession till the expiry of the term of the current session of the Board. Where no new election is made upon expiry of the term of a Director, the original Director shall, before the newly-elected Director assumes his/her office, continue to perform his/her duties as a Director in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association.

No.	Before Amendments	After Amendments
	The managers or other senior management may serve concurrently as Directors, provided that the number of Directors who serve concurrently as the managers or other senior management and the Directors who also serve as the staff representatives shall not exceed half of the total number of Directors of the Company. The Directors shall not be required to hold Shares of the Company. Subject to the provisions of the relevant laws and administrative regulations, a Director can be removed by an ordinary resolution passed at the general meeting before the expiry of his/her term of office, but such removal does not affect the Director's claim for compensation under any contract.	The ~~**managers or other**~~ senior management may serve concurrently as Directors, provided that the number of Directors who serve concurrently as the ~~**managers or other**~~ senior management and the Directors who also serve as the staff representatives shall not exceed half of the total number of Directors of the Company. The Directors shall not be required to hold Shares of the Company. Subject to the provisions of the relevant laws and administrative regulations, a Director can be removed by an ordinary resolution passed at **the shareholders' meeting** before the expiry of his/her term of office **(such removal does not affect the Director's claim for compensation under any contract), the removal shall take effect on the date the resolution of the shareholders' meeting is passed.**
89	Article 135 The intention to nominate a candidate as a Director and the written notice of such candidate regarding his willingness to accept the nomination shall be given to the Company on or after the date of notice of the relevant general meeting but not later than seven (7) days prior to the date appointed for such general meeting. The period for such nomination and acceptance of nomination shall not be less than seven (7) days.	Deleted

No.	Before Amendments	After Amendments
90	Newly added	Article 124 **Directors shall comply with laws, administrative regulations, and the Articles of Association, owe duties of loyalty to the Company, take measures to avoid conflicts between their personal interests and those of the Company, and shall not use their authority to obtain improper benefits.** **Directors owe the following duties of loyalty to the Company:** **(1) Shall not misappropriate the Company's property or funds;** **(2) Shall not deposit the Company's funds in accounts opened in their own name or in the name of any other individual;** **(3) Shall not use their authority to offer or accept bribes or receive other illegal gains;** **(4) Shall not, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval in accordance with these Articles of Association, enter into contracts or conduct transactions with the Company directly or indirectly;**

No.	Before Amendments	After Amendments
		(5) Shall not, by taking advantage of their position, seek for themselves or others any business opportunities that belong to the Company, except where such opportunities have been reported to the Board of Directors or the shareholders' meeting and approved by the shareholders' meeting, or where the Company, pursuant to laws, administrative regulations, or these Articles of Association, is unable to exploit such business opportunities. (6) Shall not, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval by resolution of the shareholders' meeting, operate or manage, on their own account or on behalf of others, any business of the same kind as the Company; (7) Shall not accept commissions from others in connection with transactions with the Company as personal income; (8) Shall not disclose the Company's confidential information without authorization; (9) Shall not, by leveraging their relationships, damage the interests of the Company.

No.	Before Amendments	After Amendments
		(10) Other duties of loyalty as provided by laws, administrative regulations, departmental rules, and the Articles of Association. **Any income obtained by a director in violation of the provisions of this Article shall belong to the Company; any losses caused to the Company shall be compensated by the director.** **Close relatives of directors or senior management personnel, enterprises directly or indirectly controlled by directors, senior management personnel, or their close relatives, as well as other related parties having a relationship with directors or senior management personnel, shall be subject to the provisions of sub-clause(4) of the second paragraph of this Article when entering into contracts or conducting transactions with the Company.**

No.	Before Amendments	After Amendments
91	Newly added	Article 125 **Directors shall comply with laws, administrative regulations, and the Articles of Association, owe duties of diligence to the Company, and in performing their duties, shall exercise the level of care that a reasonably prudent manager would use to act in the best interests of the Company.** **Directors owe the following duties of diligence to the Company:** **(1) Shall exercise the powers conferred by the Company prudently, carefully, and diligently to ensure that the Company's business activities comply with national laws, administrative regulations, and economic policies, and that such activities do not exceed the scope of business specified in the business license.** **(2) Shall treat all shareholders fairly;** **(3) Shall keep timely and informed of the Company's business operations and management status;** **(4) Shall provide written confirmation on the Company's periodic reports to ensure that the disclosed information is true, accurate, and complete;**

No.	Before Amendments	After Amendments
		(5) Shall provide truthful information and materials to the audit committee and shall not obstruct the exercise of its powers; (6) Other duties of diligence as provided by laws, administrative regulations, departmental rules, and the Articles of Association.

No.	Before Amendments	After Amendments
92	Article 136 Directors may resign before expiry of their terms of office. The Directors who resign shall submit to the Board a written report in relation to their resignation. If a director's resignation causes the Board of Directors to fall below the statutory minimum number, the resigning director shall continue to perform his or her duties in accordance with laws, administrative regulations, departmental rules, and these Articles of Association until the newly elected director assumes office. Save for the circumstances referred to in the preceding paragraph, the resignation of a Director becomes effective upon submission of his/her resignation report to the Board.	Article 126 Directors may **resign** before expiry of their terms of office. The Directors who resign shall submit to **the Company** a written report in relation to their resignation which **shall take effect from the date the Company receives the resignation letter, and the Company shall disclose the relevant information within two trading days.** If a director's **resignation** causes the Board of Directors to fall below the statutory minimum number **or fail to meet the regulatory requirements of the securities market where the Company's shares are listed**, the resigning director shall continue to perform his or her duties in accordance with laws, administrative regulations, departmental rules, and these Articles of Association until the newly elected director assumes office. ~~**Save for the circumstances referred to in the preceding paragraph, the resignation of a Director becomes effective upon submission of his/her resignation report to the Board.**~~

No.	Before Amendments	After Amendments
93	Article 137 Upon submission of his resignation or expiration of his term of office, his obligation of confidentiality in respect of the Company's trade secrets survives upon the expiration of his term of office until the same falls into public domain. Where the Director's resignation takes effect or the term of office expires, all transfer procedures shall be completed with the Board. His/her loyalty obligations to the Company and Shareholders shall not be automatically released after the expiry of the term of office, but shall remain valid within reasonable periods as provided in the Articles of Association.	Article 127 **The Company shall establish a director resignation management system, which sets out safeguard measures for holding directors accountable and recovering losses in respect of unfulfilled public commitments and other outstanding matters.** Upon submission of his **resignation** or expiration of his term of office, his obligation of confidentiality in respect of the Company's trade secrets survives upon the expiration of his term of office until the same falls into public domain. Where the Director's **resignation** takes effect or the term of office expires, all transfer procedures shall be completed with the Board. His/her loyalty obligations to the Company and Shareholders shall not be automatically released after the expiry of the term of office, but shall remain valid within reasonable periods as provided in the Articles of Association. **Liabilities that a director incurs in the performance of his or her duties during the term of office shall not be exempted or terminated by reason of the director's resignation or removal.**
94	Newly added	Article 128 **The shareholders' meeting may resolve to dismiss a director, and such dismissal shall take effect on the date the resolution is passed.** **If a director is dismissed before the expiration of his or her term without just cause, the director may request compensation from the Company.**

No.	Before Amendments	After Amendments
95	Article 139 Any Director who violates any laws, regulations or the Articles of Association during the course of performing his duties and causes losses to the Company shall be liable for compensation to any loss caused to the Company.	Article 130 **If a director, in the course of performing his or her duties for the Company, causes damage to others, the Company shall bear the liability for compensation; if the director acts with intent or gross negligence, the director shall also bear the liability for compensation.** Any Director who violates any laws, regulations or the Articles of Association during the course of performing his duties and causes losses to the Company shall be liable for compensation to any loss caused to the Company. **If the Company's controlling shareholder or actual controller instructs a director or senior management personnel to engage in conduct that harms the interests of the Company or its shareholders, the controlling shareholder or actual controller shall bear joint and several liability together with the director or senior management personnel.**

No.	Before Amendments	After Amendments
96	Newly added	Article 133 **Independent directors shall, in accordance with laws, administrative regulations, rules of the China Securities Regulatory Commission, stock exchange regulations, and these Articles of Association, diligently perform their duties, participate in decision-making, exercise supervision and checks and balances, provide professional advice within the Board of Directors, safeguard the overall interests of the Company, and protect the lawful rights and interests of minority shareholders.**

No.	Before Amendments	After Amendments
97	Newly added	Article 134 **Independent directors must maintain independence. The following persons shall not serve as independent directors:** **(1) Persons employed by the Company or its subsidiaries, and their spouses, parents, children, or major social associates;** **(2) Natural person shareholders who directly or indirectly hold more than 1% of the Company's issued shares, or who are among the top ten shareholders of the Company, and their spouses, parents, or children;** **(3) Persons employed by shareholders who directly or indirectly hold more than 5% of the Company's issued shares, or by the top five shareholders of the Company, and their spouses, parents, or children;** **(4) Persons employed by subsidiaries of the Company's controlling shareholder or actual controller, and their spouses, parents, or children;**

No.	Before Amendments	After Amendments
		(5) Persons who have significant business dealings with the Company, its controlling shareholder, actual controller, or their respective subsidiaries, or persons employed by entities that have such significant business dealings with the Company, its controlling shareholder, or actual controller; (6) Persons who provide financial, legal, consulting, sponsorship, or other services to the Company, its controlling shareholder, actual controller, or their respective subsidiaries, including but not limited to all members of the project team of the intermediary institution providing the services, review personnel at all levels, signatories on reports, partners, directors, senior management, and principal officers; (7) Persons who have fallen under any of the circumstances listed in sub-clause (1) to (6) within the past twelve months; (8) Other persons who do not meet the independence requirements as prescribed by laws, administrative regulations, rules of the China Securities Regulatory Commission, stock exchange regulations, and these Articles of Association.

No.	Before Amendments	After Amendments
		For the purposes of sub-clause (4) to (6) above, subsidiaries of the Company's controlling shareholder or actual controller do not include enterprises controlled by the same state-owned asset management authority as the Company and that are not deemed related parties of the Company under relevant regulations. **Independent directors shall conduct an annual self-assessment of their independence and submit the results to the Board of Directors. The Board of Directors shall evaluate the independence of the incumbent independent directors annually, issue a special opinion, and disclose it together with the annual report.**

No.	Before Amendments	After Amendments
98	Article 142 An independent Director shall meet the following basic conditions: (1) qualified as independent Director of a listed company pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange on which the Company is listed, and other regulations; (2) independent as specified in the listing rules of the stock exchange with which the Company is listed; (3) having the basic knowledge about operations of listed companies, and proficient in relevant laws, administrative regulations and rules; (4) having more than five years' experience in legal and economic work or other work required for fulfilling duties as independent Director; (5) other conditions specified in the Articles of Association.	Article 135 An independent Director shall meet the following basic conditions: (1) qualified as independent Director of a listed company pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange on which the Company is listed, and other regulations; (2) **meeting the independence requirements** as specified in the listing rules of the stock exchange with which the Company is listed **and in the Articles of Association**; (3) having the basic knowledge about operations of listed companies, and proficient in relevant laws, administrative regulations and rules; (4) having more than five years' experience in legal, **accounting** and economic work or other work required for fulfilling duties as independent Director; **(5) having good personal integrity and have no record of major dishonesty or other adverse records;** **(6) other requirements as provided by laws, administrative regulations, the rules of the securities supervision and administrative authority of the State Council, the business rules of the stock exchange, and** other conditions specified in the Articles of Association.

No.	Before Amendments	After Amendments
99	Newly added	Article 136 **As members of the Board of Directors, independent directors owe duties of loyalty and diligence to the Company and all shareholders, and shall prudently perform the following responsibilities:** **(1) Participate in the decision-making of the Board and express clear opinions on the matters under consideration;** **(2) Supervise potential significant conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, or senior management, and protect the legitimate rights and interests of minority shareholders;** **(3) Provide professional and objective advice on the Company's business development to help improve the decision-making level of the Board;** **Perform other duties as provided by laws, administrative regulations, the rules of securities regulatory authorities under the State Council, the business rules of the stock exchange, and the Articles of Association.**

No.	Before Amendments	After Amendments
100	Article 143 In addition to those powers vested to independent Directors by the Company Law, other relevant laws and regulations and the listing rules of the stock exchanges on which the Company's shares are listed, independent Directors shall have the following special functions and powers: (1) proposing to the Board with respect to the engagement or dismissal of accounting firms; (2) proposing to the Board with respect to the holding of extraordinary general meetings; (3) proposing the holding of Board meetings; (4) with the consensus of all independent Directors, the independent Directors can appoint external audit firms and consultancies to carry out audits and provide consultancy on specific issues, the Company shall bear all related expenses; (5) connected transactions which are required to be submitted to the general meeting for consideration shall be recognised by independent Directors before submitted to the Board for discussion; prior to independent Directors make judgment, intermediary agencies may be engaged to issue an independent financial adviser's report as a basis for judgment;	Article 137 In addition to those powers vested to independent Directors by the Company Law, other relevant laws and regulations and the listing rules of the stock exchanges on which the Company's shares are listed, independent Directors shall have the following special functions and powers: (1) **Engage intermediaries independently to conduct audits, provide consultancy, or carry out verifications on specific matters of the Company;** (2) proposing to the Board with respect to the holding of extraordinary **shareholders' meetings**; (3) proposing the holding of Board meetings; **(4) Publicly solicit shareholders' rights in accordance with law;** **(5) Express independent opinions on matters that may harm the Company or the interests of minority shareholders;** **(6) Exercise other powers as provided by laws, administrative regulations, the rules of securities regulatory authorities under the State Council, and the Articles of Association.**

No.	Before Amendments	After Amendments
	(6) publicly collecting voting rights from Shareholders prior to the convening of the general meetings. Saved as aforementioned sub-clause (4), independent Directors shall obtain the unanimous consents of not less than one half of all independent Directors before exercising other powers referred to above. If any of the aforesaid proposals are not adopted or any of the aforesaid powers could not be exercised properly, the Company shall disclose the details thereof.	**The exercise of the powers listed in sub-clause (1) to (3) of the preceding paragraph by the independent directors** shall obtain the unanimous consents of **more than one half** of all independent Directors. **When the independent directors exercise the powers set out in the preceding paragraph, the Company shall make timely disclosure.** If ~~any of the aforesaid proposals are not adopted or~~ any of the aforesaid powers could not be exercised properly, the Company shall disclose the **specific circumstances and reasons**.
101	Newly added	Article 138 **The following matters shall be submitted to the Board of Directors for consideration only after approval by more than one half of all independent directors of the Company:** **(1) Connected transactions required to be disclosed;** **(2) Plans for changes to or waivers of commitments by the Company and relevant parties;** **(3) Decisions and measures adopted by the Board of Directors in the event that the Company is the target of a takeover;** **(4) Other matters as provided by laws, administrative regulations, the rules of securities regulatory authorities under the State Council, and the Articles of Association.**

No.	Before Amendments	After Amendments
102	Newly added	Article 139 **The Company shall establish a special meeting mechanism composed entirely of independent directors. Where the Board of Directors deliberates on matters such as connected transactions, such matters shall be subject to prior approval by the special meeting of independent directors.** **The Company shall convene special meetings of independent directors on a regular or ad hoc basis. The matters set out in sub-clauses (1) to (3) of the first paragraph of Article 137 and in Article 138 of the Articles of Association shall be reviewed by the special meeting of independent directors.** **The special meeting of independent directors may, as necessary, study and discuss other matters of the Company.** **The special meeting of independent directors shall be convened and presided over by an independent director jointly nominated by more than one half of the independent directors; if the convener fails or is unable to perform his or her duties, two or more independent directors may convene the meeting themselves and nominate one to preside.**

No.	Before Amendments	After Amendments
		The special meeting of independent directors shall prepare minutes in accordance with the relevant regulations, and the opinions of the independent directors shall be recorded therein. The independent directors shall sign the minutes to confirm their accuracy. **The Company shall provide convenience and support for the convening of the special meeting of independent directors.**

No.	Before Amendments	After Amendments
103	Article 146 The Board shall report to the general meeting and exercise the following powers: ...... (4) to formulate the Company's plans on annual financial budgets and final accounts; …… (8) to propose plans for substantial acquisition, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company; ...... (22) to decide individual investments outside the budget that are related to the main business of the Company in accordance with the laws and regulations, the listing rules of the stock exchange where the stock of the Company is listed and the authorization of the general meeting; (24) other authorities provided by laws and regulations, and listing rules of the stock exchange where the stock of the Company is listed, and by the Articles of Association or general meeting of the Shareholder.	Article 142 The Board shall report to **the shareholders' meeting** and exercise the following powers: ...... (4) to **decide** the Company's plans on annual financial budgets and final accounts; …… (8) to propose plans for substantial acquisition, repurchase of shares of the Company or merger, division, **spin off,** dissolution and alteration of corporate form of the Company; **(9) within the scope of authority granted by the shareholders' meeting, to decide on matters including external investments, acquisitions or disposals of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions, and external donations;** …… ~~**(22) to decide individual investments outside the budget that are related to the main business of the Company in accordance with the laws and regulations, the listing rules of the stock exchange where the stock of the Company is listed and the authorization of the shareholders' meeting;**~~

No.	Before Amendments	After Amendments
	Except for the Board resolutions in respect of the matters specified in sub-clauses (6), (7), (8) and (14) of the preceding sub-section which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by more than one half of the Directors. The Board shall perform its duties in accordance with laws, administrative regulations, the Articles of Association and Shareholder's resolution. The Board shall explain to the general meeting when a registered accountancy firm issues an audit report with reservations regarding the Company's financial report.	**(24) Regularly evaluate and continuously improve the Company's corporate governance, and periodically assess the performance of the Board of Directors.** (25) other authorities provided by laws and regulations, and listing rules of the stock exchange where the stock of the Company is listed, and by the Articles of Association **or shareholders' meeting of the Shareholder**. Except for the Board resolutions in respect of the matters specified in sub-clauses (6), (7), (8) and **(15)** of the preceding sub-section which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by **more than one half** of the Directors. The Board shall perform its duties in accordance with laws, administrative regulations, the Articles of Association and Shareholder's resolution. The Board shall explain to the **shareholders' meeting** when a registered accountancy firm issues an audit report with **a non-standard opinion** regarding the Company's financial report.

No.	Before Amendments	After Amendments
104	Article 151 In cases where the expected value of fixed assets proposed for disposal by the Board, when aggregated with value of fixed assets disposed within four month before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet considered by the general meetings, the Board shall not dispose or consent to dispose such fixed assets without prior approval by the general meeting. The term "fixed assets disposal" referred to in this Article represents (among other things) transferring certain interests in assets, but not including provision of guarantees by way of fixed assets. The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.	Article 146 **The Board shall establish strict audit and approval procedures by setting the scope of authority for conducting external investment, assets acquisitions and disposals, asset pledge, guarantees, entrusted wealth management, connected transactions and external donations, etc.; major investment projects shall be examined by experts and other professionals, and be submitted to the shareholders' meeting for approval.**

No.	Before Amendments	After Amendments
105	Article 154 At least four meetings of the Board shall be convened every year by the Chairman of the Board, notice of the regularly scheduled Board meetings shall be served on all of the Directors at least fourteen (14) days before the date of the meeting. In the event of any of the following circumstances, the Board shall convene extraordinary meetings: (1) when proposed by three (3) or more (including three (3)) Directors; (2) when proposed by the Supervisory Board; (3) when proposed by not less than one half of the independent Directors; (4) whenever the Chairman deems necessary; (5) when proposed by the Shareholders representing not less than 10% of the voting rights; (6) when proposed by the general manager.	Article 149 At least four meetings of the Board shall be convened every year by the Chairman of the Board, notice of the regularly scheduled Board meetings shall be served on all of the Directors at least fourteen (14) days before the date of the meeting. In the event of any of the following circumstances, **the chairman shall** convene an extraordinary board meeting **within ten days of receiving the proposal**: (1) when proposed by **more than one-third** of the Directors; (2) when proposed by the **audit committee**; (3) when proposed by **more than half of** the independent Directors; (4) whenever the Chairman deems necessary; (5) **when proposed** by the Shareholders representing not less than 10% of the voting rights; ~~(6) **when proposed by the general manager.**~~

No.	Before Amendments	After Amendments
106	Article 156 In addition to the circumstance stipulated in Article <u>158</u> herein that the Board to consider connected transaction, the Board meeting <u>may</u> be not be held unless <u>not less than half</u> of the Directors are present. Each Director shall have one vote. Unless otherwise stipulated in Article <u>158</u> herein for connected transactions, resolutions of the Board must be passed by more than half of the Directors. <u>When the number of votes cast for and against a resolution equals, the Chairman of the Board shall have an additional casting vote.</u> Resolution signed by each and every Director and where the number of <u>affirmative</u> votes meet the requirements of laws and regulations and the Articles of Association shall be equally effective as the resolution passed at a Board meeting convened according to laws. Such written resolutions may consist of several counterparts each signed by one or more Directors. A resolution signed by a Director and transmitted to the Company <u>by post</u>, facsimile or personal delivery and a resolution bearing the name of a Director and transmitted to the Company by telegram or telex shall be deemed to be a document signed by him for the purposed of this Article.	Article 151 In addition to the circumstance stipulated in Article **<u>153</u>** herein that the Board to consider connected transaction, the Board meeting **<u>may</u>** be not be held unless **<u>half or more</u>** of the Directors are present. Each Director shall have one vote. Unless otherwise stipulated in Article **<u>153</u>** herein for connected transactions, resolutions of the Board must be passed by more than half of the Directors. ~~**When the number of votes cast for and against a resolution equals, the Chairman of the Board shall have an additional casting vote.**~~ Resolution signed by each and every Director and where the number of **<u>affirmative</u>** votes meet the requirements of laws and regulations and the Articles of Association shall be equally effective as the resolution passed at a Board meeting convened according to laws. Such written resolutions may consist of several counterparts each signed by one or more Directors. A resolution signed by a Director and transmitted to the Company **<u>by post</u>**, facsimile or personal delivery and a resolution bearing the name of a Director and transmitted to the Company by telegram or telex shall be deemed to be a document signed by him for the purposed of this Article.

No.	Before Amendments	After Amendments
107	Article 158 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 votes 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 three (3) independent Directors present at the Board meeting, such matter shall be submitted to the general meeting for consideration.	Article 153 In the event that a Director is connected to companies **or individuals** associated with matters to be resolved at the Board meeting, **such Director shall promptly report it in writing to the Board. A Director with such a connected relationship** 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 three (3) **independent** Directors present at the Board **meeting**, such matter shall be submitted to the **shareholders' meeting** for consideration.
108	Newly added	Article 159 **The Board of the Company shall establish an audit committee, which shall exercise the powers and functions of a supervisory committee as prescribed under the Company Law.**

No.	Before Amendments	After Amendments
109	Newly added	Article 160 **The audit committee is composed of three non-executive Directors, with the majority being independent Directors. The audit committee has a chairman, who must be an independent Director. The chairman of the audit committee should be an accounting professional. Employee representatives from the Company's Board of Directors may serve as members of the audit committee, but senior management of the Company may not serve as members of the audit committee.**

No.	Before Amendments	After Amendments
110	Newly added	Article 161 **The audit committee is responsible for reviewing the Company's financial information and its disclosure, monitoring and evaluating internal and external audit work and internal controls and the following matters shall be submitted to the Board for consideration with the approval of a majority of the members of the audit committee:** **(1) disclosure of financial information in financial accounting reports and regular reports, and the internal control evaluation reports;** **(2) engagement or dismissal of the accounting firm that undertakes the auditing of the listed company;** **(3) appointment or dismissal of the financial controller of the listed company;** **(4) changes in accounting policies, accounting estimates, or correction of significant accounting errors for reasons other than changes in accounting standards;** **(5) other matters stipulated by laws, administrative regulations, provisions of the securities regulatory authority under the State Council and the Articles of Association.**

No.	Before Amendments	After Amendments
		The audit committee shall convene a meeting at least once a quarter, and may convene extraordinary meetings upon the proposal of two or more members, or when the convener deems necessary. Meetings of the audit committee shall be held with the attendance of at least two-thirds of the members. **Resolutions made by the audit committee shall be approved by more than half of the members of the audit committee.** **Voting on resolutions of the audit committee shall be conducted on the basis of one vote per member.** **The resolutions of the audit committee shall be recorded in minutes according to relevant regulations, and the members of the audit committee present at the meeting shall sign the minutes.** **The rules of procedure for the audit committee shall be formulated by the Board.**

No.	Before Amendments	After Amendments
111	Article 149 The Board may establish certain special committees such as the audit committee, remuneration and assessment committee, nomination committee, strategic committee and sustainable development committee to assist the Board to execute its duties under the leadership of the Board, or to provide advice or consultation for the decision of the Board. Its composition and rules of procedure are to be determined by the Board in separate.	Article 162 **The Board shall establish other special committees such as the nomination committee, remuneration and assessment committee, strategic committee and sustainable development committee to perform their duties in accordance with the Articles of Association and the authorization of the Board, and the proposals of the special committees shall be submitted to the Board for consideration and decision. The Board shall be responsible for formulating the rules of procedure of special committees.**

No.	Before Amendments	After Amendments
112	Newly added	Article 163 **The nomination committee shall consist of three Directors, with the majority being independent Directors. It shall have a chairperson, who must be an independent Director. The nomination committee shall be responsible for formulating the selection criteria and procedures regarding Directors and senior management members, selecting and reviewing the candidates for Directors and senior management members and their qualifications, as well as making recommendations to the Board on the following matters:** **(1) nomination or appointment and dismissal of Directors;** **(2) appointment or dismissal of senior management members;** **(3) other matters as required by laws, administrative regulations, provisions of the securities regulatory authority under the State Council and the Articles of Association.** **The Board shall record and disclose in its resolutions the opinion of the nomination committee and the specific reasons for not adopting or fully adopting the recommendations of the nomination committee.**

No.	Before Amendments	After Amendments
113	Newly added	Article 164 **The remuneration and assessment committee shall consist of three Directors, with the majority being independent Directors. It shall have a chairperson, who must be an independent Director. The remuneration and assessment committee of the Board is responsible for formulating and reviewing the remuneration policies and proposals including the remuneration decision mechanism and process, as well as payment and stop-payment recourse arrangements for Directors and senior management, and making recommendations to the Board on:** **(1) remuneration of Directors and senior management;** **(2) formulating or amending share incentive schemes, employee stock ownership schemes, entitlements of incentive schemes participants and conditions of exercising such entitlements;** **(3) stock ownership schemes arrangements for Directors and senior management in the proposed spin-off subsidiary(ies);** **(4) other matters as stipulated by the laws, administrative regulations, provisions of the securities regulatory authority under the State Council and the Articles of Association.**

No.	Before Amendments	After Amendments
		If the Board fails to adopt or fails to fully adopt the recommendations of the remuneration and assessment committee, it shall record the opinions of the remuneration and assessment committee and the specific reasons for non-adoption in the resolutions of the Board, and make disclosures accordingly.
114	Newly added	Article 165 **The strategic committee shall consist of five Directors, with a chairperson appointed. The strategic committee is responsible for reviewing the rationality of the Company's development strategy, the scientific nature of investment decisions, and the effectiveness of internal controls. It shall study the following matters and provide recommendations to the Board:** **(1) the Company's development strategy and planning;** **(2) major investment decisions requiring approval from the shareholders' meeting and the Board;** **(3) other significant matters affecting the Company's development;** **(4) other matters authorized by the Board.**

No.	Before Amendments	After Amendments
115	Newly added	Article 166 **The sustainable development committee shall consist of three Directors, with a chairperson appointed. The sustainable development committee is responsible for providing recommendations and opinions on the Company's sustainability, environmental, social, and governance (ESG) goals and plans, in line with the Company's actual circumstances. The sustainable development committee assists the Board in overseeing the implementation of the Company's sustainability policies and measures. The committee shall study the following matters and provide recommendations to the Board:** **(1) the Company's sustainability strategy, policies, and measures;** **(2) the Company's sustainability and ESG governance, including the evaluation of ESG goals and plans, and supervising the implementation of the Company's ESG governance program;** **(3) the Company's annual sustainability report;** **(4) other significant matters affecting the Company's sustainability;** **(5) other matters authorized by the Board.**

No.	Before Amendments	After Amendments
116	Article 163 The Company shall have one (1) Board secretary. The secretary shall be a senior management member of the Company accountable to the Board.	Article 167 The Company shall have one (1) Board secretary**, responsible for the preparation of the shareholders' meetings and the meetings of the Board of the Company, the preservation of the documents and the management of the information on the Company's shareholders, and the handling of the information disclosure and other issues.** The secretary shall be a senior management member of the Company accountable to the Board. **The secretary to the Board shall comply with the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association.**

No.	Before Amendments	After Amendments
117	Article 164 Secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board. His/her primary responsibilities are: …… (9) to procure the Board to exercise functions and powers in accordance with law; to remind the attending Directors where the resolutions to be made by the Board do not comply with the relevant laws, regulations, rules, listing rules of the stock exchange, and the Articles of Association, <u>and request the supervisors present at meeting to express their opinions</u>; to record the opinions of <u>relevant supervisors and persons</u> in the minutes <u>if the Board insists on making the aforesaid resolutions</u>, and report to the stock exchange; ……	Article 168 Secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board. His/her primary responsibilities are: …… (9) to procure the Board to exercise functions and powers in accordance with law; to remind the attending Directors where the resolutions to be made by the Board do not comply with the relevant laws, regulations, rules, listing rules of the stock exchange, and the Articles of Association~~**, and request the supervisors present at meeting to express their opinions**~~; to record the opinions of <u>**relevant Board and directors**</u> in the minutes ~~**if the Board insists on making the aforesaid resolutions,**~~ and report to the stock exchange; ……

No.	Before Amendments	After Amendments
118	Article 165 Directors or senior management members of the Company may also act as the Secretary to the Board. The accountant(s) of the certified public accountants' firm appointed by the Company shall not act as the Secretary to the Board. Provided that where the office of the Secretary to the Board is held concurrently by a Director, and an act is required to be made by a Director and the Secretary to the Board separately, the person who concurrently holds the offices of Director and Secretary to the Board shall not perform the act in dual capacity.	Article 169 Directors or senior management members of the Company may also act as the Secretary to the Board. ~~**The accountant(s) of the certified public accountants' firm appointed by the Company shall not act as the Secretary to the Board.**~~ Provided that where the office of the Secretary to the Board is held concurrently by a Director, and an act is required to be made by a Director and the Secretary to the Board separately, the person who concurrently holds the offices of Director and Secretary to the Board shall not perform the act in dual capacity.
119	Newly added	Article 171 **The provisions of the Articles of Association in relation to the circumstances in which he/she shall not act as a Director and the resignation management system shall apply to the senior management.** **The fiduciary obligations and the diligent obligations of Directors stipulated in the Articles of Association shall apply to the senior management concurrently.**

No.	Before Amendments	After Amendments
120	Newly added	Article 172 **Persons who hold administrative positions other than Director and supervisor in the Company's controlling shareholder shall not serve as the Company's senior management.** **The senior management of the Company shall only receive remuneration from the Company, not from the controlling shareholders on behalf of the Company.**
121	Article 167 The general manager of the Company shall be accountable to the Board and exercise the following powers: …… (8) to propose the appointment or dismissal of the Company's deputy general manager(s) and chief accountant to the Board, and make recommendation on the remuneration; (9) to appoint or dismiss other management members other than those required to be appointed or dismissed by the Board and determine their appraisal, remuneration, awards and punishments; (10) to exercise other powers conferred by the Articles of Association or the Board.	Article 173 The general manager ~~**of the Company**~~ shall be accountable to the Board and exercise the following powers: …… (4) **to draft plans for the Company's annual budget and final accounts;** …… (9) to propose the appointment or dismissal of the Company's deputy general manager(s) and chief accountant to the Board~~**, and make recommendation on the remuneration**~~; (10) to appoint or dismiss other management members other than those required to be appointed or dismissed by the Board ~~**and determine their appraisal, remuneration, awards and punishments**~~; (11) to exercise other powers conferred by the Articles of Association or the Board.

No.	Before Amendments	After Amendments
122	Article 171 The general managers and other senior management members may resign prior to the expiration of his/her term of office. The detailed procedures and methods in relation to resignation of the general managers and other senior management members shall be referred to the employment contracts between such persons and the Company, unless otherwise provided by the laws, administrative regulations and the rules of the place where the shares of the Company are listed.	Article 177 The general managers and other senior management members may resign prior to the expiration of his/her term of office. The detailed procedures and methods in relation to resignation of the general managers and other senior management members shall be referred to the **employment contracts** between such persons and the Company, unless otherwise provided by the laws, administrative regulations and the rules of the place where the shares of the Company are listed.
123	Article 173 In performing his job duties, the general manager of the Company shall act honestly and diligently in accordance with the laws, administrative regulations and requirements under the Articles of Association.	Article 179 **The senior management members of the Company shall perform their duties, and protect the maximum interests of the Company and all the shareholders.** **The senior management members of the Company fail to perform their duty honestly and faithfully or violate their fiduciary duties to cause any damage on the interests of the Company and the public shareholders shall hold them legally liable for the compensation.**
124	CHAPTER 14 SUPERVISORY BOARD ……	Deleted
125	CHAPTER 15 QUALIFICATIONS AND DUTIES OF THE DIRECTORS, SUPERVISORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY	Deleted; the relevant provisions have been adjusted to CHAPTER 10 DIRECTORS AND THE BOARD and CHAPTER 12 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS, and to be performed by the audit committee in the exercise of its powers.

No.	Before Amendments	After Amendments
126	Article 208 The Company's financial reports shall be made available for Shareholders' inspection at the Company twenty (20) days before the date of every annual general meeting. Each Shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter. The Company shall at least deliver or send to each Shareholder of overseas listed foreign Shares by prepaid mail the copy of financial report together with balance sheet (including all documents to be attached thereto as required under applicable laws and regulations), profit and loss account or the statement of income and expenditure or financial summary report not later than twenty-one (21) days before the date of convening the annual general meeting, to the registered address of each Shareholder shown in the register of members.	Article 183 The Company's financial reports shall be made available for Shareholders' inspection at the Company twenty (20) days before the date of every **annual shareholders' meeting**. Each Shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter. The Company shall **publish** ~~**to each Shareholder of overseas listed foreign Shares by prepaid mail the copy of**~~ the financial report together with balance sheet (including all documents to be attached thereto as required under applicable laws and regulations), profit and loss account or the statement of income and expenditure or financial summary report not later than twenty-one (21) days before the date of convening the **annual shareholders' meeting**~~**, to the registered address of each Shareholder shown in the register of members**~~.

No.	Before Amendments	After Amendments
127	Article 211 The Company shall submit its annual financial and accounting reports to the securities regulatory authority under the State Council and the stock exchange within four (4) months from the end of every fiscal year, submit its half-year financial and accounting reports to the local offices of securities regulatory authority under the State Council and the stock exchange within two (2) months from the end of the first six (6) months of every fiscal year, and submit quarterly financial and accounting reports to the local offices of the securities regulatory authority under the State Council and the stock exchange within one (1) month from the end of the first three (3) months and nine (9) months respectively of every fiscal year. ……	Article 186 The Company shall submit and **disclose** its annual financial and accounting reports to **the local office of** the securities regulatory authority under the State Council and the stock exchange within four (4) months from the end of every fiscal year, submit and **disclose** its half-year financial and accounting reports to the local offices of securities regulatory authority under the State Council and the stock exchange within two (2) months from the end of the first six (6) months of every fiscal year, and submit and **disclose** quarterly financial and accounting reports to the local offices of the securities regulatory authority under the State Council and the stock exchange within one (1) month from the end of the first three (3) months and nine (9) months respectively of every fiscal year. ……
128	Article 212 The Company shall not keep accounts other than those provided by law. Assets of the Company shall not be deposited in an account maintained in the name of any individual.	Article 187 The Company shall not keep accounts other than those provided by law. **Capital** of the Company shall not be deposited in an account maintained in the name of any individual.
129	Article 214 Capital reserve fund includes the following items: (1) premium received when Shares are issued at a premium to their par value; (2) any other income required to be included in the capital reserve fund by the governing finance department of the State Council.	Deleted

No.	Before Amendments	After Amendments
130	Article 215 …… Subject to a resolution of the general meeting, after allocation has been made to the Company's statutory surplus reserve fund from its after-tax profits, the Company may set aside funds for the discretionary reserve fund. …… If a general meeting violates the provisions in the preceding paragraph of this Article and profits are distributed to the Shareholders before the Company makes up losses or makes allocations to the statutory reserve fund, the profits distributed in violation of the provisions must be returned to the Company.	Article 189 …… Subject to a resolution of the **shareholders' meeting**, after allocation has been made to the Company's statutory surplus reserve fund from its after-tax profits, the Company may set aside funds for the discretionary reserve fund. …… If a **shareholders' meeting** violates the provisions in the preceding paragraph of this Article and profits are distributed to the Shareholders before the Company makes up losses or makes allocations to the statutory reserve fund, the profits distributed in violation of the provisions must be returned to the Company. **In case of losses caused to the Company, the shareholders and the liable Directors and senior management shall be liable for compensation.**

No.	Before Amendments	After Amendments
131	Article 216 The Company may distribute dividends by the following ways (or a combination of both): (1) cash; (2) Shares. Dividends and other payments declared by the Company to be payable to holders of domestic Shares shall be declared and calculated in RMB, and paid in RMB within two months after the consideration and approval of the plan at the general meeting. Those payable to holders of overseas listed foreign Shares shall be declared and calculated in RMB, and paid in foreign currency within two months after the consideration and approval of the plan at the general meeting. The exchange rate shall be based on the relevant average closing price of foreign exchange rate announced by the People's Bank of China for the five working days prior to the date on which such dividends or other payments are declared. Foreign currency, for which the Company requires to pay cash dividends and other monies to holders of overseas listed foreign Shares, shall be obtained pursuant to relevant state regulations on the administration of foreign exchange. The dividend distribution of the Company shall be executed by the general meeting through authorizing the Board by way of ordinary resolution.	Article 190 The Company may distribute dividends by the following ways (or a combination of both): (1) cash; (2) Shares. Dividends and other payments declared by the Company to be payable to holders of domestic Shares shall be declared and calculated in RMB, and paid in RMB within two months after the consideration and approval of the plan at the **shareholders' meeting**. Those payable to holders of overseas listed foreign Shares shall be declared and calculated in RMB, and paid **in RMB** or foreign currency within two months after the consideration and approval of the plan at the **shareholders' meeting**. The exchange rate shall be based on the relevant average closing price of foreign exchange rate announced by the People's Bank of China for the five working days prior to the date on which such dividends or other payments are declared. Foreign currency, for which the Company requires to pay cash dividends and other monies to holders of overseas listed foreign Shares, shall be obtained pursuant to relevant state regulations on the administration of foreign exchange. The dividend distribution of the Company shall be executed by the **shareholders' meeting** through authorizing the Board by way of ordinary resolution.

No.	Before Amendments	After Amendments
132	Article 217 …… Cash dividend shall take precedence in the Company's profit distribution.	Article 191 …… Cash dividend shall take precedence in the Company's profit distribution. **If the Company has, in violation of the provisions of the Company Law, distributed profits to the shareholders, the shareholders shall return the profits distributed in violation of the provision to the Company; if the Company incurs losses as a result, the shareholders and the responsible Directors and senior management shall be liable for compensation.**
133	Article 221 The reserve of the Company shall be used to make up for losses of the Company, and expand the Company's production and operation or for conversion to increase the capital of the Company, but the capital reserve shall not be used to make up for losses of the Company. Where the statutory reserve is converted into capital, the balance of such reserve shall not fall below 25% of the Company's registered capital prior to such conversions.	Article 195 The reserve of the Company shall be used to make up for losses of the Company, and expand the Company's production and operation or for conversion to increase the **registered capital of the Company.** **When the reserve fund is used to make up for the Company's losses, the discretionary reserve fund and statutory reserve fund shall be utilised at first; if still insufficient, the capital reserve fund may be used according to regulations.** Where the statutory reserve is converted into **increased registered** capital, the balance of such reserve shall not fall below 25% of the Company's registered capital prior to such conversions.

No.	Before Amendments	After Amendments
134	Article 224 The Company shall implement an internal audit system staffed with designated audit personnel to conduct the internal audit and supervision on the financial receipts and outlays and economic activities of the Company.	Article 198 The Company shall implement an internal audit system**, which clearly defines the leadership system, responsibilities and authorities, personnel allocation, funding support, application of audit results and accountability for internal audit.** **The internal audit system of the Company shall be implemented after being approved by the Board and disclosed to the public.**
135	Newly added	Article 199 **The Company's internal audit institution supervises and inspects the Company's business activities, risk management, internal control, financial information and other matters.**
136	Article 225 The internal audit system of the Company and the duties and responsibilities of the audit personnel shall be put into effect upon approval by the Board. The person in charge of the audit work shall be accountable to and report to the Board.	Article 200 **The internal audit institution is accountable to the Board.** **The internal audit institution shall accept the supervision and guidance of the audit committee in the course of supervising and inspecting the Company's business activities, risk management, internal control and financial information. If the internal audit institution discovers relevant major issues or clues, it shall report directly to the audit committee immediately.**

No.	Before Amendments	After Amendments
137	Newly added	Article 201 **The internal audit institution is responsible for the specific organization and implementation of the internal control evaluation of the Company. The Company issues the annual internal control evaluation report based on the evaluation report issued by the internal audit institution and reviewed by the audit committee and relevant materials.**
138	Newly added	Article 202 **When the audit committee of the Board communicates with external audit entities such as certified public accountants' firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.**
139	Newly added	Article 203 **The audit committee participates in the assessment of the person in charge of internal audit.**
140	Article 227 The certified public accountants' firm appointed by the Company shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting.	Deleted

No.	Before Amendments	After Amendments
141	Article 228 The certified public accountants' firm appointed by the Company shall have the following rights: (1) a right to inspect at any time the books, records and vouchers of the Company, and to require the Directors, general manager and other senior management members of the Company to provide any relevant information and explanation thereof; (2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of duties of such accountants' firm; (3) a right to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any Shareholder is entitled to receive, and to be heard at any general meeting in relation to matters concerning its role as the accountants' firm of the Company.	Deleted
142	Article 232 The remuneration of a certified public accountants' firm or the manner in which such firm is to be remunerated shall be determined by the Shareholders in general meeting.	Article 208 **The audit fees payable to a certified public accountants' firm shall be determined by the shareholders' meeting.**

No.	Before Amendments	After Amendments
143	Article 233 The Company's appointment of, removal of and non-reappointment of a certified public accountants' firm shall be resolved by Shareholders in general meeting. Where it is proposed that any resolution be passed at a general meeting concerning the appointment of a certified public accountants' firm, which is not an incumbent firm, to fill a casual vacancy in the office of the certified public accountants' firm, or to reappoint a retiring certified public accountants' firm which was appointed by the Board to fill a casual vacancy, or to remove the certified public accountants' firm before the expiration of its term of office, the following provisions shall apply: (1) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year before notice of meeting is given to the Shareholders. Leaving includes leaving by removal, resignation and retirement.	Article 209 The Company's appointment of, removal of and non-reappointment of a certified public accountants' firm shall be **submitted to the Board for review and consideration after obtaining the consent of more than half of the members of the audit committee and** resolved by Shareholders **in shareholders' meeting. The term of appointment shall be one year and renewable. The Board shall not appoint a certified public accountants' firm before the decision of the shareholders' meeting.** ~~**Where it is proposed that any resolution be passed at a shareholders' meeting concerning the appointment of a certified public accountants' firm, which is not an incumbent firm, to fill a casual vacancy in the office of the certified public accountants' firm, or to reappoint a retiring certified public accountants' firm which was appointed by the Board to fill a casual vacancy, or to remove the certified public accountants' firm before the expiration of its term of office, the following provisions shall apply:**~~ ~~**(1) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year before notice of meeting is given to the Shareholders.**~~ ~~**Leaving includes leaving by removal, resignation and retirement.**~~

No.	Before Amendments	After Amendments
	(2) If the leaving firm makes representations in writing and requests the Company to notify the Shareholders of such representations, the Company shall (unless the representations are received too late): (i) in any notice given to Shareholders about a resolution to be made, state the representations that has been made by the accountants' firm which is about to leave; and (ii) attach a copy of the representations to the notice and deliver it to the Shareholders in the manner stipulated in the Articles of Association. (3) If the firm's representations are not sent in accordance with paragraph (2) above, the relevant firm may require that the representations be read out at the general meeting and may lodge further complaints. (4) A certified public accountants' firm which is leaving its post shall be entitled to attend: (i) the general meeting relating to the expiry of its term of office; (ii) any general meeting at which it is proposed to fill the vacancy caused by its removal; and	~~**(2) If the leaving firm makes representations in writing and requests the Company to notify the Shareholders of such representations, the Company shall (unless the representations are received too late):**~~ ~~**(i) in any notice given to Shareholders about a resolution to be made, state the representations that has been made by the accountants' firm which is about to leave; and**~~ ~~**(ii) attach a copy of the representations to the notice and deliver it to the Shareholders in the manner stipulated in the Articles of Association.**~~ ~~**(3) If the firm's representations are not sent in accordance with paragraph (2) above, the relevant firm may require that the representations be read out at the shareholders' meeting and may lodge further complaints.**~~ ~~**(4) A certified public accountants' firm which is leaving its post shall be entitled to attend:**~~ ~~**(i) the shareholders' meeting relating to the expiry of its term of office;**~~

No.	Before Amendments	After Amendments
	(iii) any general meeting convened on its resignation. and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former certified public accountants' firm of the Company.	~~(ii) any shareholders' meeting at which it is proposed to fill the vacancy caused by its removal; and~~ ~~(iii) any shareholders' meeting convened on its resignation.~~ ~~and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former certified public accountants' firm of the Company.~~

No.	Before Amendments	After Amendments
144	Article 234 Prior to the removal or the non-renewal of the appointment of a certified public accountants' firm, notice of such removal or non-renewal shall be given to the certified public accountants' firm concerned and such firm shall be entitled to make representation at the general meeting. Where the certified public accountants' firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company. (1) Where any certified public accountants' firm intends to resign from its office, it may deposit at the Company's legal residence a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following: (i) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the Shareholders or creditors of the Company; or (ii) a statement of any matters of which an account should be given.	Article 210 Prior to the removal or the non-renewal of the appointment of a certified public accountants' firm, notice of such removal or non-renewal shall be given to the certified public accountants' firm concerned and such firm shall be entitled to make representation at the **shareholders' meeting**. Where the certified public accountants' firm resigns from its post, it shall make clear to the **shareholders' meeting** whether there has been any impropriety on the part of the Company. ~~**(1) Where any certified public accountants' firm intends to resign from its office, it may deposit at the Company's legal residence a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:**~~ ~~**(i) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the Shareholders or creditors of the Company; or**~~ ~~**(ii) a statement of any matters of which an account should be given.**~~

No.	Before Amendments	After Amendments
	(2) Where a notice is deposited under the paragraph (1) of this Article, the Company shall within fourteen (14) days send a copy of the notice to relevant competent authority. If the notice contains a statement referred to in subparagraph (ii) under paragraph (1) of this Article, a copy of such statement shall be placed at the Company's registered office for Shareholders' inspection. The Company shall also send a copy of such statement to Shareholders who are entitled to be informed of the financial conditions of the Company by prepaid post, to the registered addresses shown in the register of members. (3) Where the notice of resignation of a certified public accountants' firm contains a statement referred to in subparagraph (ii) under paragraph (1) of this Article, the certified public accountants' firm may require the Board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.	~~**(2) Where a notice is deposited under the paragraph (1) of this Article, the Company shall within fourteen (14) days send a copy of the notice to relevant competent authority. If the notice contains a statement referred to in subparagraph (ii) under paragraph (1) of this Article, a copy of such statement shall be placed at the Company's registered office for Shareholders' inspection. The Company shall also send a copy of such statement to Shareholders who are entitled to be informed of the financial conditions of the Company by prepaid post, to the registered addresses shown in the register of members.**~~ ~~**(3) Where the notice of resignation of a certified public accountants' firm contains a statement referred to in subparagraph (ii) under paragraph (1) of this Article, the certified public accountants' firm may require the Board to convene an extraordinary shareholders' meeting for the purpose of giving an explanation of the circumstances connected with its resignation.**~~
145	Article 235 Various types of the Company's insurance shall be decided at a meeting of the Board in accordance with the relevant insurance law in PRC.	Deleted

No.	Before Amendments	After Amendments
146	Article 236 The Company shall establish a liability insurance system for its Directors, supervisors, general manager and other senior management members.	Article 158 The Company shall establish a liability insurance system for its Directors, ~~supervisors,~~ general manager and other senior management members. **Upon approval by the shareholders' meeting, the Company may purchase or renew liability insurance for Directors, the Board shall report the contents to the shareholders' meetings, including the sum of insurance amounts, the insurance coverage and the premium rates.**

No.	Before Amendments	After Amendments
147	Article 241 Employees of the Company may form a trade union in accordance with the law, participate in union activities and protect workers' legal rights and interests. The Company shall provide all necessary conditions for the activities of any such trade union.	Article 215 Employees of the Company may form a trade union in accordance with the **Trade Union Law of the People's Republic of China**, participate in union activities and protect workers' legal rights and interests. The Company shall provide all necessary conditions for the activities of any such trade union. **The labour union shall, on behalf of the employees, conclude the collective contract with the Company with respect to the remuneration, rest and holidays, labour safety and health and insurance and benefits and other matters in accordance with the law.** **The Company shall establish and improve the democratic management system with the employee representatives' meeting as the basic form in accordance with the provisions of the Constitution and relevant laws, and carry out democratic management through the employee representatives' meeting or other forms.** **To make a decision or any important issue related to restructuring, dissolution, file for bankruptcy and business operation, or to formulate any important regulation, the Company shall solicit the opinions of the Company's labour union, and shall solicit the opinions and proposals of the employees through the meeting of the representatives of the employees or in any other way.**

No.	Before Amendments	After Amendments
148	Article 242 In the event of the merger or division of the Company, a plan shall be proposed by the Board of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association and the relevant examining and approving formalities shall be processed as required by law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the Shareholders who consent to such plan purchase their Shares at a fair price. A special document of the Company's resolution on the merger or division should be prepared for inspection by the Shareholders. The aforesaid document should also be dispatched to the holders of overseas listed foreign Shares by mail.	Deleted
149	Newly added	Article 216 **If the payment for a merger to be made by a company does not exceed 10% of its net assets, a resolution of the shareholders' meeting is not required for the merger, unless otherwise stipulated in these Articles of Association.** **In cases where a merger is not subject to a resolution of the shareholders' meeting according to provisions of the preceding paragraph, it shall be subject to a resolution of the Board.**

No.	Before Amendments	After Amendments
150	Article 243 …… In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on merger and shall make newspaper announcement three times at least within thirty (30) days of the date of the Company's resolution on merger. Creditors may, within thirty (30) days after receipt of such notice from the Company, or within forty-five (45) days of the date of the newspapers announcement for those who do not receive such notice, to demand that the Company repay their debts to that creditor or provide a corresponding guarantee for such debts. ……	Article 217 …… In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on merger and shall **make a newspaper announcement approved by the stock exchange on which the Shares of the Company are listed or the National Enterprise Credit Information Publicity System** within thirty (30) days of the date of the Company's resolution on merger. Creditors may, within thirty (30) days after receipt of such notice from the Company, or within forty-five (45) days of the date of the newspapers announcement for those who do not receive such notice, to demand that the Company repay their debts to that creditor or provide a corresponding guarantee for such debts. ……

No.	Before Amendments	After Amendments
151	Article 244 …… In the event of a division of the Company, all the parties involved shall execute a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on division and shall <u>make an announcement on a newspaper three times at least approved by the stock exchange on which the Shares of the Company</u> are listed within thirty (30) days of the date of the Company's resolution on division. ……	Article 218 …… In the event of a division of the Company, all the parties involved shall execute a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on division and shall <u>**make an announcement on a newspaper approved by the stock exchange on which the Shares of the Company are listed or the National Enterprise Credit Information Publicity System**</u> within thirty (30) days of the date of the Company's resolution on division. ……

No.	Before Amendments	After Amendments
152	Newly added	Article 219 **If the Company still suffer losses after making up for them in accordance with the provisions of the second paragraph of Article 289 of the Articles of Association, it may reduce its registered capital to make up for the losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares.** **Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of the second paragraph of Article 29 shall not apply. However, the Company shall announce the reduction on newspaper approved by the stock exchange where the Company's stocks are listed or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the resolution to reduce the registered capital is made at the shareholders' meeting. After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory reserve and the discretionary reserve reaches 50% of the Company's registered capital.**

No.	Before Amendments	After Amendments
153	Newly added	Article 220 **If the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return the funds received, and any reduction or exemption of shareholders' capital contributions shall be reversed; in case of any losses caused to the Company, shareholders and responsible Directors and senior management shall be liable for compensation.**
154	Newly added	Article 221 **Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders shall not have any preemptive rights unless the Articles of Association provides otherwise or the shareholders' meeting resolves that the shareholders shall have such preemptive rights.**
155	Article 245 When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law. When the Company dissolves, the Company shall cancel its registration in accordance with the law. When a new company is established, its establishment shall be registered in accordance with the law.	Article 222 When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law. When the Company dissolves, the Company **shall** cancel its registration in accordance with the law. When a new company is established, its establishment **shall** be registered in accordance with the law. **Where the Company increases or reduces its registered capital, the Company shall, in accordance with law, apply for change in its registration with the Company registration authorities.**

No.	Before Amendments	After Amendments
156	Article 246 The Company shall be dissolved and liquidated upon the occurrence of any of the following events: (1) expiration of business term; (2) a resolution on dissolution is passed by Shareholders at a general meeting; (3) dissolution is necessary due to a merger or division of the Company; (4) the Company is legally declared bankrupt due to its failure to repay debts due; (5) the Company's business license is revoked or it is ordered to close down or it is cancelled according to law; (6) where the Company gets into serious trouble in operations and management and its continuation may cause substantial loss to the interests of its Shareholders, and no solution can be found through any other channel, Shareholders representing 10% or more of the total voting rights of the Company may request the people's court to dissolve the Company; (7) other circumstances where the Company shall be dissolved pursuant to laws and regulations.	Article 223 The Company shall be dissolved and liquidated upon the occurrence of any of the following events: (1) expiration of business term; (2) a resolution on dissolution is passed by Shareholders at a **shareholders' meeting**; (3) dissolution is necessary due to a merger or division of the Company; ~~**(4) the Company is legally declared bankrupt due to its failure to repay debts due;**~~ (4) the Company's business license is revoked or it is ordered to close down or it is cancelled according to law; (5) where the Company gets into serious trouble in operations and management and its continuation may cause substantial loss to the interests of its Shareholders, and no solution can be found through any other channel, Shareholders representing 10% or more of the ~~**total**~~ **voting rights** ~~**of the Company**~~ may request the people's court to dissolve the Company; (6) other circumstances where the Company shall be dissolved pursuant to laws and regulations.

No.	Before Amendments	After Amendments
	Under the circumstances mentioned in subparagraph (1) of this Article, the Company may survive by amending the Articles of Association. Any amendment to the Articles of Association pursuant to the preceding paragraph shall be passed by Shareholders representing more than two-thirds of voting rights at the general meeting.	Where the Company encounters any of the circumstances mentioned in subparagraphs (1) **and (2) of this Article and has not yet distributed its property to shareholders, it may survive by amending the Articles of Association or by a resolution of the shareholders' meeting.** Any amendment to the Articles of Association pursuant to the preceding paragraph shall be passed by Shareholders representing more than two-thirds of voting rights at the **shareholders' meeting**. **Where the Company encounters the cause of dissolution as prescribed in the preceding paragraph, it shall, within ten days, make public the cause of dissolution through the National Enterprise Credit Information Publicity System.**

No.	Before Amendments	After Amendments
157	Article 247 Where the Company is dissolved under subparagraph (1) and (2) of the proceeding Article, a liquidation committee shall be set up within fifteen (15) days, and its members shall be determined by Shareholders at a general meeting by way of ordinary resolution. Where the Company is dissolved under subparagraph (4) of the preceding Article, the people's court shall, according to the relevant laws, organise to form a liquidation committee comprising the Shareholders, relevant authorities and relevant professionals to carry out liquidation procedures. Where the Company is dissolved under subparagraph (5) of the preceding Article, the competent authority shall organize to form a liquidation committee comprising the Shareholders, relevant authorities and relevant professionals to carry out liquidation procedures.	Article 224 **Where the Company is dissolved under subparagraphs (1), (2), (4) and (5) provisions of Article 223, it shall be liquidated. The Directors are the obligors of liquidation of the Company, and shall establish a liquidation committee to carry out liquidation within 15 days from the date of occurrence of events giving rise to dissolution.** **The liquidation committee shall consist of Directors, unless other persons are elected by the shareholders' meeting.** **If the liquidation obligor fails to perform its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable for compensation.**

No.	Before Amendments	After Amendments
158	Article 249 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make a newspaper announcement three times at least within sixty (60) days of that date. Creditors shall, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within forty-five (45) days from the date of the announcement, declare their claims to the liquidation committee. The creditors who declare their claims shall explain matters relating to their claims and provide relevant evidential documents. The liquidation committee shall register the creditor's claims in accordance with laws. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.	Article 225 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and **make a newspaper announcement approved by the stock exchange on which the Shares of the Company are listed or the National Enterprise Credit Information Publicity System** within sixty (60) days of that date. Creditors shall, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within forty-five (45) days from the date of the announcement, declare their claims to the liquidation committee. The creditors who declare their claims shall explain matters relating to their claims and provide relevant evidential documents. The liquidation committee shall register the creditor's claims in accordance with laws. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

No.	Before Amendments	After Amendments
159	Article 252 In the event of Company's liquidation owing to dissolution, if the liquidation committee, after ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to repay its debts, it shall immediately apply to the people's court for a declaration of bankruptcy. After the Company is declared bankrupt by a ruling of the people's court, the liquidation committee shall transfer the liquidation matters to the people's court.	Article 228 ~~**In the event of Company's liquidation owing to dissolution,**~~ **If** the liquidation committee, after ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to repay its debts, it shall immediately apply to the people's court for a declaration of bankruptcy **and liquidation**. After the **bankruptcy application is accepted by the people's court**, the liquidation committee shall transfer liquidation matters to the **bankruptcy administrator designated by the** people's court.
160	Article 253 Following the completion of liquidation, the liquidation committee shall present a report on liquidation and prepare a statement of the receipts and payments and the financial accounts for the period of the liquidation which shall be audited by PRC certified public accountants and then submitted to the general meeting or relevant competent authorities for confirmation. The liquidation committee shall also within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and announce the termination of the Company.	Article 229 Following the completion of liquidation, the liquidation committee shall present a report on liquidation **and submit it to the shareholders' meeting or the people's court for confirmation and submit the same to the Company registration authority for cancellation of the Company's registration.**

No.	Before Amendments	After Amendments
161	Article 254 Any member of the liquidation committee shall dutifully and lawfully fulfill the liquidation obligation. Any member of the liquidation committee shall not abuse his/her official powers to accept bribes or other unlawful gains, and not to expropriate the Company's assets. If any member of the liquidation committee causes any loss to the Company or the creditors with will or serious negligence, the said member shall be liable for compensation.	Article 230 **Any member of the liquidation committee shall ~~dutifully and lawfully fulfill the liquidation obligation.~~ perform their liquidation duties and be obligated to be loyal and diligent. Any member of the liquidation committee who is negligent in performing his/her liquidation duties and causes any losses to the Company shall be liable for compensation;** If any member of the liquidation committee causes losses to creditors with will or serious negligence, the said member shall be liable for compensation.
162	Article 257 Any amendment to the Articles of Association involving anything set out in the Trial Administrative Measures shall become effective upon approval by the department in charge of company approval affairs authorized by the State Council and by the securities supervision and administrative authority of the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with the laws.	Article 233 **Amendments to the Articles of Association resolved by the shareholders' meeting shall be reported to the competent authorities for approval if such amendments should be subject to the approval of the competent authorities**; If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with the laws.
163	Newly added	Article 236 **Notices of the Company shall be sent via the following methods:** **(1) by hand;** **(2) by post;** **(3) by announcement;** **(4) other ways required by the Articles of Association.**

No.	Before Amendments	After Amendments
164	Newly added	Article 237 **The notice of the shareholders' meeting shall be made by announcement.**
165	Article 260 Unless otherwise provided for in Articles of Association, notices issued by the Company to holders of overseas listed foreign shares in the form of announcement shall be published on the website of Stock Exchange of Hong Kong through the Electronic Publication System of the Hong Kong Stock Exchange on the same date as required by the relevant listing rules. Such announcement shall also be published on the website of the Company. In addition, such announcement shall be lodged with the registered address of each Shareholder on the register of holders of overseas listed foreign shares by way of hands or pre-paid postage. As such, Shareholders will be given full notice and adequate time to exercise their rights or act as instructed by the notice. ……	Article 238 Unless otherwise provided for in Articles of Association, notices issued by the Company to holders of overseas listed foreign shares in the form of announcement shall be published on the website of Stock Exchange of Hong Kong through the Electronic Publication System of the Hong Kong Stock Exchange on the same date as required by the relevant listing rules. Such announcement shall also be published on the website of the Company. ~~**In addition, such announcement shall be lodged with the registered address of each Shareholder on the register of holders of overseas listed foreign shares by way of hands or pre-paid postage. As such, Shareholders will be given full notice and adequate time to exercise their rights or act as instructed by the notice.**~~ ……

No.	Before Amendments	After Amendments
166	Article 261 Where a notice is to be sent by post, it shall be placed in an envelope properly addressed with postage prepaid, and any such notice is deemed to be served forty-eight (48) hours after the date of dispatch when it is deposited at the post box. An announcement on the notice to be sent to holders of domestic shares by the Company shall be published on one or several newspapers designated by the regulatory authorities under the State Council. All the holders of domestic shares are deemed to have received such notice upon the publication of such announcement.	Article 239 Where a notice is to be sent **by post**, it shall be placed in an envelope properly addressed with postage prepaid, and any such notice is deemed to be served forty-eight (48) hours after the date of dispatch when it is deposited at the post box. An announcement on the notice to be sent to holders of domestic shares by the Company shall be published on one or several newspapers designated by the **securities regulatory authority under the State Council or the stock exchange where the stocks are listed**. All the holders of domestic shares are deemed to have received such notice upon the publication of such announcement.

No.	Before Amendments	After Amendments
167	Article 262 As specified in the preceding provision, corporate communications shall be provided and/or delivered to Shareholders in writing. However, for the ways of provision and/or delivery of corporate communications to Shareholders by the Company under the requirements of the Hong Kong Stock Exchange Listing Rules, the Company may, upon obtaining the prior written consent or tacit consent of Shareholders, deliver or provide corporate communications to the Shareholders of the Company by electronic means or by publication of such information on the website of the Company, subject to the requirements of relevant laws and regulations as well as the Hong Kong Stock Exchange Listing Rules as amended from time to time. Corporate communications include but are not limited to, among others, circulars, annual reports, interim reports, quarterly reports, notices of general meetings and other types of corporate communications as set out in the Hong Kong Stock Exchange Listing Rules.	Article 240 ~~**As specified in the preceding provision, corporate communications shall be provided and/or delivered to Shareholders in writing. However,**~~ For the ways of provision and/or delivery of corporate communications to Shareholders by the Company under the requirements of the Hong Kong Stock Exchange Listing Rules, the Company may, upon obtaining the prior written consent or tacit consent of Shareholders, deliver or provide corporate communications to the Shareholders of the Company by electronic means or by publication of such information on the website of **Hong Kong Stock Exchange or** the Company, subject to the requirements of relevant laws and regulations as well as the Hong Kong Stock Exchange Listing Rules as amended from time to time. Corporate communications include but are not limited to, among others, circulars, annual reports, interim reports, quarterly reports, notices of **shareholders' meetings** and other types of corporate communications as set out in the Hong Kong Stock Exchange Listing Rules
168	CHAPTER 25 SETTLEMENT OF DISPUTES	Deleted
169	Article 264 In these Articles of Association, the terms "not less than", "within", "not more than" and "expiration" include the figure itself, while "not expired", "less than", "more than", "other than" do not include the figure itself.	Article 241 In these Articles of Association, the terms "not less than", "~~**within**~~", "not more than" and "expiration" include the figure itself, while **"over",** "less than", "more than", "other than" do not include the figure itself.

Comparison Table of Amendments to the Rules of Procedures of the Shareholder's Meeting[1]

<table>
<tr><th>No.</th><th>Before Amendments</th><th>After Amendments[2]</th></tr>
<tr><td>1</td><td>/</td><td>Article 2 These rules shall apply to matters relating to the convening, proposal, notification and holding of the shareholders' meetings of the Company.</td></tr>
<tr><td>2</td><td>Article 3 The general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with the law:

(1) to decide on the operating policies and investment plans of the Company;

(2) to elect and remove Directors (not being staff representatives) and to fix the remuneration of the relevant Directors;</td><td>Article 4 The shareholders' meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with the law:

~~(1) to decide on the operating policies and investment plans of the Company;~~

(1) to elect and remove Directors (not being staff representatives) and to fix the remuneration of the relevant Directors;

(2) to consider and approve the reports of the Board;</td></tr>
</table>

1 Due to addition or deletions of articles and the revision of definitions (including but not limited to amending general meeting to shareholders' meeting, abolishing the supervisory board and supervisors, and the audit committee performing the duties of the supervisory board), or only adjustments to wording or expression that do not alter the meaning, the serial number of relevant articles and cross references of these rules and the expression of the relevant definitions have been adjusted accordingly without separate presentation.

2 It is hereby clarified that where the contents remain unchanged between the "Before Amendments" and "After Amendments" columns, it is due to the amendments made to the Chinese version which do not affect the English version.

No.	Before Amendments	After Amendments
	(3) to elect and remove supervisors (not being staff representatives), and to fix the remuneration of the relevant supervisors; (4) to consider and approve the reports of the Board; (5) to consider and approve the reports of the supervisory board; (6) to consider and approve the proposed annual financial budgets and final accounts of the Company; (7) to consider and approve the profit distribution plans and loss recovery plans of the Company;	~~**(3) to elect and remove supervisors (not being staff representatives), and to fix the remuneration of the relevant supervisors;**~~ (3) to consider and approve the profit distribution plans and loss recovery plans of the Company; (4) to adopt resolutions on any increase or reduction of registered capital of the Company; ~~**(5) to consider and approve the reports of the supervisory board;**~~ (5) to adopt resolutions on matters such as merger, division, **spin off,** dissolution, liquidation and conversion of corporate form of the Company; ~~**(6) to consider and approve the proposed annual financial budgets and final accounts of the Company;**~~ (6) to adopt resolutions on the issue of bonds or other securities and listing plans of the Company;

No.	Before Amendments	After Amendments
	(8) to adopt resolutions on any increase or reduction of registered capital of the Company; (9) to adopt resolutions on matters such as merger, division, dissolution, liquidation and conversion of corporate form of the Company; (10) to adopt resolutions on the issue of bonds or other securities and listing plans of the Company; (11) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms; (12) to amend the Articles of Association; (13) to consider and approve matters relating to guarantees subject to approval at the <u>general meeting</u> under requirements of laws, regulations and the Articles of Association; ……	(7) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms <u>**engaged in the audit work**</u>; (8) to amend the Articles of Association; (9) to consider and approve matters relating to guarantees subject to approval at the <u>**shareholders' meeting**</u> under requirements of laws, regulations and the Articles of Association; …… (12) to consider and approve the equity incentive plans <u>**and employee stock ownership plans**</u>; (13) to consider the proposals submitted by Shareholders holding <u>**1% or more**</u> of the Company's voting Shares;

No.	Before Amendments	After Amendments
	(16) to consider and approve the equity incentive plans; (17) to consider the proposals submitted by Shareholders holding 3% or more of the Company's voting Shares; (18) to consider other matters required by the regulatory rules of the place where the Shares of the Company are listed to be resolved by the general meeting; (19) other matters required by laws, administrative regulations, and the Articles of Association to be resolved by the general meeting.	(14) to consider other matters required by the regulatory rules of the place where the Shares of the Company are listed to be resolved by the **shareholders' meeting**; (15) other matters required by laws, administrative regulations, and the Articles of Association to be resolved by the **shareholders' meeting**.
3	Article 4 …… Unless a prior approval is obtained in a general meeting, the Company shall not enter into any contract with any party (other than the Directors, supervisors, general manager and other senior management members) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.	Article 5 …… **Except where the Company is in a state of crisis or other exceptional circumstances,** unless a prior approval is obtained in a **shareholders' meeting by way of a special resolution**, the Company shall not enter into any contract with any party (other than the Directors, general manager and other senior management members) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.

No.	Before Amendments	After Amendments
4	Article 5 General meetings of Shareholders shall be annual general meetings and extraordinary general meetings. A general meeting shall be convened by the Board. The annual general meeting shall be held once every year within six months after the end of the previous accounting year. The Board shall hold an extraordinary general meeting within two months upon the occurrence of one of the following circumstances: (1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association; (2) the uncovered losses are in excess of one third of the Company's total share capital;	Article 6 **Shareholders' meetings** of Shareholders shall be annual **shareholders' meetings** and extraordinary **shareholders' meetings**. ~~**A general meeting shall be convened by the Board.**~~ The annual **shareholders' meeting** shall be held once every year within six months after the end of the previous accounting year. The Board shall hold an extraordinary **shareholders' meeting** within two months upon the occurrence of one of the following circumstances: (1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association; (2) the uncovered losses are in excess of one third of the Company's total share capital;

No.	Before Amendments	After Amendments
	(3) Shareholders individually or jointly holding 10% or more of the Company's issued Shares with voting rights request in writing to hold an extraordinary general meeting; (4) the Board considers it necessary or the supervisory board proposes to hold such a meeting; (5) One half or more of the independent Directors propose to hold such a meeting; or (6) Other circumstances required by laws, administrative regulations, the securities regulatory rules in the place where the Shares of the Company are listed or the Articles of Association. ……	(3) Shareholders individually or jointly holding 10% or more of the Company's ~~**issued**~~ Shares ~~**with voting rights request**~~ in writing to hold an extraordinary **shareholders' meeting**; (4) the Board considers it necessary or the **audit committee of the Board** proposes to hold such a meeting; ~~**(5) One half or more of the independent Directors propose to hold such a meeting; or**~~ **(5) Other circumstances required by laws, administrative regulations, the securities regulatory rules in the place where the Shares of the Company are listed or the Articles of Association.** ……
5	Article 8 Two (2) or more Shareholders individually or jointly holding 10% or more of the Shares with voting rights at the forthcoming meeting shall sign one (1) or more written requests of the same form and with the same content proposing that the Board convene an extraordinary general meeting or a class meeting and stating issues for discussion at the meeting. The abovementioned number of Shares held shall be calculated as at the date when the written request was put forward by the Shareholders.	Article 9 ~~**Two (2) or more**~~ Shareholders individually or jointly holding **10% or more than 10% of the Shares** ~~**with voting rights at the forthcoming meeting**~~ shall sign one (1) or more written requests of the same form and with the same content proposing that the Board convene an extraordinary **shareholders' meeting** or a class meeting and stating issues for discussion at the meeting. The abovementioned number of Shares held shall be calculated as at the date when the written request was put forward by the Shareholders.

No.	Before Amendments	After Amendments
6	Article 9 The Board shall give a written reply on whether to agree or not to hold the extraordinary general meeting or class meeting within ten (10) days upon receipt of the written request as specified in Article 8 in accordance with the requirements of the laws, administrative regulations and the Articles of Association. Where the Board agrees to hold the general meeting or class meeting, a notice thereof shall be given within five (5) days after a resolution of the Board is made. Any change to the original proposal in the notice shall be subject to the approval from relevant Shareholders. Where the Board does not agree to hold the general meeting or class meeting or fails to give a reply within ten (10) days upon receipt of the written request as specified in Article 8, two (2) or more Shareholders individually or jointly holding 10% or more of the Shares with voting rights at the forthcoming meeting shall have the right to propose, by way of a written request, to the supervisory board to convene a general meeting or class meeting. Where the supervisory board agrees to convene the general meeting or class meeting, a notice thereof shall be issued within five (5) days upon receipt of the request. Any change to the original proposal in the notice shall be subject to the approval from relevant Shareholders.	Article 10 The Board shall give a written reply on whether to agree or not to hold the extraordinary **shareholders' meeting** or class meeting within ten (10) days upon receipt of the **request** in accordance with the requirements of the laws, administrative regulations and the Articles of Association. Where the Board agrees to hold the **shareholders' meeting** or class meeting, a notice thereof shall be given within five (5) days after a resolution of the Board is made. Any change to the original proposal in the notice shall be subject to the approval from relevant Shareholders. Where the Board does not agree to hold the **shareholders' meeting** or class meeting or **does not** give a reply within ten (10) days upon receipt of the **request**, two (2) or more Shareholders individually or jointly holding ~~**10% or**~~ more **than 10%** of the Shares ~~**with voting rights at the forthcoming meeting**~~ shall have the right to propose, by way of a written request, to the **audit committee of the Board** to convene a **shareholders' meeting** or class meeting. Where the **audit committee of the Board** agrees to convene the **shareholders' meeting** or class meeting, a notice thereof shall be issued within five (5) days upon receipt of the request. Any change to the original proposal in the notice shall be subject to the approval from relevant Shareholders.

No.	Before Amendments	After Amendments
	Where the supervisory board fails to issue the notice of the general meeting or class meeting within the prescribed period, it shall be deemed to fail to convene and preside over the general meeting or class meeting, in which case Shareholders individually or jointly holding more than 10% Shares of the Company for over ninety (90) consecutive days may convene and preside over the meeting at their own discretion. Expenses reasonably incurred by Shareholders or the supervisory board in convening and holding the meeting at their own discretion arising from the failure by the Board to hold the meeting at the aforesaid request shall be borne by the Company and be deducted from amounts due to the defaulting Directors by the Company.	Where the **audit committee of the Board** fails to issue the notice of the **shareholders' meeting** or class meeting within the prescribed period, it shall be deemed to fail to convene and preside over the **shareholders' meeting** or class meeting, in which case Shareholders individually or jointly holding more than 10% Shares of the Company for over ninety (90) consecutive days may convene and preside over the meeting at their own discretion. Expenses reasonably incurred by Shareholders or the **audit committee of the Board** in convening and holding the meeting at their own discretion arising from the failure by the Board to hold the meeting at the aforesaid request shall be borne by the Company and be deducted from amounts due to the defaulting Directors by the Company.
7	Article 10 Independent Directors shall have the right to propose to the Board to hold an extraordinary general meeting. For such a proposal, the Board shall give a written reply on whether to agree or not to hold the extraordinary general meeting within ten (10) days upon receipt of the proposal in accordance with the requirements of the laws, administrative regulations and the Articles of Association. ……	Article 11 **With the approval of a majority of all the Independent Directors, the** Independent Directors shall have the right to propose to the Board to hold an extraordinary **shareholders' meeting**. For such a proposal, the Board shall give a written reply on whether to agree or not to hold the extraordinary **shareholders' meeting** within ten (10) days upon receipt of the proposal in accordance with the requirements of the laws, administrative regulations and the Articles of Association. ……

No.	Before Amendments	After Amendments
8	Article 11 The supervisory board shall have the right to propose to the Board to hold an extraordinary general meeting and such a proposal shall be made in writing. The Board shall give a written reply on whether to agree or not to hold the extraordinary general meeting within ten (10) days upon receipt of the proposal in accordance with the requirements of the laws, administrative regulations and the Articles of Association. Where the Board agrees to hold the extraordinary general meeting, a notice thereof shall be issued within five (5) days after a resolution of the Board is made. Any change to the original proposal in the notice shall be subject to the approval from the supervisory board. Where the Board does not agree to hold the extraordinary general meeting or fails to give a written reply within ten (10) days upon receipt of the proposal, it shall be deemed to be unable or fail to perform its duty of convening a general meeting, in which case the supervisory board may convene and preside over the general meeting at its own discretion.	Article 12 The **audit committee of the Board** shall have the right to propose to the Board to hold an extraordinary **shareholders' meeting** and such a proposal shall be made in writing. The Board shall give a written reply on whether to agree or not to hold the extraordinary **shareholders' meeting** within ten (10) days upon receipt of the proposal in accordance with the requirements of the laws, administrative regulations and the Articles of Association. Where the Board agrees to hold the extraordinary **shareholders' meeting**, a notice thereof shall be issued within five (5) days after a resolution of the Board is made. Any change to the original proposal in the notice shall be subject to the approval from the **audit committee of the Board**. Where the Board does not agree to hold the extraordinary **shareholders' meeting** or fails to give a written reply within ten (10) days upon receipt of the proposal, it shall be deemed to be unable or fail to perform its duty of convening a **shareholders' meeting**, in which case the **audit committee of the Board** may convene and preside over the general meeting at its own discretion.

No.	Before Amendments	After Amendments
9	Article 12 In the event that the supervisory board or Shareholders decide to convene the general meeting on its/their own, it/they shall send a written notice to the Board, and at the same time file the notice with the local branch of the CSRC and the stock exchange. …… When issuing the notice of the general meeting and the announcement of resolutions of the general meeting, the supervisory board and Shareholders who convene the meeting shall submit relevant supporting materials to the local branch of the CSRC and the stock exchange.	Article 13 In the event that the **audit committee of the Board** or Shareholders decide to convene the **shareholders' meeting** on its/their own, it/they shall send a written notice to the Board, and at the same time file the notice with ~~**the local branch of the CSRC and**~~ the stock exchange. …… When issuing the notice of the **shareholders' meeting** and the announcement of resolutions of the **shareholders' meeting**, the **audit committee of the Board** and Shareholders who convene the meeting shall submit relevant supporting materials to ~~**the local branch of the CSRC and**~~ the stock exchange.
10	Article 14 The contents of proposals shall fall within the business and the authority of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws, administrative regulations and the Articles of Association.	Article 15 The contents of proposals shall fall within ~~**the business and**~~ the authority of the **shareholders' meeting**, contain a clear topic and a specific resolution and comply with relevant provisions of laws, administrative regulations and the Articles of Association.

No.	Before Amendments	After Amendments
11	Article 15 When the Company holds a general meeting, the Board, the supervisory board and Shareholders individually or jointly holding 3% or more of the total Shares with voting rights of the Company shall have the right to make proposals to the Company in writing. Shareholders individually or jointly holding more than 3% of Shares of the Company shall have the right to make ad hoc proposals and submit them in writing to the convener ten (10) days prior to the general meeting. The convener shall issue a supplementary notice of the general meeting announcing the contents of the ad hoc proposals within two (2) days upon receipt of the proposals. ……	Article 16 When the Company holds a **shareholders' meeting**, the Board, the **audit committee** and Shareholders individually or jointly holding **more than 1% of Shares** of the Company shall have the right to make proposals to the Company in writing. Shareholders individually or jointly holding **more than 1%** of Shares of the Company shall have the right to make ad hoc proposals and submit them in writing to the convener ten (10) days prior to the **shareholders' meeting**. The convener shall issue a supplementary notice of the **shareholders' meeting** announcing the contents of the ad hoc proposals within two (2) days upon receipt of the proposals, **and shall submit the ad hoc proposals to the shareholders' meeting for consideration, unless the ad hoc proposals violate the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the scope of the shareholders' meeting.** ……
12	Article 20 The list of candidates for Directors and supervisors who are not employee representatives shall be put forward in the form of a proposal to a general meeting for resolution. Directors and supervisors who are employees shall be elected and removed by employees of the Company in a democratic way.	Article 21 The list of candidates for Directors ~~**and supervisors**~~ who are not employee representatives shall be put forward in the form of a proposal to a **shareholders' meeting** for resolution. Directors ~~**and supervisors**~~ who are employees shall be elected and removed by employees of the Company in a democratic way.

No.	Before Amendments	After Amendments
13	Article 22 A notice of the general meeting shall be dispatched to Shareholders (regardless of their voting rights at the general meeting) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic Shares, a notice of the general meeting may also be made by way of announcement.	Article 23 **Unless otherwise required by the Articles of Association, a** notice of the **shareholders' meeting can** be dispatched to Shareholders (regardless of their voting rights at the **shareholders' meeting**) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic Shares, a notice of the **shareholders' meeting** may also be made by way of announcement. ......

No.	Before Amendments	After Amendments
14	Article 23 A notice of general meeting shall meet the following requirements: …… (3) it shall state the matters to be discussed at the meeting; …… (6) if any Director, supervisor, general manager and other senior management members have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such Director, supervisor, general manager and other senior management members in their capacity as Shareholders is different from that on other Shareholders of the same class, the differences shall also be specified; …… (8) it shall contain a specific statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a shareholder; ……	Article 24 A notice of **shareholders' meeting** shall meet the following requirements: …… (3) it shall state the **matters and proposals to be considered** at the meeting; …… (6) if any Director, ~~**supervisor,**~~ general manager and other senior management members have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such Director, ~~**supervisor,**~~ general manager and other senior management members in their capacity as Shareholders is different from that on other Shareholders of the same class, the differences shall also be specified; …… (8) it shall contain a specific statement that **all ordinary shareholders are entitled to attend the shareholder's meeting, and may, in writing, appoint proxies to attend and vote on his/her behalf and that such proxy need not be a shareholder;** ……

No.	Before Amendments	After Amendments
15	Article 24 The notice and the supplementary notice, if any, of the general meeting shall fully and completely disclose the contents of all proposals, and if the matters to be discussed require the opinions of the independent non-executive Directors, the opinions of the independent non-executive Directors and the reasons therefor shall be disclosed at the same time when the notice of general meeting or its supplementary notice is issued.	Article 25 The notice and the supplementary notice, if any, of the **shareholders' meeting** shall fully and completely disclose the contents of all proposals, **as well as all information or explanations required for shareholders to make reasonable judgments on matters to be discussed** ~~**and if the matters to be discussed require the opinions of the independent non-executive Directors, the opinions of the independent non-executive Directors and the reasons therefor shall be disclosed at the same time when the notice of general meeting or its supplementary notice is issued.**~~
16	Article 25 If the election of Directors or supervisors is proposed to be discussed at a general meeting, the notice of the general meeting shall adequately disclose the detailed information on the Director or supervisor candidates, which shall at least include: …… In addition to the adoption of the cumulative voting mechanism to elect Directors and supervisors, each candidate for Directors or supervisors shall be proposed in a separate proposal.	Article 26 If the election of Directors ~~**or supervisors**~~ is proposed to be discussed at a **shareholders' meeting**, the notice of the **shareholders' meeting** shall adequately disclose the detailed information on the Director ~~**or supervisor**~~ candidates, which shall at least include: …… In addition to the adoption of the cumulative voting mechanism to elect Directors ~~**and supervisors**~~, each candidate for Directors ~~**or supervisors**~~ shall be proposed in a separate proposal.

No.	Before Amendments	After Amendments
17	Article 26 The Board or the convener of the general meeting shall set a date for ascertainment of the shareholding (the shareholding record date) when the Company convenes general meetings. Upon the close of such date (the shareholding record date), the shareholders appearing in the register of shareholders shall be deemed as the shareholders of the Company.	Article 27 The Board or the convener of the **shareholders' meeting** shall set a date for ascertainment of the shareholding (the shareholding record date) when the Company convenes **shareholders' meetings. Upon the close of business on such date (the shareholding record date), the shareholders appearing in the register of shareholders shall be entitled to the relevant rights and benefits.**
18	Article 28 …… The general meeting shall have a venue and be held onsite. Provided that the legality and validity of the general meeting is guaranteed, the Company shall also hold the general meeting by telephone, online or by other safe, economic and convenient means to facilitate the participation of Shareholders in the general meeting. A Shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.	Article 30 The **shareholders' meeting** shall have a venue and be held onsite. **In accordance with the provisions of laws, administrative regulations, the regulations of the securities regulatory authority under the State Council or the Articles of Association**, the Company shall also hold the **shareholders' meeting** by telephone, online or by other safe, economic and convenient means to facilitate the participation of Shareholders in the **shareholders' meeting**. A Shareholder who participated in a **shareholders' meeting** in the aforesaid manners shall be deemed to have been present at the meeting. ……

No.	Before Amendments	After Amendments
19	Article 31 All Shareholders whose names appear in the register of Shareholders as of the date of registration of equity entitlements or their proxies shall be entitled to attend a general meeting and exercise their voting rights in accordance with the provisions of relevant laws, regulations, normative documents, the Articles of Association and the listing rules at the places where Shares of the Company are listed, and the Company or the convener shall not refuse them for whatever reasons.	Article 32 All Shareholders whose names appear in the register of Shareholders as of the date of registration of equity entitlements or their proxies shall be entitled to attend a **shareholders' meeting** and exercise their voting rights in accordance with the provisions of relevant laws, regulations, normative documents, the Articles of Association and the listing rules at the places where Shares of the Company are listed, and the Company or the convener shall not refuse them for whatever reasons. **When Shareholders attend a shareholders' meeting, each share they hold entitles them to one vote. Shares of the Company held by the Company itself shall have no voting rights**. **Where matters that may affect the rights of shareholders holding class shares, such as those specified in Paragraph 3 of the Article 116 of the Company Law and regulations of the securities regulatory authority under the State Council, such matters shall, in addition to being approved by a special resolution at the shareholders' meeting, be approved by two-thirds or more of the voting rights of the shareholders present at the class meeting.** **The matters to be resolved by the shareholders of the class shares and the number of voting rights shall be in compliance with the provisions of the laws, administrative regulations, the regulations of the securities regulatory authority under the State Council and the Articles of Association.**

No.	Before Amendments	After Amendments
20	Article 32 Shareholders may attend a general meeting in person, or may appoint a proxy to attend and vote at the meeting on their behalf. A Shareholder shall appoint his/her proxy in writing and signed by the appointor or a proxy authorized by him/her for such purpose in writing; if the appointor is a legal person, the same shall be affixed with the seal of such legal person, or signed by its Directors or a duly authorized proxy. Such power of attorney shall specify the number of Shares represented by the proxy; where the appointer is a proxy, the power of attorney shall state the number of Shares in respect of which the proxy is given to each such person.	Article 33 Shareholders may attend a **shareholders' meeting** in person, or may appoint a proxy to attend and **exercise their voting rights within the scope of authorization** at the meeting on their behalf. **If a Shareholder appoints a proxy to attend a shareholders' meeting,** he/she shall appoint his/her proxy in writing, **and specify the matters, authority, and duration of the agent's representation.** ~~**If the appointor is a legal person, the same shall be affixed with the seal of such legal person, or signed by its Directors or a duly authorized proxy.**~~ Such power of attorney shall state the following contents: (1) the name of the appointer **and the class and number of Shares of the Company held by him/her;** (2) the name of the proxy; ~~**(3) whether the proxy has voting rights;**~~ **(3) the specific instructions of the Shareholder, including the instructions on whether to vote for or against or abstain from voting on each matter included in the agenda of the shareholders' meeting;** (4) the date of issue and effective period of the power of attorney;

No.	Before Amendments	After Amendments
		(5) the signature (or seal) of the appointer. **<u>If the appointer is a corporate shareholder, the seal of the corporate shall be affixed;</u>** ~~**(5) the specific instructions on whether the proxy has voting rights in respect of the temporary proposal as might be included in the agenda of the general meeting, and, if yes, how to exercise the voting rights;**~~ (6) other content required by the regulatory rules of the place where the shares of the Company are listed. …… ~~**The power of attorney shall state that the proxy may vote at his/her discretion if the appointer does not give any instruction.**~~

No.	Before Amendments	After Amendments
	Article 33 Individual shareholders attending a meeting in person shall present their personal identification documents or other valid documents or proofs of their identities as well as the evidence of their shareholdings. Proxies attending a general meeting on behalf of shareholders shall present their personal identification documents and written power of attorney signed by the entrusting party or a proxy entrusted by the entrusting party in writing, and the power of attorney shall specify the date of signature. A corporate shareholder shall be represented by its legal representative or a proxy entrusted by such legal representative in attending a meeting. In case of attendance by legal representatives, they shall present their personal identification documents and valid proofs of their capacities as legal representatives and, in the case of attendance by proxies of such legal representatives, such proxies shall present their personal identification documents and the written power of attorney sealed by the legal person or signed by their duly entrusted proxy, and the power of attorney shall specify the date of signature.	Article 34 Individual shareholders attending a meeting in person shall present their personal identification documents or other valid documents their identities as well as the evidence of their shareholdings. Proxies attending a **shareholders' meeting** on behalf of shareholders shall present their personal identification documents and power of attorney of the shareholders. **A corporate shareholder shall be represented by its legal representative or a proxy entrusted by such legal representative in attending a meeting. In case of attendance by legal representatives, they shall present their personal identification documents and valid proofs of their capacities as legal representatives and, in the case of attendance by proxies of such legal representatives, such proxies shall present their personal identification documents and written power of attorney issued by the legal representative of the corporate shareholder in accordance with the law.**

No.	Before Amendments	After Amendments
	The power of attorney issued by the Shareholders entrusting others to attend the general meeting shall state the following contents: (1) the name of the appointer and the name of the proxy; (2) the number of Shares represented by the proxy on behalf of the appointer. If several proxies are appointed, the power of attorney shall state the number of Shares represented by each proxy; (3) whether the proxy has voting rights; (4) the instructions on whether to vote for or against or abstain from voting on each matter included in the agenda of the general meeting; (5) the specific instructions on whether the proxy has voting rights in respect of the temporary proposal as might be included in the agenda of the general meeting, and, if yes, how to exercise the voting rights; (6) the date of issue and effective period of the power of attorney; (7) the signature (or seal) of the appointer; (8) other content required by the regulatory rules of the place where the shares of the Company are listed. …… The power of attorney shall state that the proxy may vote at his/her discretion if the appointer does not give any instruction.	

No.	Before Amendments	After Amendments
21	Article 34 The proxy form shall be deposited at the address of the Company or another place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorised by the appointer, the power of attorney or other authorisation instruments shall be notarised. The notarised power of attorney and other authorisation instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice to the meeting.	Deleted
22	Article 35 In case of death, incapacitation, revoke of appointment and the authority under which the instrument is signed or a transfer of relevant shares of the appointor prior to voting, the votes cast by a proxy in accordance with such instrument shall not be invalidated as long as the Company has not received a written notice on such businesses prior to the relevant meeting.	Deleted

No.	Before Amendments	After Amendments
23	Newly added	Article 40 **The convener and the counsel shall jointly verify the legality of the Shareholders' qualifications in accordance with the register of Shareholders provided by the Securities Depository and Clearing Institution, and record and register the name of the Shareholders and the number of voting shares held by such Shareholders. The registration process shall end before the presider of the meeting announces on site the number of Shareholders and proxies that attend the meeting, and the total number of their voting shares.**
24	Article 42 All Directors, supervisors and the Secretary to the Board shall be present at the general meeting while other senior management members shall be in attendance at the meeting unless there is reasonable ground for absence.	Article 42 **If the shareholders' meeting requires Directors and senior management members to attend the meeting, Directors and senior management members shall be in attendance at the meeting and be available to answer Shareholders' questions.**
25	Article 43 The chairperson of a general meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.	Deleted

No.	Before Amendments	After Amendments
26	Article 44 A general meeting shall be convened and presided over by the chairman of the Board. If the chairman is unable to attend the meeting, the vice chairman of the Board (or the vice chairman elected by more than half of Directors if there are two or more vice chairmen of the Company) shall convene and preside over the meeting. If both of the chairman and vice chairman are unable to attend the meeting, the Board may designate a Director of the Company to convene and to be the chairman of the meeting. If no chairman of the meeting has been designated, shareholders present shall elect one person to be the chairman of the meeting. If for any reason the shareholders fail to elect a chairman, then the shareholder (including his/her proxy) presents in person or by proxy and holds the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting. Where the general meeting is convened by the supervisory board on its own discretion, the chairman of the supervisory board shall preside over the meeting; where the chairman of the supervisory board is unable to or fails to perform his/her duties, one supervisor shall be elected by more than half of the members of the supervisory board shall preside over the meeting.	Article 43 A **shareholders' meeting** shall be **chaired** by the chairman of the Board. If the chairman **is unable or fails to perform his/her duties**, the vice chairman of the Board (or the vice chairman elected by more than half of Directors if there are two or more vice chairmen of the Company) shall **chair** the meeting. **If the vice chairman is unable or fails to perform his/her duties, a Director elected by more than half of the Directors shall chair the meeting.** Where the **shareholders' meeting** is convened by the **audit committee of the Board** on its own discretion, the **chairman of the audit committee** shall preside over the meeting; where the **chairman of the audit committee of the Board** is unable to or fails to perform his/her duties, one **member of the audit committee of the Board** shall be elected by **a majority of** the **members of the audit committee** shall preside over the meeting. The **shareholders' meeting** convened by Shareholders at their discretion shall be presided over by the representative recommended by the convener. If a **shareholders' meeting** in process is discontinued by virtue of violation of these Rules by the Chairman of the **shareholders' meeting**, the **shareholders' meeting** may elect a Chairman to continue it upon approval of the Shareholders present with more than half of the voting Shares.

No.	Before Amendments	After Amendments
	The general meeting convened by Shareholders at their discretion shall be presided over by the representative recommended by the convener. If a general meeting in process is discontinued by virtue of violation of these Rules by the Chairman of the general meeting, the general meeting may elect a Chairman to continue it upon approval of the Shareholders present with more than half of the voting Shares.	
27	Article 49 At the annual general meeting, the supervisory board shall read out the special supervision report on the Company in the past year, the contents of which contain: …… (iii) other major events which the supervisory board considers shall be reported to the general meeting. Where necessary, the supervisory board can issue opinions on the proposals discussed at the general meeting and submit independent report.	Article 48 At the annual **shareholders' meeting**, the **audit committee of the Board** shall read out the special supervision report on the Company in the past year, the contents of which contain: …… (iii) other major events which the **audit committee of the Board** considers shall be reported to the **shareholders' meeting**. Where necessary, the **audit committee of the Board** can issue opinions on the proposals discussed at the **shareholders' meeting** and submit independent report.

No.	Before Amendments	After Amendments
28	Article 55 Matters included into the agenda shall all be passed by way of voting in the general meeting. Shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting Shares. Each Share shall have one vote. The way of voting shall be open ballot. Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting Shares represented by Shareholders or proxies present at a general meeting.	Article 54 Matters included into the agenda shall all be passed by way of voting in the **shareholders' meeting**. Shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting Shares. Each Share shall have one vote. The way of voting shall be open ballot. Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting Shares represented by Shareholders or proxies present at a **shareholders' meeting**. **Where a Shareholder purchases voting shares of the Company in violation of Paragraph 1, 2 of Article 63 of the Securities Law, then within thirty-six (36) months after such purchase, the voting rights attached to such shares in excess of the prescribed percentage shall not be exercised, and such shares shall not be included in the total number of voting shares present at the shareholders' meeting.** **The Board, the independent Director, the Shareholder(s) holding more than one 1% of the voting shares of the Company, or any investor protection institution established in accordance with the laws, administrative regulations, or the regulations of the securities regulatory authority under the State Council may solicit proxies from Shareholders of the Company. In case of solicitation of proxies from Shareholders, specific voting intention and other information shall be fully disclosed to the Shareholders whose proxies are solicited. Solicitation of proxies from shareholders for compensation or disguised compensation is prohibited. The Company may not propose any minimum shareholding restriction on proxy solicitation, except the statutory conditions.**

No.	Before Amendments	After Amendments
29	Article 56 On a poll, a shareholder (including proxy) entitled to two (2) or more votes need not cast all their votes in favour of or against a resolution.	Deleted
30	Article 57 The list of candidates for election of Directors <u>and supervisors</u> shall be submitted to the <u>general meeting</u> in the form of proposal for voting. For voting at a <u>general meeting</u> in relation to the election of Directors <u>and supervisors</u>, the accumulative voting system may be adopted. ……	Article 59 The list of candidates for election of Directors ~~**and supervisors**~~ shall be submitted to the <u>**shareholders' meeting**</u> in the form of proposal for voting. For voting at a <u>**shareholders' meeting**</u> in relation to the election of Directors ~~**and supervisors**~~, the accumulative voting system may be adopted. <u>**Where the proportion of shares in which a single shareholder and its party acting in concert are interested in is 30% or more, or the shareholders' meeting elects two or more independent Directors, the cumulative voting system shall be adopted.**</u> ……
31	Article 62 In the case of a tie, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to cast one additional vote.	Deleted

No.	Before Amendments	After Amendments
32	Article 63 Two Shareholder representatives shall be duly elected to participate in counting and scrutinizing the votes before voting on proposals at the general meeting. In the event that the Shareholders have interests in the proposals to be considered, such relevant Shareholders or their proxies shall not participate in counting and scrutinizing the votes. The lawyers, Shareholder representatives, supervisor representatives and other inspectors appointed according to the listing rules of the stock exchange in the place where the Company's Shares are listed shall be jointly responsible for counting and scrutinizing the votes when voting on proposals at the general meeting. The voting results shall be announced on the spot. The voting results on resolutions shall be recorded in the minutes of the meeting. Vote counters and scrutineers shall count the voting results for each resolution after the close of voting at the general meeting. The chairman of the meeting shall announce the voting status and results for every resolution in a timely manner. Prior to the formal announcement of the voting results, the companies, vote counters, scrutineers, substantial shareholders and other parties involved in voting at the general meeting, whether in person, online, or by other voting methods, shall have the obligation to keep the voting results confidential. The on-site general meeting shall not conclude earlier than that is held online or by other means. Shareholders of the Company or their proxies who cast their votes online or by other means shall have the right to check the results of their votes by way of the pertinent voting system.	Article 60 Two Shareholder representatives shall be duly elected to participate in counting and scrutinizing the votes before voting on proposals at the **shareholders' meeting**. In the event that the Shareholders have interests in the proposals to be considered, such relevant Shareholders or their proxies shall not participate in counting and scrutinizing the votes. The lawyers, Shareholder representatives~~,~~ ~~**supervisor representatives**~~ and other inspectors appointed according to the listing rules of the stock exchange in the place where the Company's Shares are listed shall be jointly responsible for counting and scrutinizing the votes when voting on proposals at the **shareholders' meeting**. The voting results shall be announced on the spot. The voting results on resolutions shall be recorded in the minutes of the meeting. Vote counters and scrutineers shall count the voting results for each resolution after the close of voting at the **shareholders' meeting**. The **chairperson** of the meeting shall announce the voting status and results for every resolution in a timely manner. Prior to the formal announcement of the voting results, the companies, vote counters, scrutineers, ~~**substantial**~~ shareholders and other parties involved in voting at the **shareholders' meeting**, whether in person, online, or by other voting methods, shall have the obligation to keep the voting results confidential. The on-site **shareholders' meeting** shall not conclude earlier than that is held online or by other means. Shareholders of the Company or their proxies who cast their votes online or by other means shall have the right to check the results of their votes by way of the pertinent voting system **or other appropriate methods**.

No.	Before Amendments	After Amendments
33	Article 64 The resolutions of the general meeting shall be announced in a timely manner. The announcement shall set out the number of Shareholders and their proxies present at the meeting, the total number of voting Shares held and the proportion to the total number of voting Shares of the Company, the voting method, the voting results of each proposal and the details of each of the resolutions passed and other details as may be required by the rules of the regulatory authorities of the place where the Company's shares are listed.	Article 61 The resolutions of the **shareholders' meeting** shall be announced in a timely manner. The announcement shall set out the number of Shareholders and their proxies present at the meeting, the total number of voting Shares held and the proportion to the total number of voting Shares of the Company, the voting method, the voting results of each proposal and the details of each of the resolutions passed and other details as may be required by the rules of the regulatory authorities of the place where the Company's shares are listed. **The Company shall contain respective statistical figures on the holders of domestic and foreign shares, ordinary shareholders and class shareholders present at the meeting as well as their voting shall be counted and announced separately.**
34	Article 66 The general meeting shall form resolutions of the meeting for the matters voted and passed. Resolutions shall be divided into ordinary resolutions and special resolutions. The ordinary resolutions adopted at a general meeting shall be approved by the shareholders (or their proxies) present at the general meeting with over half of the voting rights; the special resolutions adopted at a general meeting shall be approved by the shareholders (or their proxies) present at the general meeting with two-thirds or more of the voting rights.	Article 63 The **shareholders' meeting** shall form resolutions of the meeting for the matters voted and passed. Resolutions shall be divided into ordinary resolutions and special resolutions. The ordinary resolutions adopted at a **shareholders' meeting** shall be approved by the shareholders (or their proxies) present at the **shareholders' meeting** with over half of the voting rights; the special resolutions adopted at a **shareholders' meeting** shall be approved by the shareholders (or their proxies) present at the **shareholders' meeting** with two-thirds or more of the voting rights. **The term shareholder referred herein includes shareholders who attend shareholders' meetings through proxy agents.**

No.	Before Amendments	After Amendments
35	Article 67 The contents of all resolutions made at the general meeting shall comply with the provision of laws, the listing rules of the place where the Company's Shares are listed and the Articles of Association. The contents of a resolution of general meeting of the Company which violate laws, administrative regulations and the listing rules of the place where the Company's Shares are listed shall be invalid. The controlling Shareholder and de facto controllers of the Company shall not restrict or hinder medium and small investors to exercise voting rights according to law and shall not harm the legitimate rights of the Company and medium and small investors.	Article 64 The contents of all resolutions made at the **shareholders' meeting** shall comply with the provision of laws, the listing rules of the place where the Company's Shares are listed and the Articles of Association. The contents of a resolution of **shareholders' meeting** of the Company which violate laws, administrative regulations and the listing rules of the place where the Company's Shares are listed shall be invalid. The controlling Shareholder and de facto controllers of the Company shall not restrict or hinder medium and small investors to exercise voting rights according to law and shall not harm the legitimate rights of the Company and medium and small investors.

No.	Before Amendments	After Amendments
	If the convening procedures and voting methods of the <u>general meeting</u> violate laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, Shareholders can request the People's Court to cancel the resolution within sixty (60) days from the date when the resolution is adopted. ……	If the convening procedures and voting methods of the **<u>shareholders' meeting</u>** violate laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, Shareholders can request the People's Court to cancel the resolution within sixty (60) days from the date when the resolution is adopted**<u>; however, it does not apply where the procedural defects in convening the shareholders' meeting or the voting method are minor and do not have a substantive impact on the resolution.</u>** **<u>In the event of disputes among the Board, Shareholders, or other relevant parties regarding the qualifications of the convener, the convening procedures, the legality of the proposal content, or the validity of resolutions of the shareholders' meeting, such parties shall promptly initiate legal proceedings with a People's Court. Before the People's Court renders a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolutions of the shareholders' meeting. The Company, Directors, and senior management officers shall diligently perform their duties, promptly implement resolutions of the shareholders' meeting, and ensure the normal operation of the Company.</u>**

No.	Before Amendments	After Amendments
		Where the People's Court issues a judgment or ruling on the relevant matters, the Company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, and the regulations of the securities regulatory authority under the State Council and the stock exchange, fully explain the impact, and actively cooperate in enforcement after the judgment or ruling takes effect. If the matter involves correction of a prior issue, the Company shall handle it in a timely manner and fulfill the corresponding disclosure obligations. ……
36	Article 68 The following matters shall be approved by the general meeting with ordinary resolutions: (I) the work report of each of the Board and the supervisory board; (II) the profit distribution and loss recovery plans prepared by the Board; (III) the election and dismissal of Directors in the Board and supervisors in the supervisory board (excluding the Directors who are staff representatives and the supervisors who are staff representatives), and their remunerations and payment methods;	Article 65 The following matters shall be approved by the **shareholders' meeting** with ordinary resolutions: (I) the work report of each of the Board ~~**and the supervisory board**~~; (II) the profit distribution and loss recovery plans prepared by the Board;

No.	Before Amendments	After Amendments
	(IV) the Company's annual budget, final accounting plans, balance sheet, income statement and other financial statements; (V) the Company's annual report; and (VI) any matters other than those required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the Shares of the Company are listed or the Articles of Association.	(III) the election and dismissal of Directors in the Board ~~and supervisors in the supervisory board~~ (excluding the Directors who are staff representatives ~~and the supervisors who are staff representatives~~), and their remunerations and payment methods; ~~(IV) the Company's annual budget, final accounting plans, balance sheet, income statement and other financial statements;~~ ~~(V) the Company's annual report;~~ and (IV) any matters other than those required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the Shares of the Company are listed or the Articles of Association.

No.	Before Amendments	After Amendments
37	Article 69 The following matters shall be approved by the general meeting with special resolutions: (I) the increase or reduction of Share capital, repurchase of the Company's Shares and issuance of any stocks, warrants and other similar securities; (II) the issuance of corporate bonds; (III) the division, merger, dissolution, liquidation or changing the form of the Company; (IV) the amendments to the Articles of Association; (V) the acquisition or disposal of material assets or guarantee with an amount exceeding 30% of the latest audited total assets of the Company within one (1) year; (VI) the Share incentive plans; and (VII) any other matters required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the Shares of the Company are listed or the Articles of Association and those that would have substantial influence on the Company if approved by the general meeting with ordinary resolutions and thus shall be approved with special resolutions.	Article 66 The following matters shall be approved by the **shareholders' meeting** with special resolutions: (I) the increase or reduction of Share capital~~,~~ ~~**repurchase of the Company's Shares**~~ and issuance of any stocks, warrants and other similar securities; ~~(II)~~ ~~**the issuance of corporate bonds;**~~ (II) the division, **spin-off,** merger, dissolution, liquidation or changing the form of the Company; (III) the amendments to the Articles of Association; (IV) the acquisition or disposal of material assets or **provision of** guarantee **to others** with an amount exceeding 30% of the latest audited total assets of the Company within one (1) year; (V) the Share incentive plans; and (VI) any other matters required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the Shares of the Company are listed or the Articles of Association and those that would have substantial influence on the Company if approved by the **shareholders' meeting** with ordinary resolutions and thus shall be approved with special resolutions.

No.	Before Amendments	After Amendments
38	Article 71 If counting of votes is held at a general meeting, the result of vote counting at the general meeting shall be recorded in the minutes of the meeting. The minutes of the meeting shall be kept together with the signature book of shareholders attending the meeting and authorization letters of proxies in the Company's domicile. The aforementioned minutes, signature book and letters of proxies shall be kept for no less than 10 years.	Article 68 If counting of votes is held at a **shareholders' meeting**, the result of vote counting at the **shareholders' meeting** shall be recorded in the minutes of the meeting. ~~**The minutes of the meeting shall be kept together with the signature book of shareholders attending the meeting and authorization letters of proxies in the Company's domicile. The aforementioned minutes, signature book and letters of proxies shall be kept for no less than 10 years.**~~
39	Article 72 Where a resolution is voted on by a show of hands as permitted under the listing rules, the Chairman of the meeting shall declare that the resolution has been passed by a show of hands, or adopted unanimously, or passed by a particular majority, or has not been approved, and an entry to that effect in the minutes of meeting of the Company shall be conclusive evidence of that fact without the need to prove the number or proportion of the votes in favour of or against such resolution.	Deleted

No.	Before Amendments	After Amendments
40	Article 79 The general meeting shall keep minutes, which will be taken charge of by the Secretary to the Board. The minutes shall record the following contents: …… (II) Name of the Chairman of the meeting and Directors, supervisors, Secretary to the Board, general managers and other senior management personnel who attend the meeting as voting or non-voting participants; ……	Article 75 The **shareholders' meeting** shall keep minutes, which will be taken charge of by the Secretary to the Board. The minutes shall record the following contents: …… (II) Name of the **chairperson** of the meeting and Directors, ~~**supervisors,**~~ Secretary to the Board, general managers and other senior management personnel who attend the meeting as voting or non-voting participants; …… **(IV) the number of voting shares represented by the holders of domestic shares and holders of domestic listed foreign shares, ordinary shareholders and class shareholders who are present at the shareholders' meeting, and the proportion of their shares out of the total number of shares of the Company;** …… **(VI) the results of voting by holders of domestic shares and holders of domestic listed foreign shares, ordinary shareholders and class shareholders in respect of each resolution;** ……

No.	Before Amendments	After Amendments
41	Article 80 The convener shall guarantee the authenticity, accuracy and integrity of minutes. Minutes of a meeting shall be signed by the Directors, supervisors, Secretary to the Board, convener or its representatives who attend the meeting as well as the Chairman of the meeting; and be kept together with the attendance register, power of attorney of proxies present and valid materials relating to voting through internet or otherwise for a period of ten (10) years.	Article 81 ~~**The convener shall guarantee the authenticity, accuracy and integrity of minutes.**~~ Minutes of a meeting shall be signed by the Directors, ~~**supervisors,**~~ Secretary to the Board, convener or its representatives who attend the meeting as well as the Chairman of the meeting**, and shall be guaranteed to be true, accurate and complete**; and be kept together with the attendance register, power of attorney of proxies present and valid materials relating to voting through internet or otherwise for a period of ten (10) years.
42	Article 86 The resolutions formed by the general meeting shall be implemented by the Board, and submitted to the general manager who will organize relevant personnel to implement or undertake specifically according to the contents of resolutions; the matters to be handled by the Board required by the resolutions of general meeting will be organized and implemented directly by the supervisory board.	Article 82 The resolutions formed by the **shareholders' meeting** shall be implemented by the Board, and submitted to the general manager who will organize relevant personnel to implement or undertake specifically according to the contents of resolutions~~**; the matters to be handled by the Board required by the resolutions of general meeting will be organized and implemented directly by the supervisory board**~~.

Comparison Table of Amendments to Rules of Procedures of the Board of Directors[1]

No.	Before Amendments	After Amendments[2]
1	Article 1 In order to ensure the standardized operation of China Longyuan Power Group Corporation Limited (the "**Company**"), improve the working efficiency as well as the scientific and legal decision-making of the Board, standardize the composition, responsibilities, authority and operation procedures of the Board, and safeguard the interests of the Company and the legitimate rights and interests of the Shareholders, the rules have been formulated in accordance with the Company Law of the People's Republic of China, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies(《境內企業境外發行證券和上市管理試行辦法》), the Guidelines on Articles of Association of Listed Companies, the Code of Corporate Governance for 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 Stock on the Shenzhen Stock Exchange (the "**SZSE Listing Rules**") and other domestic and overseas regulatory requirements, and the Articles of Association of China Longyuan Power Group Corporation Limited(the "**Articles of Association**").	Article 1 In order to ensure the standardized operation of China Longyuan Power Group Corporation Limited (the "**Company**"), improve the working efficiency as well as the scientific and legal decision-making of the Board, standardize the composition, responsibilities, authority and operation procedures of the Board, and safeguard the interests of the Company and the legitimate rights and interests of the Shareholders, the rules have been formulated in accordance with the Company Law of the People's Republic of China, ~~**the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies(《境內企業境外發行證券和上市管理試行辦法》),**~~ the Guidelines on Articles of Association of Listed Companies, the Code of Corporate Governance for 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 Stock on the Shenzhen Stock Exchange (the "**SZSE Listing Rules**") and other domestic and overseas regulatory requirements, and the Articles of Association of China Longyuan Power Group Corporation Limited(the "**Articles of Association**").

1 Due to addition or deletions of articles and the revision of definitions, the serial number of relevant articles and cross references of these rules and the expression of the relevant definitions have been adjusted accordingly without separate presentation.

2 It is hereby clarified that where the contents remain unchanged between the "Before Amendments" and "After Amendments" columns, it is due to the amendments made to the Chinese version which do not affect the English version.

No.	Before Amendments	After Amendments
2	Article 3 The Board shall exercise the following main functions and powers: (1) to be responsible for the convening of general meetings and report its work to the general meetings; (2) to implement the resolutions of general meetings; …… (4) to formulate the Company's plans on annual financial budgets and final accounts; …… (8) to propose plans for substantial acquisition, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company; ...... (15) to formulate stock option incentive plan of the Company; …… (19) to propose to the general meeting to appoint or change accounting firm in charge of the audit of the Company; …… (21) the Company's external guarantee matters outside the scope authorised by the general meeting, as stipulated in the Articles of Association;	Article 3 The Board shall exercise the following main functions and powers: (1) to be responsible for the convening of **shareholders' meetings** and report its work to the **shareholders' meetings**; (2) to implement the resolutions of **shareholders' meetings**; …… (4) to **decide** the Company's plans on annual financial budgets and final accounts; …… (8) to propose plans for substantial acquisition, repurchase of shares of the Company or merger, division, **spin-off**, dissolution and alteration of corporate form of the Company; **(9) to determine such matters as the Company's external investment, purchase or sale of assets, asset pledge, external guarantee, entrusting wealth management, related party transaction and external donations within the scope authorized by the shareholders' meeting;** …… (16) to formulate stock option incentive plan **and employee share ownership plan** of the Company; …… (20) to propose to the **shareholders' meeting** to appoint or change accounting firm **that undertakes** the audit of the Company; ……

No.	Before Amendments	After Amendments
	(22) to decide individual investments outside the budget that are related to the main business of the Company in accordance with the laws and regulations, the listing rules of the stock exchange where the stock of the Company is listed and the authorization of the general meeting; …… (24) to carry out regular assessment on and continue with the improvement of the corporate governance, and evaluate its own performance, which shall include: …… 5. to review the Company's compliance with the Code on Corporate Governance Practices in Appendix 14 to the Hong Kong Listing Rules and the disclosure in the corporate governance report prepared in accordance with Appendix 14 to the Hong Kong Listing Rules; other powers as stipulated by laws, regulations and the listing rules of the stock exchange at the place where the shares of the Company are listed, as well as those granted at general meetings and under the Articles of Association. (25) to approve other matters that require review and approval by the Board in accordance with the regulatory rules of the place where the Company's shares are listed.	(22) the Company's external guarantee matters outside the scope authorised by the **shareholders' meeting**, as stipulated in the Articles of Association; ~~**(22) to decide individual investments outside the budget that are related to the main business of the Company in accordance with the laws and regulations, the listing rules of the stock exchange where the stock of the Company is listed and the authorization of the general meeting;**~~ …… (24) to carry out regular assessment on and continue with the improvement of the corporate governance, and evaluate its own performance, which shall include: …… 5. to review the Company's compliance with the Code on Corporate Governance ~~**Practices**~~ in Appendix **C1** to the Hong Kong Listing Rules and the disclosure in the corporate governance report prepared in accordance with Appendix **C1** to the Hong Kong Listing Rules ~~**other powers as stipulated by laws, regulations and the listing rules of the stock exchange at the place where the shares of the Company are listed, as well as those granted at general meetings and under the Articles of Association.**~~; **6. to be responsible for the effective governance and oversight of environmental, social, and governance (hereinafter referred to as "ESG") matters, as well as the assessment and management of material ESG risks;**

No.	Before Amendments	After Amendments
		7. to conduct regular reviews of the Board diversity policy and the effectiveness of its implementation; **8. to ensure the Company has established mechanisms enabling the Board to obtain independent views and advice, and to conduct periodic reviews of the implementation and effectiveness of such mechanisms;** (25) **Other powers as stipulated by laws, regulations and the listing rules of the stock exchange at the place where the shares of the Company are listed, as well as under the Articles of Association or those granted at shareholders' meeting**.
3	Article 6 The Board shall consist of seven to thirteen Directors, with independent non-executive Directors constituting at least one-third of the total number of the Board. At least one independent non-executive Director must possess appropriate professional qualifications or expertise in accounting or related financial management, and at least one independent non-executive Director must ordinarily reside in Hong Kong. The Board shall have one chairman and one or two vice chairmen, who shall be elected by a majority vote of all Directors.	Article 6 The Board shall consist of seven to thirteen Directors, with **at least three** independent ~~non-executive~~ Directors constituting at least one-third of the total number of the Board. At least one independent ~~non-executive~~ Director must possess appropriate professional qualifications or expertise in accounting or related financial management, and at least one independent ~~non-executive~~ Director must ordinarily reside in Hong Kong. The Board shall have one chairman and one or two vice chairmen, who shall be elected by a majority vote of all Directors. **The Board shall include employee representative(s) of the Company. The employee representative on the Board shall be elected by employees of the Company at the employee representatives' meeting or the staff meeting or by other forms of democratic election. There shall be at least one Director of a different gender on the Board.**

No.	Before Amendments	After Amendments
4	Article 10 The Company shall publish the latest list of directors on its website, specifying their roles and responsibilities. The contact directory containing Directors' names must identify independent non-executive Directors.	Article 10 The Company shall publish the latest list of directors on its website, specifying their roles and responsibilities. The **corporate** contact directory containing Directors' names **(as defined under the Hong Kong Listing Rules)** must identify independent ~~**non-executive**~~ Directors.
5	Article 11 Term of office of Directors …… (2) Where reelection procedures are not carried out in a timely manner on the expiration of the Directors' term of office, or where the number of Directors on the Board falls below the quorum due to a Director's resignation, before the newly elected Directors take office, the original Directors shall perform their Directors' duties in accordance with laws, regulations and these Articles of Association. ……	Article 11 Term of office of Directors …… (2) ~~**Where reelection procedures are not carried out in a timely manner**~~ **Directors may resign before** the expiration of the Directors' term of office. **A Director who resigns shall submit a written resignation report to the Company, and the resignation shall take effect on the date of receipt of the resignation report by the Company, and the Company shall disclose the relevant circumstances within two trading days. W**here the number of Directors on the Board falls below the quorum **or fails to meet the regulatory requirements of the securities market where the Company is listed** due to a Director's resignation, before the newly elected Directors take office, the original Directors shall perform their Directors' duties in accordance with **laws, administrative regulations, departmental rules and the Articles of Association**. ……

No.	Before Amendments	After Amendments
6	Article 14 The Board of Directors shall establish nomination committee, strategic committee, remuneration and assessment committee, audit committee, sustainable development committee and other special committees. These special committees shall consider specific matters and give their opinions and proposals for the Board's reference when the Board makes decisions. All members of special committees shall be Directors, among which, the independent non-executive Directors shall represent the majority of remuneration and assessment committee and the chairman of the remuneration and assessment committee must be an independent non-executive Director; the members of the audit committee are non-executive Directors, most of which are independent non-executive Directors and at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise, and the chairman of the audit committee must be an independent non-executive Director; the independent non-executive Directors shall represent the majority in number of the nomination committee, and the chairman of the nomination committee must be an independent non-executive Director.	Article 14 The Board of Directors shall establish **audit committee,** nomination committee, strategic committee, remuneration and assessment committee, ~~**audit committee,**~~ sustainable development committee and other special committees. These special committees shall consider specific matters and give their opinions and proposals for the Board's reference when the Board makes decisions. All members of special committees shall be Directors, among which~~**, the independent non-executive Directors shall represent the majority of remuneration and assessment committee and the chairman of the remuneration and assessment committee must be an independent non-executive Director;**~~: (1) **the members of the audit committee of the Board are non-executive Directors, most of which are independent non-executive Directors and at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise; the audit committee shall have one chairman, who shall be an independent Director. The convener of the Board's audit committee shall be an accounting professional. Employee representatives on the Company's Board of Directors may serve as members of the audit committee, but senior management of the Company shall not concurrently serve as members of the audit committee;**

No.	Before Amendments	After Amendments
		(2) The nomination committee of the Board shall consist of three Directors, with independent Directors constituting the majority. There shall be one chairman, who shall be the chairman of the Board or an independent Director. The nomination committee shall include at least one Director of a different gender; (3) The remuneration and assessment committee of the Board shall consist of three Directors, with independent Directors constituting the majority. The remuneration and assessment committee shall have one chairman, who shall be an independent Director; (4) The strategic committee of the Board shall consist of five Directors, including one chairman; (5) The sustainable development committee of the Board shall consist of three Directors, including one chairman.

No.	Before Amendments	After Amendments
7	Article 15 The main duties of the nomination committee shall be: (1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the issuer's corporate strategy; …… (4) to make recommendations to the Board on the appointment of Directors and senior management; (5) upon the authorization given by the Board, if necessary, the nomination committee may engage intermediaries to provide professional advice for their decisions, and the reasonable expenses incurred shall be borne by the Company; ……	Article 15 The main duties of the nomination committee **of the Board** shall be: (1) to **evaluate** the structure, size and composition (including the skills, knowledge and experience) of the Board ~~**at least**~~ annually and make recommendations on any proposed changes to the Board to complement the ~~**issuer's**~~ corporate strategy; …… (4) to make recommendations to the Board on the appointment **or re-appointment** of Directors ~~**and senior management**~~**, and succession planning for Directors (especially the chairman of the Board and general manager);** **(5) to assist the Board in maintaining a board skills matrix, and support the Company in evaluating the performance of the Board on a regular basis;** ……

No.	Before Amendments	After Amendments
8	Article 17 The remuneration and assessment committee shall have the following primary duties and responsibilities: (1) to review the criteria for appraisal of Directors and senior management, conduct appraisals and make recommendations; (2) to study and review the remuneration policy and package for Directors and senior management (including compensations to Directors or senior management for, among others, loss of office or retirement) with reference to corporate goals resolved by the Board; (3) to make recommendations to the Board on the remuneration policies for executive Director(s) and senior management (including benefits in kind, pension rights, compensation payments (including any compensation payable for loss or termination of office or appointment)) and submit them to the Board for approval; to make recommendations to the Board on the remuneration of non-executive Directors; and to implement the remuneration policy determined by the Board;	Article 17 **The remuneration and assessment committee of the Board is primarily responsible for formulating assessment criteria and conducting evaluations for Directors and senior management, as well as formulating and reviewing remuneration policies and proposals for Directors and senior management, and shall have the following specific duties and responsibilities:** **(1) To review and approve the performance-based remuneration system with reference to the corporate goals and objectives resolved by the Board, and to oversee the implementation of the Company's remuneration system;** **(2) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;** **(3) to review and approve compensation payable to executive Directors and senior management for resignation and dismissal to ensure that it is consistent with the contractual terms and is otherwise fair and reasonable and not excessive;**

No.	Before Amendments	After Amendments
	(4) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; (5) to review and approve compensation payable to executive Directors and senior management for loss or termination of office or appointment to ensure that it is consistent with the contractual terms and is otherwise fair and reasonable and not excessive; (6) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are consistent with the contractual terms and are otherwise reasonable and appropriate; (7) to conduct the evaluation of the performance of the general manager, and report it to the Board, and supervise the evaluation of the performance of other senior management of the Company led by the general manager; (8) to study the Company's incentive plan, remuneration system and share option scheme, monitor and evaluate the results of implementation, and make recommendations on reform and improvement thereof; (9) to ensure that no Director or any of his/her associates is involved in determine his/her own remuneration;	**(4) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are consistent with the contractual terms and are otherwise reasonable and appropriate;** **(5) to ensure that no Director or any of his/her associates is involved in determine his/her own remuneration;** **(6) to handle other matters as required by laws, administrative regulations, regulations of the securities supervision and administrative authority of the State Council and the Articles of Association or as authorized by the Board.** Article 18 **The remuneration and assessment committee of the Board shall make recommendations to the Board on the following matters:** **(1) remuneration of Directors and senior management;** **(2) formulation or amendment of share incentive schemes, employee stock ownership plans, granting of rights and benefits to incentive recipients and fulfillment of the conditions for the exercise of rights and benefits;** **(3) Directors and senior management's arrangement of shareholding plans in subsidiaries that are to be spun off;**

No.	Before Amendments	After Amendments
	(10) to handle other matters as required by relevant laws and regulations or listing rules of the place where the Shares of the Company are listed and as authorized by the Board.	**If the Board does not adopt the recommendations of the remuneration and assessment committee in full or in part, it shall record the opinions of the remuneration and assessment committee and the specific reasons for not adopting them in the Board resolutions for disclosure.** **The remuneration of Directors shall be decided by the shareholders' meeting. In the event that the Board or the remuneration and assessment committee is evaluating the performance of an individual Director or determining his/her remuneration, such Director shall abstain from discussing and voting.** **Remuneration plan of senior management members shall be approved by the Board, reported to the shareholders' meeting and fully disclosed.**

No.	Before Amendments	After Amendments
9	Article 18 Duties of the audit committee include: (1) to review the annual internal audit plan of the Company; (2) to supervise the Company's internal audit quality and financial information disclosure, and review interim and annual financial statements prior to submission to the Board; (3) to meet with external auditors at least twice a year to review the Company's financial information and accounts; (4) to supervise the appointment and dismissal of the head of internal audit function and make relevant recommendations; (5) to supervise the appointment, replacement of and payment of remuneration for the intermediary auditor of the Company; to act as the main representative between the Company and external auditor and to be responsible for monitoring the relations between the two; (6) To review the effectiveness of internal control procedure of the Company and accept complaints as to relevant aspects;	Article 19 Duties of the audit committee **of the Board** include: **(1) to review the financial condition of the Company;** **(2) to supervise the performance of Directors and senior management members in the performance of their duties, and propose the removal of Directors and senior management members who violate laws, administrative regulations, the Articles of Association or the resolutions of the shareholders' meetings;** **(3) to require the Directors, general manager and other senior management of the Company to correct an act which is harmful to the interests of the Company;** **(4) to review the financial information and relevant disclosures of the Company and, if there are any queries, to engage certified public accountants or practicing auditors in the name of the Company to assist in the review;** **(5) to propose to convene an extraordinary shareholders' meeting; and to convene and chair the shareholders' meeting in case the Board fails to fulfill the obligations prescribed by the Company Law to convene and chair the shareholders' meeting;**

No.	Before Amendments	After Amendments
	(7) to review and monitor whether an external auditor is independent and objective and whether the audit procedure is effective pursuant to applicable criteria; the audit committee shall discuss with the auditor on the nature and scope of audit and relevant reporting responsibilities prior to the commencement of audit work; to approve the terms of the remuneration for and the appointment of external auditor; (8) to develop and implement policies on the engagement of an external auditor to provide non-audit services; (9) to regulate the financial reporting system and internal control procedure of the Company; (10) to review the arrangements on staff's concern about possible inappropriateness in financial reporting, internal controls or other matters under the condition of anonymity. The Committee shall ensure that the Company has suitable arrangements for the fair and independent investigation of matters and take appropriate follow-up actions. (11) other important auditing matters and duties as stipulated in the regulatory rules of the place where the Company's shares are listed.	**(6) to organize and promote the rule of law construction of the Company and listen to the work report on the rule of law construction of the Company;** **(7) to make proposals to the shareholders' meeting;** **(8) to represent the Company in negotiations with Directors and senior management, and to file lawsuits against Directors and senior management in accordance with the provisions of Article 189 of the Company Law;** **(9) to propose the convening of an extraordinary meeting of the Board;** **(10) in case of any irregularity identified in the operations of the Company, investigations may be conducted, and if necessary, professional institutions such as accounting firms and law firms may be engaged to assist in their work at the expense of the Company;** **(11) to supervise and evaluate the work of accounting firms and propose to the Board of Directors the appointment or change of accounting firms;** **(12) to supervise and evaluate the work of internal auditors;**

No.	Before Amendments	After Amendments
		(13) to coordinate communications among the management, the Company's audit department and relevant departments, and accounting firms; (14) to supervise and evaluate the internal control and risk management of the Company; (15) to exercise other powers stipulated by laws and regulations, securities listing rules of the place where the shares are listed, the Articles of Association and these rules of procedures.

No.	Before Amendments	After Amendments
10	Article 19 The main duties of the sustainable development committee include: (1) to focus on the significant information on sustainable development related to the businesses of the Company and research and make recommendations on the Company's sustainable development policies and measures; (2) to research and provide decision-making recommendations on the ESG governance, including evaluating the ESG governance objective and plan, etc., and supervise the implementation and execution of the ESG governance plan of the Company; (3) to review the Company's performance and relevant risks in the ESG area, and propose countermeasures; …… (5) to review the annual ESG report of the Company and make recommendations to the Board of Directors; ……	Article 20 The main duties of the sustainable development committee include: (1) to focus on the significant information on sustainable development related to the businesses of the Company and research and make recommendations on the Company's sustainable development **strategy,** policies and measures; (2) to research and provide decision-making recommendations on the **sustainable development,** ESG governance, including evaluating the ESG governance objective and plan, etc., and supervise the implementation and execution of the ESG governance plan of the Company; (3) to **evaluate and oversee** the Company's performance**,** ~~and relevant~~ risks ~~in the ESG governance~~, and propose**d** countermeasures **in the ESG governance**; …… (5) **to oversee the Company's disclosure of relevant information in compliance with sustainability disclosure requirements;** to review the annual **sustainability report** of the Company and make recommendations to the Board of Directors; ……

No.	Before Amendments	After Amendments
11	Article 21 The directors must comply with the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules of the Hong Kong Stock Exchange.	Article 22 The directors must comply with the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix **C3** ~~10~~ of the **Hong Kong Listing Rules** ~~Listing Rules of the Hong Kong Stock Exchange~~.
12	Article 22 The Company shall have one (1) Board secretary. The secretary shall be a senior management member of the Company accountable to the Board. The secretary shall be primarily responsible for promoting the corporate governance standards and perfecting the information disclosures of the Company.	Article 23 The Company shall have one (1) Board secretary. The secretary shall be a senior management member of the Company accountable to the Board. The secretary shall be **primarily responsible for the preparation of the shareholders' meeting and Board meeting, document keeping and management of shareholders' information of the Company and shall deal with information disclosure and other matters.**
13	Article 23 The major works of the secretary to the Board are: …… (6) to be responsible for confidentiality issues relating to information disclosure of the Company, formulate confidentiality measures, procure the Directors, supervisors, general managers and other senior management members and related informed persons to keep confidential all information before disclosure thereof, make prompt responsive remedies in the event of divulgence of inside information and report to the stock exchange;	Article 24 The major works of the secretary to the Board are: …… (6) to be responsible for confidentiality issues relating to information disclosure of the Company, formulate confidentiality measures, procure the Directors, ~~supervisors,~~ general managers and other senior management members and related informed persons to keep confidential all information before disclosure thereof, make prompt responsive remedies in the event of divulgence of inside information and report to the stock exchange;

No.	Before Amendments	After Amendments
	(7) to be responsible for keeping Shareholders' register, Directors' register, data about shareholdings of major Shareholders, Directors, supervisors, general managers and other senior management members, and documents and minutes of the general meeting and Board meetings, to ensure the Company has complete organizational documents and records, and to ensure the persons with right of access to relevant records and documents of the Company can have the said records and documents in time; (8) to help Directors, supervisors, general managers and other senior management members learn about information disclosure related laws, regulations, rules, listing rules and other rules of the stock exchange, and the Articles of Association, and the provisions in the listing agreements concerning their legal liabilities; (9) to procure the Board to exercise functions and powers in accordance with law; to remind the attending Directors where the resolutions to be made by the Board do not comply with the relevant laws, regulations, rules, listing rules of the stock exchange, and the Articles of Association, and request supervisors present to express their opinions; make a record of the opinions of relevant supervisors and persons in the minutes if the Board insists on making the aforesaid resolutions, and report to the stock exchange; ……	(7) to be responsible for keeping Shareholders' register, Directors' register, data about shareholdings of major Shareholders, Directors, ~~supervisors,~~ general managers and other senior management members, and documents and minutes of the **shareholders' meeting** and Board meetings, to ensure the Company has complete organizational documents and records, and to ensure the persons with right of access to relevant records and documents of the Company can have the said records and documents in time; (8) to help Directors, ~~supervisors,~~ general managers and other senior management members learn about information disclosure related laws, regulations, rules, listing rules and other rules of the stock exchange, and the Articles of Association, and the provisions in the listing agreements concerning their legal liabilities; (9) to procure the Board to exercise functions and powers in accordance with law; to remind the attending Directors where the resolutions to be made by the Board do not comply with the relevant laws, regulations, rules, listing rules of the stock exchange, and the Articles of Association, and request ~~supervisors present~~ **members of the audit committee of the Board who participate in the meeting** to express their opinions; make a record of the opinions of relevant **directors** ~~supervisors~~ and persons in the minutes if the Board insists on making the aforesaid resolutions, and report to the stock exchange; ……

No.	Before Amendments	After Amendments
14	Article 24 Directors or senior management members (excluding the general manager and the chief accountant) of the Company may also act as the Secretary to the Board. The accountant(s) of the certified public accountants' firm appointed by the Company shall not act as the Secretary to the Board.	Article 25 Directors or senior management members ~~**(excluding the general manager and the chief accountant)**~~ of the Company may also act as the Secretary to the Board. ~~**The accountant(s) of the certified public accountants' firm appointed by the Company shall not act as the Secretary to the Board.**~~
15	Article 26 Board meeting …… (3) Chairman of the Board, Shareholders representing not less than 10% of the voting rights, more than three or more Director, more than half of independent non-executive Directors, supervisory committee or the general manager may propose to hold the interim meeting of the Board. The chairman of the Board shall convene and preside over the meetings of the Board within ten days of receipt of the proposal.	Article 27 Board meeting …… (3) Chairman of the Board, Shareholders representing not less than 10% of the voting rights, ~~**more than three or more**~~ **one third or more** Director, more than half of independent ~~**non-executive**~~ Directors or the audit committee~~,~~ ~~**supervisory committee or the general manager**~~ may propose to hold the interim meeting of the Board. The chairman of the Board shall convene and preside over the meetings of the Board within ten days of receipt of the proposal.

No.	Before Amendments	After Amendments
16	Article 29 Putting forward proposals The proposals to be put forward at Board meetings shall mainly be based on the following circumstances: (1) matters proposed by the Directors; (2) matters proposed by the supervisory board; …… Material related party transactions, as well as the appointment or dismissal of accounting firms, shall be submitted to the Board for discussion only after obtaining the approval of more than half of the independent non-executive Directors.	Article 30 Putting forward proposals The proposals to be put forward at Board meetings shall mainly be based on the following circumstances: (1) matters proposed by the Directors; ~~**(2) matters proposed by the supervisory board;**~~ …… ~~**Material related party transactions, as well as the appointment or dismissal of accounting firms, shall be submitted to the Board for discussion only after obtaining the approval of more than half of the independent non-executive Directors.**~~
17	Newly added	Article 31 **The following matters shall be submitted to the Board for consideration only after obtaining the consent of more than half of all independent Directors:** **(1) related party transactions that ought to be disclosed;** **(2) plans for the Company and related parties to change or waive commitments;** **(3) decisions made and measures taken by the Board in response to an acquisition in which the Company is the acquiree;** **(4) other matters as required by laws, administrative regulations, regulations of the securities supervision and administrative authority of the State Council and the Articles of Association.**

<table>
<tr><th>No.</th><th>Before Amendments</th><th>After Amendments</th></tr>
<tr><td>18</td><td>Article 34 Attendance of Meetings

……

Should an independent non-executive Director fail to attend in person the Board meetings for three times in succession, the Board may propose to the general meeting for replacing such Director.</td><td>Article 36 Attendance of Meetings

……

Should an independent Director fail to attend in person the Board meetings for two times in succession, the Board may propose to the shareholders' meeting for replacing such Director.</td></tr>
<tr><td>19</td><td>Article 36 Voting of Resolutions

……

A Board meeting may vote by a show of hands or by poll. Each director shall have one vote, and in the event of an equality of votes, the chairman of the Board shall be entitled to cast one additional vote.

A director who has a related relationship with an enterprise involved in a resolution of a Board meeting (i.e., serving as a director or senior management member of the counterparty, or being able to directly or indirectly control a legal entity of the counterparty, or serving as a director or senior management member of a legal entity that directly or indirectly controlled by the counterparty) shall not exercise voting rights on the resolution, nor shall exercise voting rights on behalf of other directors.

……</td><td>Article 38 Voting of Resolutions

……

~~A Board meeting may vote by a show of hands or by poll. Each director shall have one vote, and in the event of an equality of votes, the chairman of the Board shall be entitled to cast one additional vote.~~

A director who has a related relationship with an enterprise or a person involved in a resolution of a Board meeting shall report to the Board in writing in a timely manner. Such director who has a connected relationship shall not exercise voting rights on the resolution, nor shall exercise voting rights on behalf of other directors.

……</td></tr>
</table>

No.	Before Amendments	After Amendments
20	Article 38 Resolutions of Meetings Resolutions shall be made generally in respect of the matters discussed in the Board meeting. A regular Board meeting does not include the practice of obtaining the Board's consents through the circulation of written resolutions. ……	Article 40 Resolutions of Meetings Resolutions shall be made generally in respect of the matters discussed in the Board meeting. ~~**A regular Board meeting does not include the practice of obtaining the Board's consents through the circulation of written resolutions.**~~
21	Article 39 Minutes of Meetings …… The minutes of the Board Meeting shall be properly kept at the residence of the Company permanently as its important file.	Article 41 Minutes of Meetings …… The minutes of the Board Meeting shall be properly kept at the residence of the Company ~~**permanently**~~ as its important file, **with a retention period of ten years**.
22	Article 46 Under the leadership of the Board and the Chairman, the Secretary to the Board shall take the initiative to keep himself or herself abreast of the implementation progress of the Board resolutions, and report to and advise the Board and the Chairman on a regular (monthly) basis on major issues arising in the course of implementation.	Article 48 Under the leadership of the Board and the Chairman, the Secretary to the Board shall take the initiative to keep himself or herself abreast of the implementation progress of the Board resolutions, and report to and advise the Board and the Chairman on a regular ~~**(monthly)**~~ basis on major issues arising in the course of implementation.

BIOGRAPHIES OF CANDIDATES FOR NON-EMPLOYEE DIRECTORS OF THE SIXTH SESSION OF THE BOARD

Candidates of Executive Directors

Mr. Gong Yufei, born in June 1971, is the secretary of the Party Committee, executive Director and Chairman of the Board of the Company. He graduated from Shandong Institute of Mining and Technology with a bachelor's degree in engineering and from Shandong University with a master's degree in business administration. He worked at Shandong International Trust and Investment Corporation (山東省國際信託投資公司) and Shandong Zhonghua Power Company, Ltd. (山東中華發電有限公司). Mr. Gong successively served as the general manager and the chairman of Shandong Guohua ERA Investment and Development Co., Ltd. (山東國華時代投資發展公司), the general manager and chairman of Shandong Branch of Guohua Energy Investment Co., Ltd. (國華能源投資有限公司山東分公司), the general manager of the Project Construction Department of Guohua Energy Investment Co., Ltd., a member of the Party Committee and the deputy general manager of CHN Energy Properties Co., Ltd., a member of the Party Committee, a vice president, deputy secretary of the Party Committee, executive director and the president of China Longyuan Power Group Corporation Limited.

Mr. Wang Liqiang, born in December 1971, is the deputy secretary to the Party Committee, executive Director and president of the Company. He graduated from North China Electric Power University majoring in management engineering with a master's degree in engineering and is a senior engineer. He has successively served as deputy chief engineer, director of the Planning Department and deputy director of Handan Thermal Power Plant of GD Power Development Co., Ltd. (國電電力發展股份有限公司); general manager and secretary to the party committee, general manager and deputy secretary to the party committee of GD Inner Mongolia Jingyang Energy Co., Ltd.* (國電內蒙古晶陽能源有限公司); deputy director (division level) of the Engineering Department of GD Power Development Co., Ltd.; director of the Procurement Division of the Procurement and Material Management Department of China Guodian Corporation (中國國電集團公司); director of the General Department of the Material Procurement and Bidding Supervision Centre and director of the Procurement Department of the Material and Procurement Supervision Department of China Energy Investment Corporation Limited* (國家能源投資集團有限責任公司); deputy general manager and member of the party committee of CHN Energy Group Hebei Electric Power Co., Ltd.* (國家能源集團河北電力有限公司); and the deputy director of the Organization and Personnel Department (Human Resources Department) of China Energy Investment Corporation Limited*.

Candidates of Non-executive Directors

Ms. Wang Xuelian, born in March 1968, is a non-executive Director of the Company. She graduated from the Department of Transportation Management Engineering of Beijing Jiaotong University, majoring in railway transportation, with a bachelor's degree in engineering and is a senior engineer and a researcher (professor grade). She successively served as deputy director of Transportation Division in the Road and Port Coordination Department, deputy director of Planning and Design Division in the Planning Department, and manager (director-level) of planning business in the Strategic Planning Department of Shenhua Group Corporation Limited; director of Planning Division in the Planning and Development Department and deputy general manager of the Strategic Planning Department of Shenhua Group Corporation Limited and China Shenhua Energy Company Limited (中國神華能源股份有限公司); the deputy head of the Strategic Planning Department of China Energy Investment Corporation Limited (國家能源投資集團有限責任公司), general manager and deputy secretary of the Party Committee of China Energy Group Research Institute of Technology and Economy (國家能源集團技術經濟研究院) (China Energy Economy and Technology Institute Co., Ltd. (國能經濟技術研究院有限責任公司)). She currently serves as the first-level business director of China Energy Group Research Institute of Technology and Economy (China Energy Economy and Technology Institute Co., Ltd.).

Mr. Zhang Tong, born in April 1973, is a non-executive Director of the Company. He graduated from Zhongnan University of Economics and Law, master of laws, senior economist. Mr. Zhang successively served as deputy director and director of the Legal and Political Research Department (Economic Restructuring Office) and deputy director of the Corporate Management and Legal Affairs Department of China Guodian Corporation (中國國電集團公司); deputy director of the Legal Affairs Department and deputy director of the Corporate Management and Legal Affairs Department of China Energy Investment Corporation Limited (國家能源投資集團有限責任公司). He currently serves as the deputy general counsel and deputy director (director level) of the Corporate Management and Legal Affairs Department (Reform Office) of China Energy Investment Corporation Limited.

Mr. Wang Yong, born in January 1974, is a non-executive Director of the Company. He graduated from Northwestern University with a PhD in Finance. He successively served as an assistant professor of the School of Accounting and Finance of The Hong Kong Polytechnic University; a specially-invited expert of China Securities Capital Market Operation Statistics Monitoring Centre* (中證資本市場運行統計監測中心); and an assistant to the general manager and the general manager of the financial engineering department, a member of the Party Committee and an assistant to the general manager and the general manager of the financial engineering department of China Everwin Asset Management Co., Ltd.* (華夏久盈資產管理有限責任公司). He currently serves as a member of the Party Committee, the deputy general manager and the general manager of the Equity Investment Centre of China Everwin Asset Management Co., Ltd.*.

Candidates of Independent Non-executive Directors

Mr. Michael Ngai Ming Tak, born in May 1967, is an independent non-executive Director of the Company. He graduated from University of Cambridge. He has served as an independent non-executive Director of the Company since November 2021. He is the chairman of The Red Group, the chairman of Asia GreenTech Fund, external director of China Merchants Group Limited, an independent non-executive director of CRRC Corporation Limited (HKSE: 01766, SHSE: 601766), an independent non-executive director of True Partner Capital Holding Limited (HKSE: 08657), an independent non-executive director of Sanergy Group Limited (HKSE: 02459). Mr. Ngai has a wealth of experience in the international financial sector. Mr. Ngai served as an independent non-executive director of Starlight Culture Entertainment Group Limited (HKSE:01159). Mr. Ngai is also a member of the 12th, 13th and 14th National Committee of the Chinese People's Political Consultative Conference, the chairman of Hong Kong Finance Association, Council Chairman of City University of Hong Kong, Fellow Commoner of Clare Hall, University of Cambridge, and Honorary Fellow of Lingnan University.

Mr. Gao Debu, born in October 1955, is an independent non-executive Director of the Company. He graduated from the Faculty of Economics of Renmin University of China with a doctorate degree in economics. He has served as an independent non-executive Director of the Company since November 2021. He successively served as the deputy director of the Faculty of Economics of Renmin University of China, the vice dean of the School of Economics and the head of the organization department under the Party Committee of Renmin University of China. He served as an independent director of Baotou Dongbao Bio-Tech Co., Ltd. (包頭東寶生物技術股份有限公司) (SZSE: 300239). He was a senior visiting scholar at University of California, Los Angeles (UCLA), the US in 2002. He currently serves as a supervisor of Inner Mongolia Yili Industrial Group Co., Ltd. (SHSE: 600887) and a professor and doctoral supervisor of the School of Economics of Renmin University of China, undertook and completed various national, provincial and ministerial level research projects.

Ms. Zhao Feng, born in February 1969, is an independent non-executive Director of the Company. She graduated from Nankai University with a bachelor degree in accounting and auditing. She is a PRC Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants (FCCA) and a member of Hong Kong Institute of Certified Public Accountants (HKICPA). She has served as an independent non-executive Director of the Company since November 2021. She served as an auditor of Arthur Anderson Hua Qiang Certified Public Accountants (安達信華強會計師事務所), the chief financial officer of East Asiatic Company (PRC), the chief financial officer and the general manager of Denmark Wangtai Communications Technology (PRC) (丹麥網泰通訊科技(中國)), the chief financial officer of Apple Inc. (PRC), the chief financial officer and the general manager of Infront Sports & Media (PRC), and an independent director of Shenzhen Weiye Decoration Group Co., Ltd. (深圳市維業裝飾集團股份有限公司) (SZSE: 300621). She is currently an independent non-executive director of Shandong Gold Mining Co., Ltd. (SHSE: 600547, HKSE: 01787), an independent non-executive director of Xiamen International Bank (廈門國際銀行), and a non-executive director of China International Marine Containers (Group) Co., Ltd. (SZSE: 000039, HKSE: 02039).

ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM IN THE ELECTION OF NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS

I. The election of non-independent directors and the election of independent directors at the general meeting will be respectively numbered as separate groups of resolutions. Shareholders shall vote on each candidate under each group of resolutions.

II. The number of shares declared shall represent the votes to be cast for the elections. For each group of resolutions, the total number of votes to which a shareholder is entitled for each share held by himself/herself/itself shall be equal to the number of directors to be elected under that particular group of resolutions. If a shareholder holds 100 shares of a listed company, and there are 10 directors to be elected at the general meeting with 12 candidates taking part in the election of directors, such shareholder shall be entitled to a total number of 1,000 votes in respect of that particular group of resolutions on the election of the members of the Board of Directors.

III. Voting of shareholders shall be confined to the number of votes to which he/she/its is entitled in respect of each group of resolutions. Shareholders may cast their votes at their own discretion by casting his/her/its votes on one candidate or on different candidates in any combination. Upon completion of the voting, the votes will be counted cumulatively in respect of each of the resolutions.

IV. Example:

A listed company convenes a shareholders' general meeting to re-elect the members of the board of directors by adopting the cumulative voting system. There are 5 non-independent directors to be elected and 6 candidates; 2 independent directors to be elected and 3 candidates. The matters to be decided by voting are as follows:

Resolution effected by cumulative voting		
4.00	Resolution on the Election of Non-independent Directors	Number of votes
4.01	e.g. CHEN ××	
4.02	e.g. ZHAO ××	
4.03	e.g. JIANG ××	
……	……	
4.06	e.g. SONG ××	
5.00	Resolution on the Election of Independent Directors	Number of votes
5.01	e.g. ZHANG ××	
5.02	e.g. WANG ××	
5.03	e.g. YANG ××	

If a shareholder holds 100 shares in the company on the record date for the general meeting, under cumulative voting system, he/she/it will be entitled to 500 votes for resolution 4.00 titled "Resolution on the Election of Non-independent Directors", 200 votes for resolution 5.00 titled "Resolution on the Election of Independent Directors".

Such shareholder may vote on the resolution 4.00 at his/her/its own discretion within the limit of 500 votes. He/She/It may concentrate those 500 votes on one candidate, or vote for different candidates dispersedly with any combination of the votes. As shown in the table below:

No.	**Name of Resolution**	**Number of votes**			
		Method 1	**Method 2**	**Method 3**	**Method…**
4.00	Resolution on the Election of Non-independent Directors	–	–	–	–
4.01	e.g. CHEN ××	500	100	100	
4.02	e.g. ZHAO ××	0	100	50	
4.03	e.g. JIANG ××	0	100	200	
……	……	…	…	…	
4.06	e.g. SONG ××	0	100	50	

龍源電力集團股份有限公司
CHINA LONGYUAN POWER GROUP CORPORATION LIMITED*

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

(Stock Code: 00916)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2025

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2025 (the "**EGM**") of China Longyuan Power Group Corporation Limited* (the "**Company**") will be held at the Conference Room, 3/F, Block c, 6 Fuchengmen North Street, Xicheng District, Beijing, the People's Republic of China, at 9:00 a.m. on Wednesday, 29 October 2025 for consideration and approval of the following matters:

SPECIAL RESOLUTION
(NON-CUMULATIVE VOTING)

1. To consider and approve the amendments to the Articles of Association and supporting systems

ORDINARY RESOLUTIONS
(CUMULATIVE VOTING)

2. To consider and approve the election of non-independent Directors of the sixth session of the Board of the Company:

   2.1 the election of Mr. Gong Yufei as an executive Director of the sixth session of the Board of the Company

   2.2 the election of Mr. Wang Liqiang as an executive Director of the sixth session of the Board of the Company

   2.3 the election of Ms. Wang Xuelian as a non-executive Director of the sixth session of the Board of the Company

   2.4 the election of Mr. Zhang Tong as a non-executive Director of the sixth session of the Board of the Company

   2.5 the election of Mr. Wang Yong as a non-executive Director of the sixth session of the Board of the Company

* *For identification purpose only*

3. To consider and approve the election of independent non-executive Directors of the sixth session of the Board of the Company:

   3.1 the election of Mr. Michael Ngai Ming Tak as an independent non-executive Director of the sixth session of the Board of the Company

   3.2 the election of Mr. Gao Debu as an independent non-executive Director of the sixth session of the Board of the Company

   3.3 the election of Ms. Zhao Feng as an independent non-executive Director of the sixth session of the Board of the Company

ORDINARY RESOLUTIONS
(NON-CUMULATIVE VOTING)

4. To consider and approve the abolishment of the Supervisory Board

5. To consider and approve the interim profit distribution plan for 2025

6. To consider and approve the purchase of Directors' and senior management's liability insurance by the Company

Unless otherwise defined, the terms used in this notice have the same meanings as those defined in the circular dated 13 October 2025 containing details of the above resolutions.

By order of the Board
China Longyuan Power Group Corporation Limited*
Gong Yufei
Chairman

Beijing, the PRC, 13 October 2025

As at the date of this notice, the executive directors of the Company are Mr. Gong Yufei and Mr. Wang Liqiang; the non-executive directors are Ms. Wang Xuelian, Ms. Chen Jie, Mr. Zhang Tong and Mr. Wang Yong; and the independent non-executive directors are Mr. Michael Ngai Ming Tak, Mr. Gao Debu and Ms. Zhao Feng.

Notes:

1. The resolutions 2 and 3 will adopt the cumulative voting system respectively, that is, the number of votes carried by each share held by shareholders shall be equal to the number of the position(s) to be elected and shareholders may concentrate their entitled votes when voting. In particular: (1) each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her/it multiplied by the total number of non-independent directors to be elected (5 directors), when electing non-independent directors. Each shareholder may cast all of his/her/its votes at his/her/its own discretion in favour of one non-independent director candidate or different non-independent director candidates in any combination; (2) each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her/it multiplied by the total number of independent directors to be elected (3 directors), when electing independent directors. Each shareholder may cast all of his/her/its votes at his/her/its own discretion in favour of one independent director candidate or different independent director candidates in any combination. The sum of votes of each shareholder for one or more candidates shall not exceed the total number of votes of such shareholder to the corresponding resolution, failing which the voting shall be invalid. For the "ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM IN THE ELECTION OF NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS", please refer to Appendix V to the EGM circular of the Company dated 13 October 2025.

2. In order to determine the holders of Shares who are eligible to attend and vote at the EGM, the H share register of members of the Company will be closed from Thursday, 23 October 2025 to Wednesday, 29 October 2025, both days inclusive. No registration for transfer of the Company's H shares will be accepted during the period. The record date will be Wednesday, 29 October 2025. To be eligible to attend the EGM, all H share transfer documents accompanied by relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company), for registration not later than 4:30 p.m. on Wednesday, 22 October 2025.

   In order to determine the holders of shares who are entitled to receive the proposed 2025 interim dividend, the H share register of members of the Company will be closed from Thursday, 6 November 2025 to Tuesday, 11 November 2025, both days inclusive. To be eligible to receive the 2025 interim dividend (subject to the approval by the Shareholders of the Company at the EGM), all instruments of transfer of H shares accompanied by relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 5 November 2025. The Company's expected dividend payment date is Tuesday, 30 December 2025.

   Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules, which came into effect on 1 January 2008 and other relevant rules, where the Company distributes the 2025 interim dividend to non-resident enterprise shareholders whose names appear on the register of members for H shares, it is required to withhold and pay enterprise income tax at the rate of 10%. Any shares registered in the name of non-individual H-share Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as shares being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax.

   According to regulations by the State Administration of Taxation (Guo Shui Han [2011] No. 348) and relevant laws and regulations, if the individual H-share Shareholders are residents of Hong Kong or Macau or those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10%. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the individual holders of H Shares should take the initiative to submit statements to the Company in order to enjoy the agreed treatment, and keep relevant data for inspection. If the information provided is complete, the Company will withhold it in accordance with regulations of the PRC tax laws and agreements. If the individual H-share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual H-share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20%.

Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014] 81號)) and Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax by themselves.

The dividend entitlement date, cash dividend payment date and other time arrangements for investors under Southbound Trading Link shall be in line with that of Shareholders of H Shares of the Company.

The Company will determine the resident status of the individual H-share Shareholders based on the registered address as recorded in the register of members of the Company on Tuesday, 11 November 2025 (the "**Registered Address**"). If the resident status of any individual H-share Shareholder is not in consistency with that indicated by the Registered Address, such individual H-share Shareholder shall notify the Company's H share registrar not later than 4:30 p.m. on Wednesday, 5 November 2025 and provide relevant supporting documents to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Any individual H-share Shareholder who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H-share Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H-share Shareholders or any disputes over the withholding mechanism or arrangements.

3. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the EGM on his, her or its behalf.

4. The instrument to appoint a proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its director or attorney duly authorized.

5. To be valid, the form of proxy must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) not less than 24 hours prior to the holding of the EGM (i.e. not later than 9:00 a.m. on Tuesday, 28 October 2025). If such form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized by a notary. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy.

6. If the appointer is a legal person, its legal representative or any person authorised by resolution of its board or other governing bodies may attend the EGM on behalf of the appointer.

7. Voting at the EGM will be conducted through on-site voting and online voting (online voting for A shareholders only).

8. The Company has the rights to request a shareholder or a proxy who attends the EGM on behalf of a shareholder to provide proof of identity.

9. The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.