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

CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) held the tenth meeting of the tenth session of the Board of Directors on 5 November 2021 by way of teleconference, at which the Proposal in relation to the amendments to the Articles of Association, the Proposal in relation to the amendments to the Rules of Procedure for Shareholders Meetings, and the Proposal in relation to the amendments to the Rules of Procedure for Board Meetings were considered and approved.

Pursuant to the Company Law of the People’s Republic of China, the Securities Law, the State Council on the Adjustment of the Notice Period for Convening General Meetings and Other Matters Applicable to the Overseas Listed Companies and other laws and regulations, and taking into account the actual situation of the Company, the Company proposes to amend the relevant articles of the Articles of Association, the Rules of Procedure for Shareholders Meetings and the Rules of Procedure for Board Meetings, details of which are as below:

## I. COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
1	<p><b>Article 1</b> The Company is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”) and other relevant requirements under the laws and administrative regulations of the state. The legal rights and interests of the Company and shareholders are under the jurisdiction and protection of the laws, regulations and other relevant rules of the government of China.</p> <p>In accordance with the requirements of the Constitution of the Communist Party of China, an organisation of the Communist Party of China shall be established, <b><i>providing direction, managing the overall situation and ensuring implementation</i></b>. The working organs of the Party shall be established within the Company, and shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organisation.</p>	<p><b>Article 1</b> The Company is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”) and other relevant requirements under the laws and administrative regulations of the state. The legal rights and interests of the Company and shareholders are under the jurisdiction and protection of the laws, regulations and other relevant rules of the government of China.</p> <p>In accordance with the requirements of the Constitution of the Communist Party of China, an organisation of the Communist Party of China shall be established, <b><i>carrying out work with a defined focus on production and operation, and playing the role as a battle fortress</i></b>. The working organs of the Party shall be established within the Company, and shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organisation.</p>
2	<p><b>Article 9</b> Unless otherwise provided by the Company Law or other relevant administrative regulation or having obtained special approval from relevant authorities, terms added into this Articles of Association pursuant to requirements of <b><i>the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas</i></b> shall not be modified or deleted.</p>	<p><b>Article 9</b> Unless otherwise provided by the Company Law or other relevant administrative regulation or having obtained special approval from relevant authorities, terms added into this Articles of Association pursuant to requirements of <b><i>the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”)</i></b> shall not be modified or deleted.</p>

<b>No.</b>	<b>Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)</b>	<b>Amended Articles</b>
3	<p><b>Article 23</b> The shares of the Company held by the promoters of the Company shall not be transferred within one year from the date on which the Company was established. Shares issued prior to public offering shall not be transferred within one year from the date on which the shares of the Company being listed and traded on the stock exchange.</p> <p>The 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 during their tenure in the Company. The shares held by them shall not be transferred within one (1) year from the date the shares of the Company being listed and traded on the stock exchange(s) and the aforesaid person(s) shall not transfer the shares of the Company held by them within six (6) months commencing from the termination of their service.</p>	<p><b>Article 23</b> The shares of the Company held by the promoters of the Company shall not be transferred within one year from the date on which the Company was established. Shares issued prior to public offering shall not be transferred within one year from the date on which the shares of the Company being listed and traded on the stock exchange.</p> <p>The 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 during their tenure in the Company. The shares held by them shall not be transferred within one (1) year from the date the shares of the Company being listed and traded on the stock exchange(s) and the aforesaid person(s) shall not transfer the shares of the Company held by them within six (6) months commencing from the termination of their service.</p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
	<p>Any gains from sale of shares in the Company by any directors, supervisors, senior management members or shareholders holding 5% or more of the shares in the Company within six (6) months after their purchase of the same, and any gains from purchase of shares in the Company by any of the aforesaid parties within six (6) months after sale of the same shall belong to the Company. The Board shall forfeit such gains from the abovementioned parties. Should the Board does not observe the provisions in this paragraph, responsible directors shall be liable joint and severally.</p> <p>Should the Board does not observe the provisions of the <b><i>preceding paragraph</i></b>, the shareholders shall be entitled to request the Board to effect the same within thirty (30) days. If the Board of the Company fails to do so within the aforesaid time limit, the shareholders may directly initiate court proceedings in the People’s Court in their own name for the interests of the Company.</p> <p>Unless otherwise provided by the laws, administrative regulations or this Articles of Association, shares of the Company are freely transferrable without any lien. The Company does not accept any share of the Company to be the subject of any pledge.</p>	<p>Any gains from sale of shares <b><i>or other securities of equity nature</i></b> in the Company by any directors, supervisors, senior management members or shareholders holding 5% or more of the shares in the Company within six (6) months after their purchase of the same, and any gains from purchase of shares in the Company by any of the aforesaid parties within six (6) months after sale of the same shall belong to the Company. The Board shall forfeit such gains from the abovementioned parties. Should the Board does not observe the provisions in this paragraph, responsible directors shall be liable joint and severally.</p> <p><b><i><u>Shares or other securities of equity nature in the Company held by the directors, supervisors, senior management members and natural person shareholders as prescribed in the third paragraph in this Article include the shares or other securities of equity nature in the Company held by their spouses, parents, children and held by them using others’ accounts.</u></i></b></p> <p>Should the Board does not observe the provisions <b><i>as prescribed in the third paragraph in this Article</i></b>, the shareholders shall be entitled to request the Board to effect the same within thirty (30) days. If the Board of the Company fails to do so within the aforesaid time limit, the shareholders may directly initiate court proceedings in the People’s Court in their own name for the interests of the Company.</p>

<b>No.</b>	<b>Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)</b>	<b>Amended Articles</b>
		Unless otherwise provided by the laws, administrative regulations or this Articles of Association, shares of the Company are freely transferrable without any lien. The Company does not accept any share of the Company to be the subject of any pledge.
4	<p><b>Article 26</b> The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the delegated department of the State Council, repurchase its outstanding shares under the following circumstances:</p> <p>(1) cancellation of shares for the purposes of reducing its capital;</p> <p>(2) merging with another company that holds shares in the Company;</p> <p>(3) using the shares for employee shares scheme or equity incentives;</p> <p>(4) acquiring shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or split of the Company;</p> <p>(5) converting shares to the company bonds issued by the Company that can be converted into shares;</p> <p>(6) be necessary for the Company to maintain the Company's value and shareholders' interests;</p> <p>(7) other circumstances as permitted by laws and administrative regulations.</p>	<p><b>Article 26</b> The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the delegated department of the State Council, repurchase its outstanding shares under the following circumstances:</p> <p>(1) cancellation of shares for the purposes of reducing its capital;</p> <p>(2) merging with another company that holds shares in the Company;</p> <p>(3) using the shares for employee shares scheme or equity incentives;</p> <p>(4) acquiring shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or split of the Company;</p> <p>(5) converting shares to the company bonds issued by the Company that can be converted into shares;</p> <p>(6) be necessary for the Company to maintain the Company's value and shareholders' interests;</p> <p>(7) other circumstances as permitted by laws and administrative regulations.</p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
	<p>The Company shall not engage in <b><i>the sale and purchase</i></b> of its shares saving for the circumstances specified above.</p> <p>Where the Company repurchases its shares, it shall perform its information disclosure obligations in accordance with laws. <b><i>The Company shall not accept the shares thereof as the subject of pledge rights.</i></b></p>	<p>The Company shall not engage in <b><i>the acquisition</i></b> of its shares saving for the circumstances specified above.</p> <p>Where the Company repurchases its shares, it shall perform its information disclosure obligations in accordance with laws.</p>
5	<p><b>Article 35</b> The share certificates shall be signed by the chairman. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by the Company's other senior management member, the share certificates shall also be signed by other relevant senior management. The share certificates shall be valid after being affixed with the seal of the Company or the seal of the Company in printed form. The share certificates shall only be affixed with the Company's seal under the authorization of the Board. The signatures of the chairman of the Company or other relevant senior management on the share certificates may also be in printed form.</p>	<p><b>Article 35</b> The share certificates shall be signed by the chairman. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by the Company's other senior management member, the share certificates shall also be signed by other relevant senior management. The share certificates shall be valid after being affixed with the seal of the Company or the seal of the Company in printed form. The share certificates shall only be affixed with the Company's seal under the authorization of the Board. The signatures of the chairman of the Company or other relevant senior management on the share certificates may also be in printed form.</p> <p><b><i>Relevant requirements of the securities regulatory authorities in the place where the shares of the Company are listed shall otherwise apply, in case of a paperless issue and transaction.</i></b></p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
6	<p><b><i>Article 40 In respect of the holders of overseas-listed foreign shares, transfers may not be entered in the register of shareholders within thirty (30) days prior to the date of a shareholders' general meeting or within five (5) days before the benchmark date set by the Company for the purpose of distribution of dividends. In respect of the holder of domestic shares, the transfers are entered into the register of shareholders in accordance with the requirements under domestic laws and regulations.</i></b></p> <p>The record date for general meeting of the Company shall be subject to the requirements under Article 71 of these Articles of Association.</p>	<p><b><i>Article 40 If there are any requirements on the period for closure of register of shareholders prior to the convening of the shareholders' general meeting or prior to the date of decision by the Company on distribution of dividend in the laws, administrative regulations, departmental regulations, normative documents and of the relevant the stock exchange(s) and regulatory authorities in the place where the Company's shares are listed, such requirements shall apply.</i></b></p> <p>The record date for general meeting of the Company shall be subject to the requirements under Article 71 of these Articles of Association.</p>



No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
7	<p><b>Article 51</b> 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 this provision and caused damage to the Company, they shall be liable for such damages.</p> <p>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 law. The controlling shareholder and de facto controller shall not make use of its controlling status to do harm to the lawful interests of the Company and social public shareholders through means such as profit distribution, asset restructuring, external investment, possession of capital and lending guarantees, and shall not make use of its controlling status against the interests of the Company and other shareholders.</p> <p>The commitments made by the controlling shareholder and de facto controller of the Company and relevant parties of the Company shall be clear, specific and enforceable, and shall not promise anything which are judged to be obviously impossible to achieve according to the prevailing circumstances, and shall make a statement of commitment fulfillment in the commitments, clarify default responsibility, and fulfill the commitments.</p>	<p><b>Article 51</b> 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 this provision and caused damage to the Company, they shall be liable for such damages.</p> <p>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 <b><i>and fulfill the obligations of a shareholder</i></b> in strict compliance with the law. The controlling shareholder and de facto controller shall not make use of its controlling status to do harm to the lawful interests of the Company and social public shareholders through means such as profit distribution, asset restructuring, external investment, possession of capital and lending guarantees, and shall not make use of its controlling status against the interests of the Company and other shareholders.</p> <p>The commitments made by the controlling shareholder and de facto controller of the Company and relevant parties of the Company shall be clear, specific and enforceable, and shall not promise anything which are judged to be obviously impossible to achieve according to the prevailing circumstances, and shall make a statement of commitment fulfillment in the commitments, clarify default responsibility, and fulfill the commitments.</p>



No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
8	<p><b>Article 56</b> The shareholders' general meeting may exercise the following functions and powers:</p> <p>(1) to decide on the operating policies and investment plans of the Company;</p> <p>(2) to elect and replace <b><i>directors and supervisors who are representatives of shareholders,</i></b> decide on matters relating to the remuneration of directors and supervisors;</p> <p>(3) to consider and approve reports of the Board;</p> <p>(4) to consider and approve reports of the supervisory committee;</p> <p>(5) to consider and approve the Company's proposed annual financial budget and final budgetary report;</p> <p>(6) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(7) to decide on increases or reductions in the Company's registered capital;</p> <p>(8) to decide on matters such as merger, split, dissolution, liquidation or change of the corporate form of the Company;</p> <p>(9) to decide on the issue of bonds by the company;</p> <p>(10) to adopt resolutions on the Company's appointments, dismissals or non-reappointments of accountants' firms;</p>	<p><b>Article 56</b> The shareholders' general meeting may exercise the following functions and powers:</p> <p>(1) to decide on the operating policies and investment plans of the Company;</p> <p>(2) to elect and replace <b><i>directors and supervisors who are not representatives of employees,</i></b> decide on matters relating to the remuneration of directors and supervisors;</p> <p>(3) to consider and approve reports of the Board;</p> <p>(4) to consider and approve reports of the supervisory committee;</p> <p>(5) to consider and approve the Company's proposed annual financial budget and final budgetary report;</p> <p>(6) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(7) to decide on increases or reductions in the Company's registered capital;</p> <p>(8) to decide on matters such as merger, split, dissolution, liquidation or change of the corporate form of the Company;</p> <p>(9) to decide on the issue of bonds by the company;</p> <p>(10) to adopt resolutions on the Company's appointments, dismissals or non-reappointments of accountants' firms;</p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
	<p>(11) to amend the Articles of Association;</p> <p>(12) to consider the proposals submitted by shareholders holding not less than <b><i>5%</i></b> (inclusive) of the Company's voting shares;</p> <p>(13) shareholders' general meeting of the Company may authorize or entrust the Board to address matters authorized or entrusted by them; when authorizing or entrusting the Board to address matters authorized or entrusted by them, shareholders' general meeting of the Company shall abide by the laws and safeguard the lawful rights and interests of shareholders of the Company, and enforce requirements of the laws and regulations to ensure efficient operation and scientific decision of the Company. Matters which may be authorized or entrusted to the Board are as follows:</p> <ol style="list-style-type: none"> <li>1. amend the text of the Articles of Association of the Company after amendment of the Articles of Association of the Company being passed in principle at shareholder's general meeting;</li> <li>2. distribution of interim dividend;</li> <li>3. matters involved in issuance of new shares and convertible bond;</li> <li>4. matters involved in acquisition of shares of the Company for the reasons set out in (3), (5) and (6) of Article 26 of the Articles of Association;</li> </ol>	<p>(11) to amend the Articles of Association;</p> <p>(12) to consider the proposals submitted by shareholders holding not less than <b><i>3%</i></b> (inclusive) of the Company's voting shares;</p> <p>(13) shareholders' general meeting of the Company may authorize or entrust the Board to address matters authorized or entrusted by them; when authorizing or entrusting the Board to address matters authorized or entrusted by them, shareholders' general meeting of the Company shall abide by the laws and safeguard the lawful rights and interests of shareholders of the Company, and enforce requirements of the laws and regulations to ensure efficient operation and scientific decision of the Company. Matters which may be authorized or entrusted to the Board are as follows:</p> <ol style="list-style-type: none"> <li>1. amend the text of the Articles of Association of the Company after amendment of the Articles of Association of the Company being passed in principle at shareholder's general meeting;</li> <li>2. distribution of interim dividend;</li> <li>3. matters involved in issuance of new shares and convertible bond;</li> <li>4. matters involved in acquisition of shares of the Company for the reasons set out in (3), (5) and (6) of Article 26 of the Articles of Association;</li> </ol>

<b>No.</b>	<b>Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)</b>	<b>Amended Articles</b>
	<p>5. other matters which may be authorized or entrusted to the Board pursuant to laws, administrative regulations and the Articles of Association.</p> <p>(14) to consider and approve matters relating to the guarantee under Article 56;</p> <p>(15) to consider matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;</p> <p>(16) to consider and approve matters relating to changes in the use of proceeds;</p> <p>(17) to consider the share repurchase of the Company as stipulated in Article 26 of the Articles of Association;</p> <p>(18) other matters required by laws, administrative regulations and the provisions of the Articles of Association to be resolved by the shareholders' general meeting.</p>	<p>5. other matters which may be authorized or entrusted to the Board pursuant to laws, administrative regulations and the Articles of Association.</p> <p>(14) to consider and approve matters relating to the guarantee under Article 56;</p> <p>(15) to consider matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;</p> <p>(16) to consider and approve matters relating to changes in the use of proceeds;</p> <p>(17) to consider the share repurchase of the Company as stipulated in Article 26 of the Articles of Association;</p> <p>(18) other matters required by laws, administrative regulations and the provisions of the Articles of Association to be resolved by the shareholders' general meeting.</p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
9	<p><b>Article 59</b> General meetings of shareholders shall be annual general meetings of shareholders and extraordinary general meetings of shareholders. The annual general meeting of shareholders shall be held once every year within six (6) months after the end of the previous accounting year.</p> <p>The Board shall hold an extraordinary general meeting of shareholders within two (2) months upon the occurrence of one of the following circumstances:</p> <p>(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;</p> <p>(2) the uncovered losses are in excess of one-third of the Company's total paid-up share capital;</p> <p>(3) <b><i>two or more shareholders holding in aggregate of more than 10% (inclusive) of the Company's issued shares with voting rights request in writing to hold an extraordinary general meeting;</i></b></p> <p>(4) the Board considers it necessary or the supervisory committee proposes to hold such a meeting;</p> <p>(5) such other circumstances as provided for by laws, administrative regulations, departmental regulations or the Articles of Association.</p>	<p><b>Article 59</b> General meetings of shareholders shall be annual general meetings of shareholders and extraordinary general meetings of shareholders. The annual general meeting of shareholders shall be held once every year within six (6) months after the end of the previous accounting year.</p> <p>The Board shall hold an extraordinary general meeting of shareholders within two (2) months upon the occurrence of one of the following circumstances:</p> <p>(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;</p> <p>(2) the uncovered losses are in excess of one-third of the Company's total paid-up share capital;</p> <p>(3) <b><i>upon the request of the shareholders separately or aggregately holding more than 10% of the Company's shares;</i></b></p> <p>(4) the Board considers it necessary or the supervisory committee proposes to hold such a meeting;</p> <p>(5) such other circumstances as provided for by laws, administrative regulations, departmental regulations or the Articles of Association.</p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
10	<p><b>Article 62</b> <i><b>Two or more</b></i> shareholders holding over 10% of shares of the Company shall be entitled to request and demand the Board to convene extraordinary general meetings and shall make written request to the Board. The Board shall reply in writing regarding the acceptance or refusal to convene the extraordinary general meeting as soon as possible but in any event within ten (10) days upon receiving the request in accordance with the requirements of the laws, administrative regulations and the Articles of Association.</p> <p>If the Board agrees to convene the extraordinary general meeting, notice convening the meeting shall be issued within <i><b>thirty (30) days</b></i> upon receiving the written request. Should there be amendments to the original requests in the notice, consent has to be obtained from the relevant shareholders.</p> <p>If the Board does not agree to convene the extraordinary general meeting or does not reply within ten (10) days upon receiving the request, <i><b>or does not issue notice convening the general meeting beyond thirty (30) days after the receipt of the written request, shareholders proposed such request may convene the meeting by themselves after 4 months have lapsed since the receipt of the request by the Board. The procedure to convene the meeting shall be as close to the procedure for convening general meeting by the Board as possible.</b></i></p>	<p><b>Article 62</b> Shareholders <i><b>separately or</b></i> aggregately holding over 10% of shares of the Company shall be entitled to request and demand the Board to convene extraordinary general meetings and shall make written request to the Board. The Board shall reply in writing regarding the acceptance or refusal to convene the extraordinary general meeting as soon as possible but in any event within ten (10) days upon receiving the request in accordance with the requirements of the laws, administrative regulations and the Articles of Association.</p> <p>If the Board agrees to convene the extraordinary general meeting, notice convening the meeting shall be issued within <i><b>five (5) days</b></i> upon receiving the written request. Should there be amendments to the original requests in the notice, consent has to be obtained from the relevant shareholders. If the Board does not agree to convene the extraordinary general meeting or does not reply within ten (10) days upon receiving the request, <i><b>shareholders separately or aggregately holding over 10% of shares of the Company shall be entitled to propose the Supervisory Committee to convene the extraordinary general meeting, and shall make request to the Supervisory Committee in writing.</b></i></p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
		<p><u><i>If the Supervisory Committee agrees to convene the extraordinary general meeting, notice convening the meeting shall be issued within five (5) days upon receiving the request. Should there be amendments to the original requests in the notice, consent has to be obtained from the relevant shareholders.</i></u></p> <p><u><i>If the Supervisory Committee fails to issue a notice of the general meeting within a specified period, it shall be deemed that the Supervisory Committee shall not convene and preside over the general meeting, the shareholder(s) separately or aggregately holding 10% or more of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting by himself/herself/themselves.</i></u></p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
11	<p><b><i>Article 66</i></b> <u><i>When convening a general meeting, the Company shall give written notice to all shareholders in the register forty-five (45) days prior to the date of the meeting to inform them of the matters to be considered in the meeting as well as the date, time and venue of the meeting. Shareholders who intend to attend the general meeting shall deliver to the Company their replies in writing twenty (20) days prior to the date of the meeting.</i></u></p>	<p><b><i>Article 66</i></b> <u><i>When convening an annual general meeting, the Company shall give written notice to all shareholders in the register twenty (20) business days prior to the date of the meeting to inform them the matters to be considered in the meeting as well as the date, time and venue of the meeting. When convening an extraordinary general meeting, the Company shall give written notice to all shareholders in the register ten (10) business days or fifteen (15) days (whichever is longer) prior to the date of the meeting to inform them the matters to be considered in the meeting as well as the date, time and venue of the meeting.</i></u></p> <p><u><i>In determining the commencement date of the period, the Company shall not include the date on which the notice is given, nor the meeting is held. The “business days” in the preceding paragraph refers to the days on which the Hong Kong Stock Exchange is open for business for dealing in securities.</i></u></p>
12	<p><b><i>Article 67</i></b> <u><i>After the notice convening a general meeting has been issued, the general meeting shall not be postponed without reason. In the event that such general meeting must be postponed due to special reason, a notice with regard to the postponement shall be issued no less than 2 days prior to the original date of the holding of the general meeting. The convener shall include explanation of the postponement and disclose the date appointed for the postponed meeting in the notice of postponement.</i></u></p>	<p><b><i>Article 67</i></b> <u><i>After issuance of the notice for general meeting, the general meeting shall not be postponed or cancelled without reason and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make an announcement giving reasons at least 2 business days before the date when the meeting is convened.</i></u></p>



No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
13	<p><b>Article 69</b> In relation to a general meeting convene by the Company, shareholders holding in <b><i>aggregate over 5% (inclusive) of the shares</i></b> of the Company <b><i>with right to vote</i></b> are entitled to <b><i>propose new motions to the Company in writing</i></b> 10 days before the convening of such general meeting. The Company shall issue supplementary notice of the general meeting to announce the content of the extraordinary motions within two (2) days after receiving the proposed motions <b><i>and add those falling within the powers and functions of a general meeting into the agenda of such meeting.</i></b></p> <p>Except as stipulated above, the Company shall not alter the motions listed in the notice of general meeting or add new motions after the notice of general meeting has been published.</p> <p>The proposals that have not been set out in the notice of the shareholders' general meeting or that do not comply with Article 68, shall not be voted on or resolved at the shareholders' meeting.</p>	<p><b>Article 69</b> In relation to a general meeting convene by the Company, <b><i>the Board, the Supervisory Committee and shareholders separately or aggregately holding more than 3% of the shares of the Company</i></b> are entitled to <b><i>propose motions to the Company.</i></b></p> <p><b><i>Shareholders separately or aggregately holding more than 3% of the shares of the Company,</i></b> may propose extraordinary motions to the convener in writing ten (10) days before the convening of such general meeting. The convener shall issue supplementary notice of the general meeting to announce the content of the extraordinary motions within two (2) days after receiving the proposed motions.</p> <p>Except as stipulated above, the Company shall not alter the motions listed in the notice of general meeting or add new motions after the notice of general meeting has been published.</p> <p>The proposals that have not been set out in the notice of the shareholders' general meeting or that do not comply with Article 68, shall not be voted on or resolved at the shareholders' meeting.</p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
14	<p><b>Article 70</b> <i><u>The Company shall calculate the number of shares with voting rights represented by the shareholders planning to attend the general meeting in accordance with the written replies received twenty (20) days before the meeting is held. In the event that the number of shares with voting rights represented by the shareholders planning to attend reaches more than half of our total number of shares with voting rights, the Company may convene the general meeting. If this requirement is not met, the Company shall again inform the shareholders of the matters to be considered and the date and venue within five (5) days in the form of an announcement. After such announcement has been given, the Company may then hold the general meeting.</u></i> Proposals that have not been set out in <b><i>the notice</i></b> of the general meeting shall not be resolved on at the extraordinary general meeting.</p>	<p><b>Article 70</b> Proposals that have not been set out in <b><i>the notice or the supplementary notice</i></b> of the general meeting shall not be resolved on at the general meeting.</p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
15	<p><b>Article 71(3)</b></p> <p>In respect of holder of domestic shares, the period between the record date and the date for the meeting shall not be more than 7 working days and less than 2 trading days. In respect of the holders of overseas-listed foreign shares, the record date shall be <b><i>the date 30 days prior to the date of the meeting.</i></b></p> <p>No changes shall be made once the record date is confirmed.</p>	<p><b>Article 71(3)</b></p> <p>In respect of holder of domestic shares, the period between the record date and the date for the meeting shall not be more than 7 working days and less than 2 trading days. In respect of the holders of overseas-listed foreign shares, the record date shall be <b><i>determined by the laws, administrative regulations, departmental regulations, regulatory documents and the regulations of the stock exchange(s) or regulatory authority on which the shares of the Company are listed.</i></b></p> <p>No changes shall be made once the record date is confirmed.</p>
16	<p><b>Article 73</b> <b><i>Unless otherwise required by the laws, regulations and listing rule of the place of listing of the Company or this Articles of Association,</i></b> the notice of the general meeting shall be served on all shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of shareholders.</p>	<p><b>Article 73</b> <b><i>For holders of domestic shares, notice of general meeting may also be made in the form of announcement, it shall be published in one or more media that meet the conditions stipulated by the securities authority of the State Council.</i></b> All holders of the domestic shares shall be deemed to have received the notice of the relevant general meeting upon the publication of announcement.</p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
	<p><b><i><u>For holders of domestic shares, notice of general meeting may also be made in the form of announcement. Notice of general meeting may be made in the form of announcement which shall be published on the website of Shanghai Stock Exchange and in one or more newspapers designated by the securities authority of the State Council no less than forty-five (45) days prior to the date of the meeting;</u></i></b> all holders of the domestic shares shall be deemed to have received the notice of the relevant general meeting upon the publication of announcement.</p> <p><b><i><u>For holders of foreign shares, notice of general meeting may also be made in the form of announcement</u></i></b> which shall be published on websites or in other electronic means designated by the Company and the Stock Exchange of Hong Kong Limited <b><i><u>no less than forty-five (45) days prior to the date of the meeting.</u></i></b></p>	<p><b><i><u>For holders of foreign shares,</u></i></b> the notice of the general meeting shall be served on all shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of shareholders. <b><i><u>It may also, without contravening the laws and regulations as well as the Listing Rules on which the Company is listed,</u></i></b> be published on websites or in other electronic means designated by the Company and the Stock Exchange of Hong Kong Limited.</p>
17	<p><b><i><u>Article 86 The Company shall, on the condition that the shareholders' meeting is legally and validly held, use all means and methods as far as the conditions permit, give first priority to the use of modern information technology to provide a network voting platform to domestic shareholders in order to increase participation of public shareholders at general meetings.</u></i></b></p>	<p><b><i><u>Article 86 A general meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company will provide online and other means for the convenience of participation by the shareholders. A shareholder who participates in a general meeting by the aforesaid means shall be deemed as being present.</u></i></b></p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
18	<p><b><i>Article 87 <u>The Board, independent directors and eligible shareholders are entitled to solicit proxy from shareholders publicly. While soliciting proxy of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom proxy is being solicited.</u></i></b> No consideration or other form of actual consideration shall be involved in the solicitation of proxy from shareholders. <b><i><u>The Company shall not impose any limitation related to the minimum shareholding ratio on the solicitation of proxy.</u></i></b></p>	<p><b><i>Article 87 <u>The Board, independent directors, and shareholders of the Company holding more than 1% of voting shares, or investor protection institutions established according to laws, administrative regulations or provisions of the securities regulatory authorities of the State Council may, as the soliciting parties, personally or authorize securities company or securities service agency to publicly request the Company’s shareholders to authorize them to attend the general meeting and exercise the shareholders’ rights such as right of making motions and voting rights on behalf of such shareholders.</u></i></b></p> <p><b><i><u>When soliciting shareholders’ rights in accordance with the requirements of the preceding paragraph, the soliciting parties shall disclose the solicitation documents and the Company shall cooperate in this regard. No consideration or other form of actual consideration shall be involved in the public solicitation of proxy from shareholders. The soliciting parties shall bear compensation liabilities according to relevant laws for damages caused by violation of laws, administrative regulations or relevant provisions of the securities regulatory authorities of the State Council in the process of publicly soliciting shareholders’ rights which resulted in losses suffered by the Company or its shareholders.</u></i></b></p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
19	<p><b><u>Article 95 <i>Shareholders who request a class meeting shall comply with the following procedures:</i></u></b></p> <p><b><u>(1) two or more shareholders who together hold 10% (inclusive) or more of the shares carrying the right to vote at the proposed meeting can request the Board to convene an extraordinary general meeting or a class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions and resolutions proposed. The Board shall convene the extraordinary meeting or the class meeting as specified in the request as soon as possible. The amount of shareholdings referred to above shall be calculated as at the date of making the request.</u></b></p> <p><b><u>(2) If no notice of convening a general meeting was issued within thirty (30) days after the Board receiving the abovementioned written request(s), the shareholders making the request(s) can convene a meeting by themselves within four (4) months after the Board receiving the abovementioned written request(s), and the procedures for convening such meeting shall follow the procedures of the shareholders' general meeting convened by the Board as much as possible.</u></b></p> <p>All reasonable expenses incurred for such meeting convened by <b><u>the shareholders as a result of the failure of the Board to convene a meeting as required by the above request(s)</u></b> shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.</p>	<p><b>Article 95</b> All reasonable expenses incurred for such meeting convened by <b><u>the shareholders in accordance with the requirements of Article 62 of this Articles</u></b> shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.</p>

<b>No.</b>	<b>Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)</b>	<b>Amended Articles</b>
20	<p><b>Article 97</b> The list of candidates for director and supervisor shall be proposed to the shareholders’ general meeting for voting.</p> <p>When voting on the election of directors and supervisors, the general meeting <i>may</i> implement accumulative voting system according to these Articles of Association or the resolution of the shareholder’s general meeting.</p> <p>Accumulative voting system referred to in the preceding paragraph means a system whereby each share, at voting to elect directors or supervisors at a general meeting, carries the number of voting rights equivalent to the number of the directors or supervisors to be elected, and a shareholder may concentrate his voting rights. The Board shall make public to the shareholders the resume and general information of the candidates for directors and supervisors.</p>	<p><b>Article 97</b> The list of candidates for director and supervisor shall be proposed to the shareholders’ general meeting for voting.</p> <p>When voting on the election of directors and supervisors, the general meeting <i>shall</i> implement accumulative voting system according to these Articles of Association or the resolution of the shareholder’s general meeting.</p> <p>Accumulative voting system referred to in the preceding paragraph means a system whereby each share, at voting to elect directors or supervisors at a general meeting, carries the number of voting rights equivalent to the number of the directors or supervisors to be elected, and a shareholder may concentrate his voting rights. The Board shall make public to the shareholders the resume and general information of the candidates for directors and supervisors.</p>



No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
21	<p><b>Article 119</b> <u><i>A written notice</i></u> convening a class meeting <b><i>shall be given forty-five (45) days before the date of the meeting by announcement or any other manner as required in this Articles of Association (if required),</i></b> to notify shareholders whose names appear in the register of shareholders of such class shares of the matters proposed to be considered and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve written reply to the Company <u><i>twenty (20) days prior to the date of the meeting.</i></u></p> <p><u><i>If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one-half or more of the Company's total voting shares of that class at the meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days notify the shareholders by announcement of the matters to be transacted at, the place and date for, the meeting again. After making such announcement the class meeting may be convened.</i></u></p>	<p><b>Article 119</b> <u><i>A written notice</i></u> convening a class meeting <b><i>shall be given in reference to the requirements under Article 66 of this Articles of Association in relation to the notice period of the general meeting,</i></b> to notify shareholders whose names appear in the register of shareholders of such class shares of the matters proposed to be considered and the date and place of the meeting.</p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
22	<p><b>Article 123</b></p> <p>Directors shall be elected at shareholders' general meeting. The term of office of the directors shall be three (3) years. Upon maturity of the current term of office, a director shall be eligible to offer himself for re-election and reappointment. Directors shall be elected at a general meeting from persons nominated by the Board or by shareholders representing more than <b><u>5%</u></b> (inclusive) of the issued shares.</p> <p>.....</p> <p>Subject to relevant laws and administrative regulations, directors may be dismissed prior to the expiration of his term of office by ordinary resolution at general meeting under proper reason, without prejudice to any claim being made pursuant to any contract, <b><i>but he/she shall not be dismissed at general meeting without proper reason.</i></b></p> <p>.....</p>	<p><b>Article 123</b></p> <p>Directors shall be elected at shareholders' general meeting. The term of office of the directors shall be three (3) years. Upon maturity of the current term of office, a director shall be eligible to offer himself for re-election and reappointment. Directors shall be elected at a general meeting from persons nominated by the Board or by shareholders representing more than <b><u>3%</u></b> (inclusive) of the issued shares.</p> <p>.....</p> <p>Subject to relevant laws and administrative regulations, directors may be dismissed prior to the expiration of his term of office by ordinary resolution at general meeting under proper reason, without prejudice to any claim being made pursuant to any contract.</p> <p>.....</p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
	<p>The Directors shall comply with the laws, administrative regulations and the Articles of Association of the Company and shall perform their diligent duties to the Company as follows:</p> <p>(1) to exercise the rights conferred by the Company in a cautious, thoughtful and diligent manner so as to ensure the commercial behaviors of the Company comply with the laws, administrative regulations and economic policies of the PRC, and the commercial activities shall not go beyond the scope of business stipulated in the business license;</p> <p>(2) to treat all shareholders fairly;</p> <p>(3) to keep informed of the operation and management position of the Company on a timely basis;</p> <p>(4) <b><i>to sign the regular reports of the Company for confirmation of their comments, to ensure the truthfulness, accuracy and completeness of the information disclosed by the Company;</i></b></p>	<p>The Directors shall comply with the laws, administrative regulations and the Articles of Association of the Company and shall perform their diligent duties to the Company as follows:</p> <p>(1) to exercise the rights conferred by the Company in a cautious, thoughtful and diligent manner so as to ensure the commercial behaviors of the Company comply with the laws, administrative regulations and economic policies of the PRC, and the commercial activities shall not go beyond the scope of business stipulated in the business license;</p> <p>(2) to treat all shareholders fairly;</p> <p>(3) to keep informed of the operation and management position of the Company on a timely basis;</p> <p>(4) <b><i>to sign the securities issuance documents and regular reports of the Company for written confirmation of their comments, to ensure the Company discloses information in a timely and fair manner and the truthfulness, accuracy and completeness of the information disclosed by the Company; If it cannot guarantee the integrity, accuracy and completeness of the contents of securities issuance documents and regular reports or has disputes, it shall issue opinions and state reasons in the written confirmation and the Company shall disclose them. Where the Company refuses to disclose, Directors may directly apply for disclosing;</i></b></p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
	<p>(5) to provide information and data to the Supervisory Committee, and not to interfere with the Supervisory Committee or supervisors in their exercise of powers;</p> <p>(6) other diligent duties as required by the laws, administrative regulations, departmental rules or the Articles of Association of the Company.</p>	<p>(5) to provide information and data to the Supervisory Committee, and not to interfere with the Supervisory Committee or supervisors in their exercise of powers;</p> <p>(6) other diligent duties as required by the laws, administrative regulations, departmental rules or the Articles of Association of the Company.</p>
23	<p><b>Article 128(3)</b> When the Board decides on major issues of the Company, it should listen to the opinions of the Company's Party <b><i>organization</i></b> in advance.</p>	<p><b>Article 128(3)</b> When the Board decides on major issues of the Company's <b><i>headquarter</i></b>, it should listen to the opinions of the Company's Party <b><i>Branch</i></b> in advance.</p>
24	<p><b>Article 169(3)</b> Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete. The supervisors shall observe the laws, administrative regulations and these Articles of Association and owe fiduciary and diligence duties to the Company. Supervisor shall not accept bribe or other illegal income by using their power or infringing the property of the Company.</p>	<p><b>Article 169(3)</b> Supervisors shall ensure that <b><i>the information disclosed</i></b> by the Company is true, accurate and complete <b><i>in a timely and fair manner. If it cannot guarantee the truthfulness, accuracy and completeness of the contents of securities issuance documents and regular reports or has disputes, it shall issue opinions and state reasons in the written confirmation and the Company shall disclose them. Where the Company refuses to disclose, Supervisors may directly apply for disclosing.</i></b> The supervisors shall observe the laws, administrative regulations and these Articles of Association and owe fiduciary and diligence duties to the Company. Supervisor shall not accept bribe or other illegal income by using their power or infringing the property of the Company.</p>

<b>No.</b>	<b>Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)</b>	<b>Amended Articles</b>
25	<p><b>Article 170(1)</b></p> <p>The supervisory committee is made up of representatives of the shareholders and two representatives of the Company’s staff and workers. The supervisors who are the representatives of shareholders shall be elected at general meeting from nominees nominated by supervisory committee or shareholders representing more than <b><u>5%</u></b> (inclusive) of shares in issue. Written notice of the intention to nominate nominee for supervisor and that of the acknowledgement of acceptance of the nomination from the nominee shall be delivered to the Company 7 days before the general meeting.</p>	<p><b>Article 170(1)</b></p> <p>The supervisory committee is made up of representatives of the shareholders and two representatives of the Company’s staff and workers. The supervisors who are the representatives of shareholders shall be elected at general meeting from nominees nominated by supervisory committee or shareholders representing more than <b><u>3%</u></b> (inclusive) of shares in issue. Written notice of the intention to nominate nominee for supervisor and that of the acknowledgement of acceptance of the nomination from the nominee shall be delivered to the Company 7 days before the general meeting.</p>
26	<p><b>Article 173(7)</b></p> <p>(7) to examine and present written examination opinion on regular report of <b><i>the Company</i></b> prepared by the Board;</p>	<p><b>Article 173(7)</b></p> <p>(7) to examine and present written examination opinion on <b><i>securities issuance documents and</i></b> regular report of the Company prepared by the Board <b><i>and Supervisor shall sign on the written confirmation opinion;</i></b></p>
27	<p><b>Article 200</b> A person who serves a function in the controlling shareholder <b><i>and de facto controlling person</i></b> of the Company other than as director shall not be eligible to assume a senior management position of the Company.</p>	<p><b>Article 200</b> A person who serves an <b><i>administrative</i></b> function in the controlling shareholder of the Company other than as director <b><i>and supervisor</i></b> shall not be eligible to assume a senior management position of the Company.</p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
28	<p><b>Article 216</b> The Company shall appoint receiving agents on behalf of the holders of overseas-listed foreign shares to receive on behalf of such shareholders dividends distributed and all other monies payables. The receiving agents appointed on behalf of holders of overseas-listed foreign shares listed in Hong Kong (H shares) shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	<p><b>Article 216</b> The Company shall appoint receiving agents on behalf of the holders of overseas-listed foreign shares to receive on behalf of such shareholders dividends distributed and all other monies payables. The receiving agents appointed on behalf of holders of overseas-listed foreign shares listed in Hong Kong (H shares) shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p> <p><i><u>The Company may exercise the right to forfeit unclaimed dividends, subject to the requirements of the regulations of the jurisdictions in which the shares of the Company are listed, but the right can only be exercised six years or more after the dividend declaration date.</u></i></p>
29	<p><b>Article 256</b> The Company shall establish a Party <b><i>Committee, consisting of</i></b> a secretary and several other members. <b><i>Eligible members of the Party Committee may be considered and appointed as members of the Board of Directors, the Board of Supervisors and the management through legal procedures. Eligible members in the Board of Directors, the Board of Supervisors and the management who are members of the Communist Party of China may be considered and appointed as members of the Party Committee in accordance with relevant requirements and procedures. In addition, a member of the Party Committee shall be designated as the disciplinary inspection member.</i></b></p>	<p><b>Article 256</b> The Company shall establish <b><i>a Party Branch, consisting of</i></b> a secretary and several other members <b><i>of the Party Branch. The positions of chairman and the Party Branch secretary shall be assumed by the same individual in principle. The general manager of the Party shall usually act as the deputy secretary, and other members of the Party Branch shall usually act as members. At the same time, the Party Branch consists of a disciplinary inspection member.</i></b></p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
	<p><b><i><u>The Party Committee shall perform its duties in accordance with the Constitution of the Communist Party of China and other internal regulations of the Party:</u></i></b></p> <p><b><i><u>(1) to ensure and supervise the Company's implementation of policies and guidelines of the Party and the State and implement major strategic decisions of the Communist Party of China Central Committee and the State Council, as well as important work arrangements of the Party Committee of the State-owned Assets Supervision and Administration Commission of the State Council and the superior Party Committee.</u></i></b></p> <p><b><i><u>(2) to uphold the integration of the principle of management of cadres by the Party with the function of the Board of Directors in the lawful selection of the operation management and with the lawful exercise of authority of employment of personnel by the operation management. The Party Committee shall consider and comment on the candidates nominated by the Board of Directors or the management, or recommend candidates to the Board of Directors or the general manager, and put forth comments and suggestions collectively.</u></i></b></p>	



No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
	<p><b><i><u>(3) to research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and provide comments and suggestions thereon.</u></i></b></p> <p><b><i><u>(4) to carefully comply with the requirements for strict self-governance of the Party in every respect, to lead the Company's ideological and political work, united front work, spiritual civilization construction, enterprise cultural construction and the work of organisations such as the labor union and the communist youth league, and to lead the construction of the party conduct and of an honest and clean administration and strengthen disciplinary supervision.</u></i></b></p>	

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
30	Addition	<p><b><i><u>Article 257 The Party Branch shall operate in compliance with the following principles:</u></i></b></p> <p><b><i><u>(1) upholding the unity of strengthening the Party’s leadership and improving corporate governance, and integrating the Party’s leadership into all aspects of corporate governance;</u></i></b></p> <p><b><i><u>(2) adhering to the in-depth integration of the Party building and production and operation, and inspecting the effectiveness of the work of the Party organizations with the results of the Company’s reform and development;</u></i></b></p> <p><b><i><u>(3) upholding the Party’s control of the cadres and talents, and cultivating a high-quality and professional team of corporate leaders and talents;</u></i></b></p> <p><b><i><u>(4) adhering to focusing on the grassroots and laying the foundation, and highlighting the building of the Party’s branches to enhance the vitality of grassroots organizations of the Party;</u></i></b></p> <p><b><i><u>(5) adhering to wholeheartedly relying on the working class to reflect the mastery of the enterprise workforce, and strengthening the class base of the Party’s rule.</u></i></b></p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
31	Addition	<p><b><i><u>Article 258 The Party Branch of the Company shall carry out work with a defined focus on production and operation of the enterprise, and conduct collective research and gate-keeping on major events of the Company’s headquarter in accordance with the regulations. The main responsibilities of which are:</u></i></b></p> <p><b><i><u>(1) to study, publicize and implement the theories, directions and policies of the Party as well as publicize and execute the decision and plans of the Party Central Committee by implementing the resolutions of the Party organizations at higher levels and the Organization, unite and lead the workforce to accomplish various tasks of the Company by educating and guiding all Party members and cadres to enhance the “four consciousness”, firmly establish the “four self-confidences”, achieve the “two safeguards”;</u></i></b></p> <p><b><i><u>(2) to collectively research and gate-keep major operational and management events of the Company’s headquarter in accordance with the regulations and support the executive leadership team in carrying out its work;</u></i></b></p> <p><b><i><u>(3) to do a good job in the education, management, supervision, service and development of the Party members, and strictly organize the organizational life of the Party to strive for excellence and give full play to their pioneering and exemplary role;</u></i></b></p>

No.	Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended Articles
		<p><i><u>(4) to liaise closely with the working public and promote the resolution of their reasonable demands to conduct serious ideological and political work. To lead trade unions, youth leagues, women’s organizations and other groups in the Company’s headquarter to support them in carrying out their work independently and responsibly in accordance with their respective constitutions;</u></i></p> <p><i><u>(5) to supervise the Party members, cadres and other staff of the Company’s headquarter to strictly comply with the national laws and regulations, the financial and personnel systems of the Company to safeguard the interests of the PRC, the collective and the working public;</u></i></p> <p><i><u>(6) to propose practical suggestions on the building of the Party and its work and to report important matters of the Company’s headquarter to the Party organizations at higher levels in a timely manner. To inform the Party members and the public of the work of the Party in the Company’s headquarter in accordance with the regulations.</u></i></p>

<b>No.</b>	<b>Existing Articles (For reference, the portions indicated in bold and italic are proposed to be amended)</b>	<b>Amended Articles</b>
32	Addition	<b><i><u>Article 259 The Party Branch of the Company shall draw up a list of matters to be studied and discussed in light of the actual situation of the Company, and clarify the powers and responsibilities of the Party Branch and other governance bodies, such as the Board, the Supervisory Committee and the management.</u></i></b>

Based on the above amendments, the Company will correspondingly amend the relevant article number in the existing Articles of Association, and amend the relevant provisions in the Rules of Procedure for Shareholders Meetings and the Rules of Procedure for Board Meetings.

## II. COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS MEETINGS

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
1	<b>Article 1 General provisions</b>	<b>Article 1</b> In order to regulate the Company's activities, <i><b>improve the working efficiency</b></i> , to ensure that the functions of general meeting of the shareholders can be carried out in accordance with laws, these Rules are formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules for the General Meetings of Listed Companies, the Governance Rules of Listed Companies, the Articles of Association of the Company and other relevant laws and regulations of the securities regulatory bodies of both the mainland China and Hong Kong Special Administrative Region (hereinafter collectively referred to as "the Places").	<b>Article 1 General provisions</b>	<b>Article 1</b> In order to regulate the Company's activities to ensure that the functions of general meeting of the shareholders can be carried out in accordance with laws, these Rules are formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules for the General Meetings of Listed Companies, the Governance Rules of Listed Companies, the Articles of Association of the Company and other relevant laws and regulations of the securities regulatory bodies of both the mainland China and Hong Kong Special Administrative Region (hereinafter collectively referred to as "the Places").

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
2	CHAPTER 1 GENERAL PROVISIONS	<p>Article 3 <i><u>The general meeting(s) shall be the power organ of the Company and shall exercise the following functions in accordance with laws:</u></i></p> <p><i><u>(1) to determine the business policies and investment plans of the Company;</u></i></p> <p><i><u>(2) to elect and replace directors and to determine the matters relating to the remuneration of the directors;</u></i></p> <p><i><u>(3) to elect and replace the supervisors representing the shareholders and to determine the matters relating to the remuneration of the supervisors;</u></i></p> <p><i><u>(4) to consider and approve the reports of the board of directors;</u></i></p> <p><i><u>(5) to consider and approve the reports of the supervisory committee or of the supervisors;</u></i></p> <p><i><u>(6) to consider and approve the Company's annual financial budgets and the final budgetary reports;</u></i></p> <p><i><u>(7) to consider and approve the Company's profits distribution plan and plan for making up losses;</u></i></p>	CHAPTER 1 GENERAL PROVISIONS	<p><b>Article 3</b> The general meeting shall exercise its duties and powers within the scope prescribed in the Company Law and the Articles of Association.</p>



No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
		<p><u><i>(8) to pass resolutions relating to the increase or decrease of the registered capital of the Company;</i></u></p> <p><u><i>(9) to pass resolutions relating to matters such as the merger, split, dissolution, liquidation, or change of the corporate form of the Company;</i></u></p> <p><u><i>(10) to pass resolutions on the issue of bonds by the Company;</i></u></p> <p><u><i>(11) to pass resolutions on the appointment, dismissals or non-reappointment of the Company's accountants;</i></u></p> <p><u><i>(12) to amend the Articles of Association of the Company;</i></u></p> <p><u><i>(13) to consider proposals proposed by shareholders representing 3% or more (inclusive of 3%) of the total voting shares of the Company;</i></u></p> <p><u><i>(14) matters that may be dealt with by the board of directors through the authorization or delegation by the Company's general meeting(s);</i></u></p> <p><u><i>(15) to grant incentive shares to the Company's employees;</i></u></p> <p><u><i>(16) other matters to be resolved by the general meeting(s) as required by laws, administrative regulations and the Articles of Association of the Company.</i></u></p>		

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
3	CHAPTER 1 GENERAL PROVISIONS	<p><b>Article 6</b> General meetings are categorized as annual general meeting and extraordinary general meeting. <b><i>General meetings shall be convened by the board of directors.</i></b> An annual general meeting shall be convened once every year <b><i>and shall</i></b> take place within six months from <b><i>the end of</i></b> the previous financial year.</p> <p>If the Company is unable to convene an annual general meeting within the period as aforesaid <b><i>and as set out in Article 7 of these Rules for any reason,</i></b> the Company shall report the same to the stock exchange, explaining the reason and publish an announcement.</p> <p><b><i>If the Company has not convened an annual general meeting within the aforesaid period without proper reason resulting in the stock exchange's suspension of trading of the shares of the Company in accordance with the relevant regulations, and requesting the board of directors' explanation and publication of an announcement, the board of directors shall assume the corresponding responsibility.</i></b></p>	CHAPTER 1 GENERAL PROVISIONS	<p><b>Article 4</b> General meetings are categorized as annual general meeting and extraordinary general meeting. An annual general meeting shall be convened once every year <b><i>and shall</i></b> take place within six months from <b><i>the end of</i></b> the previous financial year.</p> <p>Extraordinary general meeting shall be convened from time to time. An extraordinary general meeting shall be convened within two months <b><i>from the occurrence of the circumstances as set out in paragraph 2 of the Article 59 of the Rules of the Articles of Association.</i></b></p> <p>If the Company is unable to convene an annual general meeting within the period as aforesaid, the Company shall report the same to the stock exchange, explaining the reason and publish an announcement.</p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
		<p><b>Article 7</b> Extraordinary general meeting shall be convened from time to time. <i><u>The board of directors</u></i> shall convene <i><u>an extraordinary general meeting</u></i> within two months <i><u>from the occurrence of any one of the following circumstances:-</u></i></p> <p><i><u>(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 of the Company;</u></i></p> <p><i><u>(2) the losses of the Company which have not been made up amount to one-third of the Company's aggregate share capital;</u></i></p> <p><i><u>(3) two or more shareholders in aggregate holding more than 10% (inclusive of 10%) of the Company's issued shares request in writing to hold an extraordinary general meeting;</u></i></p> <p><i><u>(4) the board considers necessary or the supervisory committee proposes to hold such a meeting; and</u></i></p> <p><i><u>(5) other circumstances as provided by the Articles of Association of the Company.</u></i></p>		

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
4	CHAPTER 1 GENERAL PROVISIONS	<p><b>Article 5</b> The board of directors of the Company shall engage legal counsel <i>qualified to practise securities law</i> to attend general meeting(s) and to opine and issue announcements on the following issues:-</p> <p>(1) <i>whether</i> the convening of the general meeting(s) and the procedures thereof <i>comply with</i> the requirements of laws and regulations and the Articles of Association of the Company;</p> <p>(2) <i>verification of</i> the legality and validity of the qualification of the persons attending the general meeting(s) and of the persons convening the meeting;</p> <p><b><i>(3) verification of the qualification of the shareholders submitting new proposals at annual general meeting;</i></b></p> <p>(4) whether the voting procedures <i>of the general meeting(s)</i> and the voting results are legal and valid; and</p> <p>(5) to provide legal opinion on other issues upon the Company's request.</p> <p><b><i>The board of directors of the Company may also engage notaries to attend general meeting(s).</i></b></p>	CHAPTER 1 GENERAL PROVISIONS	<p><b>Article 6</b> The board of directors of the Company shall engage legal counsel to attend general meeting(s) and to opine and issue announcements on the following issues:-</p> <p>(1) whether the convening of the general meeting(s) and the procedures thereof comply with the requirements of laws and regulations and the Articles of Association of the Company;</p> <p>(2) the legality and validity of the qualification of the persons attending the general meeting(s) and of the persons convening the meeting;</p> <p>(3) whether the voting procedures of the meeting(s) and the voting results are legal and valid; and</p> <p>(4) to provide legal opinion on other issues upon the Company's request.</p>
5		Addition	CHAPTER 2 THE CONVENING OF THE GENERAL MEETINGS	<b><i>Article 7 Board of Directors shall timely convene the General Meeting of Shareholders within the period specified in Article 4 of these rules.</i></b>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
6	CHAPTER 1 GENERAL PROVISIONS	<p><b>Article 8 <u>An independent director, the supervisory committee and two or more shareholders in aggregate holding 10% or more (inclusive of 10%) of the total voting shares of the Company shall have the right to propose to the board of the directors to convene an extraordinary general meeting.</u></b></p> <p><i>(1)</i> Independent directors have the right to propose the board to convene extraordinary general meetings. The board shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting as soon as possible and in any event within ten (10) days upon receiving the request in accordance with the requirements of the laws, administrative regulations and the Articles of Association of the Company.</p> <p>If the board agrees to convene the extraordinary general meeting, notice convening the meeting shall be issued within five (5) days after the board resolved to do so. If the board does not agree to convene the extraordinary general meeting, reasons shall be explained and announced.</p>	CHAPTER 2 THE CONVENING OF THE GENERAL MEETINGS	<p><b>Article 8</b> Independent directors have the right to propose the board to convene extraordinary general meetings. The board shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting as soon as possible and in any event within ten (10) days upon receiving the request in accordance with the requirements of the laws, administrative regulations and the Articles of Association of the Company.</p> <p>If the board agrees to convene the extraordinary general meeting, notice convening the meeting shall be issued within five (5) days after the board resolved to do so. If the board does not agree to convene the extraordinary general meeting, reasons shall be explained and announced.</p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
		<p><i>(2)</i> The supervisory committee shall have the right to propose to the board of the directors to convene an extraordinary general meeting, such proposal shall be made in writing. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of the Articles of Association of the Company, reply in writing regarding the acceptance or refusal to convene the extraordinary general meeting as soon as possible and in any event within ten (10) days upon receiving the proposal.</p> <p>If the board agrees to convene the extraordinary general meeting, notice convening the meeting shall be issued within five (5) days after the board reached the resolution to do so. Should there be amendments to the original proposals in the notice, consent has to be obtained from the supervisory committee.</p> <p>If the board does not agree to convene the extraordinary general meeting or does not reply within ten (10) days upon receiving the request, the board will be considered as unable or refused to fulfill the obligation to convene general meetings and the supervisory committee may convene and preside over the meeting on its own.</p>		<p><b>Article 9</b> The supervisory committee shall have the right to propose to the board of the directors to convene an extraordinary general meeting, such proposal shall be made in writing. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of the Articles of Association of the Company, reply in writing regarding the acceptance or refusal to convene the extraordinary general meeting as soon as possible and in any event within ten (10) days upon receiving the proposal.</p> <p>If the board agrees to convene the extraordinary general meeting, notice convening the meeting shall be issued within five (5) days after the board reached the resolution to do so. Should there be amendments to the original proposals in the notice, consent has to be obtained from the supervisory committee.</p> <p>If the board does not agree to convene the extraordinary general meeting or does not reply within ten (10) days upon receiving the request, the board will be considered as unable or refused to fulfill the obligation to convene general meetings and the supervisory committee may convene and preside over the meeting on its own.</p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
		<p><i><b>(3) Two or more shareholders holding over 10% (inclusive of 10%) of shares of the Company (“Proposing Shareholders” hereinafter)</b></i> shall be entitled to request and demand the board to convene extraordinary general meetings and shall make written request to the board.</p> <p>The board shall, in accordance with the requirements of the laws, administrative regulations and the provisions of the Articles of Association of the Company, reply in writing regarding the acceptance or refusal to convene the extraordinary general meeting as soon as possible and in any event within ten (10) days upon receiving the request.</p> <p>If the board agrees to convene the extraordinary general meeting, notice convening the meeting shall be issued <i><b>within thirty (30) days</b></i> upon receiving the written request. Should there be amendments to the original requests in the notice, consent has to be obtained from the relevant shareholders.</p>		<p><b>Article 10 <i>Shareholders holding more than 10% of shares (individually or together with others)</i></b> shall be entitled to request and demand the board to convene extraordinary general meetings and shall make written request to the board.</p> <p>The board shall, in accordance with the requirements of the laws, administrative regulations and the provisions of the Articles of Association of the Company, reply in writing regarding the acceptance or refusal to convene the extraordinary general meeting as soon as possible and in any event within ten (10) days upon receiving the request.</p> <p>If the board agrees to convene the extraordinary general meeting, notice convening the meeting shall be issued <i><b>within five (5) days</b></i> upon receiving the written request. Should there be amendments to the original requests in the notice, consent has to be obtained from the relevant shareholders. If the board does not agree to convene the extraordinary general meeting or does not reply within ten (10) days upon receiving the request, <i><b>shareholders holding more than 10% of shares (individually or together with others) shall have the right to request the supervisory committee in writing to convene an extraordinary general meeting.</b></i></p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
		<p>If the board does not agree to convene the extraordinary general meeting or does not reply within ten (10) days upon receiving the request, <u><i>or does not issue notice convening the general meeting beyond thirty (30) days after the receipt of the written request, the Proposed Shareholders may convene the meeting by themselves after 4 months have lapsed since the receipt of the request by the board. The procedure to convene the meeting shall be as close to the procedure for convening general meeting by the board as possible.</i></u></p>		<p><u><i>If the supervisory committee agrees to convene the extraordinary general meeting, it shall issue an notice thereof within five (5) days of its receipt of the request, and any amendment made in the notice to the original proposals shall be subject to the consent of the relevant shareholders. If the Supervisory Committee fails to issue a notice of the general meeting within a specified period, it shall be deemed that the Supervisory Committee shall not convene and preside over the general meeting, the shareholder(s) separately or aggregately holding 10% or more of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting by himself/herself/themselves.</i></u></p>



No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
7	CHAPTER 2 NOTICE OF MEETING	<p><b>Article 10</b> When convening a general meeting, the Company <i>shall give written notice to all shareholders in the register forty-five (45) days prior to the date of the meeting to inform them of the matters to be considered in the meeting as well as the date, time and venue of the meeting.</i> Shareholders who intend to attend the general meeting(s) <i>shall deliver to the Company their replies in writing twenty (20) days prior to the date of the meeting. If the Company has decided to postpone the general meeting(s), no change shall be made to the record date in relation to the entitlement to attend the general meetings prescribed in the original notice.</i></p>	CHAPTER 3 PROPOSAL AND NOTICE OF THE GENERAL MEETING	<p><b>Article 16</b> When convening an annual general meeting, <i>the Company shall give written notice of the annual general meeting to all shareholders at least twenty (20) business days before the annual general meeting to inform them of the matters to be considered in the meeting as well as the date, time and venue of the meeting. When convening an extraordinary general meeting, the Company shall give written notice to all shareholders at least ten(10) business days or fifth teen (15) business days (whichever is longer) before the extraordinary general meeting to inform them of the matters to be considered in the meeting as well as the date, time and venue of the meeting.</i></p> <p><i>In calculating the notice period, the date of issue of notice and date of meeting shall be excluded. The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange is open for the business of dealing in securities.</i></p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
8	CHAPTER 2 NOTICE OF MEETING	<p>Article 11 After a notice of general meeting <i>has been issued by the board of directors</i>, such general meeting may not be postponed or cancelled <i>without proper reasons</i>, and the proposals stated in the notice cannot be cancelled. <i>Where the general meeting is required to be postponed for special reasons, the Company shall publish a notice of postponement at least five working days before the original date for convening such general meeting. The board of directors shall explain in the notice of postponement the reasons for such postponement and announce the date of the postponed general meeting.</i></p>	CHAPTER 3 PROPOSAL AND NOTICE OF THE SHAREHOLDERS' GENERAL MEETING	<p>Article 21 After a notice of general meeting has been issued, such general meeting may not be postponed or cancelled, and the proposals stated in the notice cannot be cancelled. <i>In case of delay or cancellation, the convener shall make an announcement giving reasons at least 2 working days before the date when the meeting is convened.</i></p>
9	CHAPTER 2 NOTICE OF MEETING	<p>Article 12 <i>The motions submitted for consideration at general meeting(s) shall be specific proposals in relation to items to be discussed in general meeting(s). The contents shall be within the scope of the functions of the general meeting(s), cover specific topics for discussion and specific issues to be resolved, and comply with the relevant requirements of the laws, administrative regulations and the Articles of Association of the Company. The general meeting(s) shall make a resolution on specific proposals.</i></p>	-	Deleted

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
10	CHAPTER 2 NOTICE OF MEETING	<p>Article 13 <i><u>The convener shall set out in the notice convening a general meeting the matters to be discussed at the general meeting(s), and fully and completely disclose the contents of all proposals proposed by the board of directors</u></i> and all necessary information or explanation required for the shareholders to make reasonable judgment on matters to be discussed. <i><u>Where it is necessary to change the matters relating to resolutions passed at prior general meeting(s), contents of the proposals should be complete, not just listing the matters that have been changed.</u></i></p> <p>Where matters to be discussed require the opinion of the independent directors, the independent directors' opinions and reasons shall be disclosed at the same time when the notice of the general meeting(s) or the supplementary notice are issued.</p> <p><i><u>Matters stated as "other matters" and without specific contents may not be regarded as proposals, and may not be voted on at the general meeting(s).</u></i></p>	CHAPTER 3 PROPOSAL AND NOTICE OF THE GENERAL MEETING	<p>Article 19 <i><u>The notice and supplementary notice of general meeting shall fully disclose the details of all proposals</u></i> and all necessary information or explanation required for the shareholders to make reasonable judgment on matters to be discussed. Where matters to be discussed require the opinion of the independent directors, the independent directors' opinions and reasons shall be disclosed at the same time when the notice of the general meeting(s) or the supplementary notice are issued.</p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
11	<b>CHAPTER 2 NOTICE OF MEETING</b>	<b>Article 14</b> After the notice of meeting is issued, the convener may not put forward any new proposal not included in the notice of the general meeting(s). Any amendments to the original proposals shall be announced 15 days before the convening of the general meeting(s). Otherwise, the general meeting(s) shall be postponed to ensure an interval of not less than 15 days.	-	Deleted

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
12	<b>CHAPTER 2 NOTICE OF MEETING</b>	<p><b>Article 15</b> If a provisional proposal is a new matter not set out in the notice of the general meeting(s) dispatched by the convener and is a matter that cannot be voted on by communication method, the mover shall submit the proposal to the board of directors 10 days before the convening of the general meeting(s) for consideration and announcement.</p> <p>A new distribution proposal put forward by the largest shareholder shall be submitted to the board of directors 10 days before the convening of the annual general meeting and announced by the board of directors. In case the interval is less than 10 days, the single largest shareholder cannot put forward any new distribution proposal at the forthcoming annual general meeting.</p> <p>For proposals other than as aforesaid, the proposer may submit such proposal to the board of directors in advance for announcement by the board of directors or may put forward the same at the annual general meeting directly.</p>	—	Deleted

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
13	CHAPTER 2 NOTICE OF MEETING	<p><b>Article 16</b> In respect of the provisional proposals at the annual general meeting as stated in the preceding Article, the board shall consider them according to the following principles:</p> <p>(1) Relevance. Proposals put forward by shareholders shall be by the board. Proposals put forward by shareholders which concern matters directly relevant to the Company and which are within the powers and functions of the general meeting(s) specified by laws, regulations and the Articles of Association of the Company shall be submitted to the general meeting(s) for discussion. Resolutions not meeting the above requirements shall not be submitted to the general meeting(s). If the board has decided not to submit the proposals put forward by shareholders to the general meeting(s) to resolve, it shall explain and state the reasons for not doing so at the general meeting(s) concerned.</p> <p>(2) Procedure. The board may decide on the procedural issues in relation to the proposals put forward by shareholders. If the proposals are to be split or merged for the purpose of voting, the consent of the original proposer should be obtained. In case the original proposer objects to the proposed amendment, the chairman of the general meeting(s) may submit the procedural issues to the general meeting(s) for decision and discussion be made in accordance with the procedures determined by the general meeting(s).</p>	-	Deleted

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
14	<b>CHAPTER 2 NOTICE OF MEETING</b>	<b>Article 17</b> Details in relation to proposals concerning, among others, investment, disposition of properties and mergers and acquisitions, which requires the approval of the general meeting(s) shall be provided. These details include, among others, the amount, price (or pricing method), face value of the assets, impact on the Company, approval status. If asset assessment or audit or a report prepared by an independent financial advisor is necessary in accordance with the relevant requirements, the board shall publish the result of the asset assessment or audit or the report of the independent financial advisor at least 5 working days prior to the general meeting(s).	—	Deleted
15	<b>CHAPTER 2 NOTICE OF MEETING</b>	<b>Article 18</b> Should the board propose any resolution to change the use of proceeds from issuing shares, they shall state in the notice convening a general meeting the reason for the change, an overview of the new project and the effect on the Company in the future.	—	Deleted
16	<b>CHAPTER 2 NOTICE OF MEETING</b>	<b>Article 19</b> Matters concerning, among others, public offer that required to be reported and submitted to the China Securities Regulatory Commission for approval, shall be proposed as special business.	—	Deleted

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
17	<b>CHAPTER 2 NOTICE OF MEETING</b>	<b>Article 21</b> Having considered and approved the annual report, the board shall resolve on the profit distribution proposal and submit it to the annual general meeting to resolve. When suggesting the transfer from the reserve fund into capital, the board shall provide details of the reasons of such transfer and disclose them by way of announcement. When announcing the proposal of bonus issues or any such transfer, the board shall disclose the comparison of earnings per share and the net asset per share before and after such bonus issue or transfer, and also the effect on the future development of the Company thereof.	—	Deleted



No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
18	<b>CHAPTER 2 NOTICE OF MEETING</b>	<p><b>Article 22</b> The appointment of accounting firm shall be proposed by the board and approved by the general meeting(s). If the board proposes to dismiss or not to re-appoint the accounting firm, prior notice shall be given to the accounting firm concerned and the board shall explain the reasons therefor to the general meeting(s). The relevant accounting firm shall be entitled to give their opinions at the general meeting(s).</p> <p>If the board dismisses the accounting firm due to proper reasons during the period which is not the session of general meetings, it may appoint other accounting firm as a temporary replacement provided that such appointment shall be ratified and approved in the next coming general meeting.</p> <p>Should the accounting firm resign, the board shall explain it at the forthcoming general meeting. The accounting firm resigned is obliged to report to the general meeting whether there has been any impropriety on the part of the Company in writing or by attending the general meeting.</p>	-	Deleted

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
19	CHAPTER 3 AGENDA AND PROPOSALS	<p><b>Article 23</b> At each annual general meeting, the board of directors and the supervisory committee shall <u><i>respectively report to the general meeting and publish an announcement on the implementation of matters to be handled by the board of directors and the supervisory committee respectively according to the resolutions passed at general meeting since the previous annual general meeting. Each independent director shall also give a work report.</i></u></p> <p>Directors, supervisors and senior management shall give explanations and answers in response to questions raised by shareholders at general meeting(s).</p>	CHAPTER 4 THE CONVENING OF THE GENERAL MEETINGS	<p><b>Article 36</b> At each annual general meeting, the board of directors and the supervisory committee shall <u><i>report to the shareholders' general meeting of their work in previous year in every annual shareholders' general meeting.</i></u> Each independent director shall also give a work report.</p> <p>Directors, supervisors and senior management shall give explanations and answers in response to questions raised by shareholders at general meeting(s).</p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
20	<p><b>CHAPTER 3 AGENDA AND PROPOSALS</b></p>	<p><b>Article 24</b> At the annual general meeting, the supervisory committee shall read out its report for the previous year, with the following details:</p> <p>(1) the review on the financial position of the Company;</p> <p>(2) the review on the directors and senior management members in performing their respective duties for the Company, and the implementation of the relevant laws, regulations, the Articles of Association of the Company and the resolutions of the general meeting;</p> <p>(3) other significant events that in the opinion of the supervisory committee should be reported to the general meeting.</p> <p>If the supervisory committee considers necessary, it may also give its opinions on the resolutions considered by the general meeting and provide a separate report thereof.</p>	-	Deleted

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
21	<b>CHAPTER 3 AGENDA AND PROPOSALS</b>	<b>Article 25</b> If the registered accountants provide an auditor's report with their explanatory notes, qualified opinion, disclaimer of opinion or negative opinion, the board shall elaborate to the general meeting(s) the issues leading to the above opinions and the impact on the financial position and the operating condition of the Company. If these issues have direct impact on the profit for the current period, the board shall decide the proposal on distribution of profit or the proposal on transfer from reserve fund to capital based on the lowest profit.	-	Deleted

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
22	CHAPTER 3 AGENDA AND PROPOSALS	<p><b>Article 27</b> In relation to an annual general meeting convene by the Company, <i>shareholders holding in aggregate over 10% (inclusive) of the shares of the Company with right to vote are entitled to propose new motions to the Company in writing ten (10) days before the meeting is convened. The Company shall add those motions falling within the powers and functions of a general meeting into the agenda of such meeting.</i></p> <p>Except as stipulated above, the Company shall not alter the motions listed in the notice of general meeting or add new motions after the notice of general meeting has been published.</p> <p>The proposals that have not been set out in the notice of the shareholders' general meeting or that do not comply with <b>Article 26</b> of these Rules shall not be voted on or resolved at the general meeting.</p>	CHAPTER 3 PROPOSAL AND NOTICE OF THE GENERAL MEETING	<p><b>Article 15</b> In relation to an annual general meeting convene by the Company, <i>the Board, Supervisory Committee and the shareholder(s) either individually or collectively holding 3% or more of the Company's shares may propose proposals.</i></p> <p><i>The shareholder(s) either individually or collectively holding 3% or more of the Company's shares may propose and submit their provisional proposals in writing to the convener ten (10) days before the meeting is convened. The convener shall issue a supplementary notice of the general meeting to announce the contents of the proposals within 2 days after receipt of the proposal.</i></p> <p>Except as stipulated above, the Company shall not alter the motions listed in the notice of general meeting or add new motions after the notice of general meeting has been published.</p> <p>The proposals that have not been set out in the notice of the shareholders' general meeting or that do not comply with <b>Article 14</b> of these Rules shall not be voted on or resolved at the general meeting.</p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
23	<b>CHAPTER 3 AGENDA AND PROPOSALS</b>	<b>Article 28</b> The Company shall calculate the number of shares with voting rights represented by the shareholders planning to attend the general meeting(s) in accordance with the written replies received twenty (20) days before the meeting is held. In the event that the number of shares with voting rights represented by the shareholders planning to attend reaches more than half of our total number of shares with voting rights, the Company may convene the general meeting(s). If this requirement is not met, the Company shall again inform the shareholders of the matters to be considered and the date and venue within five (5) days in the form of an announcement. After such announcement has been given, the Company may then hold the general meeting(s). Proposals that have not been set out in the notice of the general meeting(s) shall not be resolved on at the extraordinary general meeting.	-	Deleted

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
24	CHAPTER 3 AGENDA AND PROPOSALS	<p><b>Article 30</b> The notice of the general meeting(s) shall be served on all shareholder (whether or not such shareholder is entitled to vote at the general meeting (s)) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of shareholders. For holders of domestic shares, notice of general meeting may also be made in the form of announcement.</p> <p><i><u>Announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities authority of the State Council no less than thirty (30) days prior to the date of the meeting,</u></i> all holders of the domestic shares shall be deemed to have received the notice of the relevant general meeting(s) upon the publication of announcement.</p>	CHAPTER 3 PROPOSALS AND NOTICES OF GENERAL MEETINGS	<p><b>Article 17</b> For holders of the domestic shares, notice of meetings can be issued by way of announcement, which <i><u>shall be disclosed on one or more media meeting the requirements specified by the securities regulatory authorities of the State Council.</u></i></p> <p>Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the general meeting.</p> <p>For overseas shareholders, the notice of a general meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the general meeting) by personal delivery or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members; <i><u>it may also be sent through the websites or other electronic forms designated by the Company and The Stock Exchange of Hong Kong Limited, provided that it does not violate the laws, regulations and listing rules of the place where the Company is listed.</u></i></p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
25	<p><b>CHAPTER 4 CONSIDERATION AND VOTING</b></p>	<p><b>Article 33</b> The Company shall hold its general meeting(s) at its premises or at the place required by the Articles of Association of the Company.</p> <p><i><u>The Company shall, on the premise of ensuring a valid general meeting, through multiple means and method, among others, provide the online voting system in priority and other means of up-to-date information technology (when possible), with the purpose of facilitating shareholders in participating the general meeting, and to increase the percentage of participation in the general meeting by the public shareholders.</u></i></p> <p>A shareholder may either attend and vote at the general meeting(s) in person, or appoint a proxy to attend or vote within the scope of delegation on his/her behalf.</p>	<p><b>CHAPTER 4 CONVENING OF GENERAL MEETINGS</b></p>	<p><b>Article 23</b> The Company shall hold its general meeting(s) at its premises or at the place required by the Articles of Association of the Company.</p> <p><i><u>A general meeting will be in the form of physical meeting to be held on-site. The Company shall facilitate the participation of shareholders at the general meetings by online voting. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</u></i></p> <p>A shareholder may either attend and vote at the general meeting(s) in person, or appoint a proxy to attend or vote within the scope of delegation on his/her behalf.</p>



No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
26	CHAPTER 4 CONSIDERATION AND VOTING	<p>Article 34 <i><u>In the event online or other voting methods are adopted for a general meeting,</u></i> the notice of the general meeting shall set out the time and procedures of the online or other voting method.</p> <p>The starting time of online or other voting method shall not be earlier than 3:00 pm on the day before the on-site general meeting(s), and shall not be later than 9:30 am on the date of the on-site general meeting(s), its finishing time shall not be earlier than 3:00 pm on the date on which the on-site general meeting(s) concludes.</p> <p>For holders of the domestic shares, the interval between the shareholding record date of a general meeting and the date of the meeting shall not be more than 7 business days and not be less than 2 business days. <i><u>For overseas shareholders, the shareholding record date is 30 days prior to the general meeting.</u></i></p> <p>The shareholding record date shall not be changed once confirmed.</p>	<p>CHAPTER 3 PROPOSALS AND NOTICES OF GENERAL MEETINGS</p> <p>CHAPTER 4 CONVENING OF GENERAL MEETINGS</p>	<p>Article 18 ……</p> <p><i><u>Where the Company convenes a general meeting to provide holders of domestic shares with an online or other means of voting at the general meeting,</u></i> the notice of the general meeting shall set out the time and procedures of the online or other voting method.</p> <p>For holders of the domestic shares, the interval between the shareholding record date of a general meeting and the date of the meeting shall not be more than 7 business days and not be less than 2 business days. <i><u>For overseas shareholders, the shareholding record date is determined in accordance with the laws, administrative regulations, departmental rules, regulatory documents and the regulations of the stock exchange or regulatory authority where the Company's shares are listed.</u></i> The shareholding record date shall not be changed once confirmed.</p> <p>Article 24 The starting time of online or other voting method shall not be earlier than 3:00 pm on the day before the on-site general meeting(s), and shall not be later than 9:30 am on the date of the on-site general meeting(s), its finishing time shall not be earlier than 3:00 pm on the date on which the on-site general meeting(s) concludes. ……</p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
27	CHAPTER 4 CONSIDERATION AND VOTING	<p>Article 51 Shareholders (including their proxies) vote at a general meeting in accordance with the number of shares with voting right they represent of which each share shall have one vote.</p> <p><i><u>When voting to elect nominees of directors, each share held by shareholders shall have the number of votes equal to that of directors to be elected. A shareholder may cast all his votes to one nominee or cast his votes to different nominees.</u></i></p>	CHAPTER 4 CONVENING OF GENERAL MEETINGS	Article 45 Shareholders (including their proxies) vote at a general meeting in accordance with the number of shares with voting right they represent of which each share shall have one vote.
28	CHAPTER 4 CONSIDERATION AND VOTING	<p>Article 57 <i><u>Accumulative voting system shall be adopted for the election of directors, to ensure directors are appointed in an open, fair, just and independent manner.</u></i></p> <p><i><u>Accumulative voting system means when more than two directors are eligible for election, each share held by shareholders shall have the number of votes equal to the number of directors to be elected. Shareholders may cast all his votes to one nominee or cast his votes to different nominees.</u></i></p> <p><i><u>If the number of directors so elected is more than the number of the directors required to be elected at the general meeting, the candidates who have the highest number of votes shall be elected; otherwise, voting shall be held again to fill in all the remaining vacancies for the directors until all the directors required are elected.</u></i></p>	CHAPTER 4 CONVENING OF GENERAL MEETINGS	<p>Article 39 <i><u>When a voting is made on election of directors or supervisors at a general meeting, the accumulative voting system shall be adopted in accordance with the requirements of the Articles of Association of the Company or the resolutions of the general meeting.</u></i></p> <p><i><u>The accumulative voting system as referred to in the preceding paragraph means that when directors or supervisors are elected at the general meeting, each share shall carry the same number of voting right as the number of directors or supervisors to be elected, and the voting rights owned by shareholders may be accumulatively used. The Board shall announce the resumes and basic information of the director or supervisor candidates to shareholders.</u></i></p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
29	CHAPTER 4 CONSIDERATION AND VOTING	<p><b>Article 61</b> All proposals <i>listed in the agenda</i> of a general meeting <i>shall</i> be voted on separately. Unless due to special reasons such as force majeure causing the termination or failure in passing resolutions at the general meeting(s), voting on proposals <i>may not</i> be shelved or withheld <i>for any reason</i>. Different proposals on the same matter made at an <i>annual general meeting shall</i> be voted on and <i>resolutions be made</i> according to the order of timing that the proposal was being made.</p>	CHAPTER 4 CONVENING OF GENERAL MEETINGS	<p><b>Article 40</b> All proposals of a general meeting will be voted on separately <i>unless the voting is carried out by accumulative voting</i>. Different proposals on the same matter made at the meeting <i>will</i> be voted on according to the order of timing that the proposal was being made. Unless due to special reasons such as force majeure causing the termination or failure in passing resolutions at the general meeting(s), voting on proposals <i>will not be</i> shelved or withheld <i>by the general meeting</i>.</p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
30	CHAPTER 4 CONSIDERATION AND VOTING	<p><b>Article 62</b> When considering connected transactions at a general meeting, <u><i>all connected shareholders shall abstain from voting and the voting rights represented by the shares held by the connected shareholders shall not be counted in the total number of the shares entitled to vote.</i></u></p> <p><u><i>The shares held by the Company shall have no voting right and shall not be counted in the total number of the shares entitled to vote.</i></u></p> <p>When the general meeting considers matters that could materially affect the interest of minority shareholders, the votes by minority shareholders shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. Shares held by the Company shall not carry voting rights, and shall not be included in the total number of voting shares present at the general meeting.</p>	CHAPTER 4 CONVENING OF GENERAL MEETINGS	<p><b>Article 38</b> When considering <u><i>matters</i></u> in relation to connected transactions at a general meeting, <u><i>affiliated shareholders shall not participate in voting, and the voting shares held by them shall not be counted into valid votes; the announcement on the results of the general meeting shall fully disclose the results of the voting by non-affiliated shareholders.</i></u></p> <p>When the general meeting considers matters that could materially affect the interest of minority shareholders, the votes by minority shareholders shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. Shares held by the Company shall not carry voting rights, and shall not be included in the total number of voting shares present at the general meeting.</p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
				<p><u><i>The Board, independent directors and shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the securities regulatory authority under the State Council may act as soliciting parties, by themselves or authorize securities companies and securities service agency, to publicly request shareholders of the Company to attend the general meeting and exercise the rights of shareholders such as proposal and voting rights on behalf of them.</i></u></p> <p><u><i>Where the rights of shareholders are solicited in accordance with the requirements of the preceding paragraph, the soliciting parties shall disclose the solicitation documents, and the Company shall cooperate in this regard. It is prohibited to publicly collect rights from shareholders by paying consideration or de facto consideration. The soliciting parties shall bear compensation liabilities for damages caused by violation of laws, administrative regulations or relevant provisions of the securities regulatory authorities of the State Council in the process of publicly soliciting shareholders' rights.</i></u></p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
31	CHAPTER 4 CONSIDERATION AND VOTING	Article 63 When the proposals to elect directors and supervisors are considered in the general meeting(s), <u><i>voting shall be made on each of the candidates for director and supervisor. When the resolutions to re-elect directors and supervisors are passed, those newly elected shall assume office immediately after the conclusion of the general meeting(s).</i></u>	CHAPTER 4 CONVENING OF GENERAL MEETINGS	Article 54 When the proposals to elect the directors and supervisors are approved in the general meeting(s), <u><i>the term of office of the newly-elected directors or supervisors shall commence on the date of conclusion of the general meeting.</i></u>
32	CHAPTER 4 CONSIDERATION AND VOTING	Article 64 <u><i>The Board shall ensure that a general meeting is held continuously within reasonable working hours</i></u> until the final resolution is reached. In the event that a general meeting cannot be held normally or make any resolution due to force majeure or other unusual reasons, <u><i>the Board shall explain the reasons to the stock exchanges and make an announcement, and shall be obliged to take necessary measures to convene the meeting as soon as possible.</i></u>	CHAPTER 4 CONVENING OF GENERAL MEETINGS	Article 53 <u><i>The convener shall ensure that a general meeting is held continuously</i></u> until the final resolution is reached. In the event that a general meeting cannot be held normally or make any resolution due to force majeure or other special reasons, <u><i>necessary measures shall be adopted to resume the meeting as soon as possible or the meeting shall be concluded immediately, and an announcement shall be promptly published accordingly. The convener shall also report the same to the local office of the China Securities Regulatory Commission and the stock exchanges.</i></u>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
33	CHAPTER 4 CONSIDERATION AND VOTING	<p><b>Article 65</b> <i><u>The resolutions passed at general meeting(s) shall be in compliance with the provisions of laws and the Articles of Association of the Company.</u></i> Any resolution passed by the general meeting(s) in violation of laws and administrative regulations shall be void. <i><u>Directors attending the general meeting(s) shall perform their duties faithfully and ensure the truthfulness, accuracy and completeness of the resolutions and shall not use any description that may result in different interpretation.</u></i></p> <p>Where the convening procedures and the voting manner of a general meeting is in violation of law, administrative regulation, or a resolution is in violation of the Articles of Association of the Company, shareholders may request a people’s court to revoke such resolution within 60 days from the date on which the resolution was made.</p>	CHAPTER 4 CONVENING OF GENERAL MEETINGS	<p><b>Article 56</b> Any resolution passed by the general meeting(s) in violation of laws and administrative regulations shall be void.</p> <p><i><u>Controlling shareholders and actual controllers of the Company shall neither restrict nor impede minority shareholders from exercising their voting rights in accordance with the law, nor harm the legitimate interests of the Company and its minority shareholders.</u></i></p> <p>Where the convening procedures and the voting manner of a general meeting is in violation of law, administrative regulation <i><u>or the Articles of Association of the Company</u></i>, or a resolution is in violation of the Articles of Association of the Company, shareholders may request a people’s court to revoke such resolution within 60 days from the date on which the resolution was made.</p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
34	<b>CHAPTER 4 CONSIDERATION AND VOTING</b>	<p><b>Article 66</b> If the Proposing Shareholder decides to convene the extraordinary general meeting on its own, it shall publish the notice for convening the extraordinary general meeting after giving a notice to the Board in writing, and reporting to the local office of China Securities Regulatory Commission and the stock exchanges accordingly. The contents of the notice should comply with the following requirements:</p> <p>(1) the content of the resolutions to be proposed cannot add new items. Otherwise, the Proposing Shareholders shall request the Board to convene the general meeting again in accordance with the aforesaid procedure;</p> <p>(2) the place of the meeting shall be at the address of the Company.</p>	-	Deleted



No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
35	<p><b>CHAPTER 4 CONSIDERATION AND VOTING</b></p>	<p><b>Article 67</b> The Board and secretary to the Board shall perform their duties diligently in connection with the extraordinary general meeting(s) convened by the Proposing Shareholder on their own. The procedures of convening the meeting should comply with the following requirements:</p> <p>(1) the meeting shall be convened by the Board. The secretary to the Board, the directors and supervisors must attend the meeting. The chairman of the Board shall be the chairman of the meeting. If there is any special reason that the chairman of the Board fails to perform his duties, the deputy chairman of the Board or other directors shall be the chairman of the meeting;</p> <p>(2) the Board shall engage a legal counsel qualified to practice securities law to provide legal opinion;</p> <p>(3) the procedures of convening the meeting shall comply with the relevant provisions of these Rules.</p>	-	Deleted

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
36	<b>CHAPTER 4 CONSIDERATION AND VOTING</b>	<b>Article 68</b> If the Board fail to designate a director to become the chairman of the meeting, the Proposing Shareholder shall report to local offices of China Securities Regulatory Commission after which the Proposing Shareholder shall become the chairman of the meeting. The Proposing Shareholder shall engage a legal counsel qualified to practice securities law to provide a legal opinion, the legal costs arising therefrom shall be assumed by the Proposing Shareholder himself. The secretary to the Board shall duly perform his duties. Other procedures for convening the meeting shall comply with the relevant provisions of these Rules.	—	Deleted
37	<b>CHAPTER 4 CONSIDERATION AND VOTING</b>	<b>Article 69</b> The convener of the general meeting(s) shall ensure the continuation of the general meeting(s) until the final resolutions are made. Should the general meeting(s) terminate or fail to make a resolution due to special reasons such as force majeure, necessary measures shall be taken to resume the general meeting(s) as soon as possible or the general meeting(s) shall be directly terminated immediately, and an announcement shall be made promptly. Meanwhile, the convener shall report to the local regulatory authority of the China Securities Regulatory Commission where the Company is located and the stock exchange.	—	Deleted

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
38	CHAPTER 5 MINUTES OF MEETING AND ANNOUNCEMENT	<p><b>Article 72</b> Chairman of the meeting shall be responsible for deciding whether a resolution at the general meeting(s) has been passed, whose decision shall be final and conclusive and be announced at the meeting(s) and be recorded in the minutes of the meeting(s).</p> <p><i><u>The minutes of the general meeting shall be signed by the directors attending the meeting and the person who prepared it. The minutes will be kept by the secretary to the Board as a record of the Company. The Company shall keep the minutes for a period of fifteen (15) years.</u></i></p>	CHAPTER 5 MINUTES OF MEETING AND ANNOUNCEMENT	<p><b>Article 58</b> Chairman of the meeting shall be responsible for deciding whether a resolution at the general meeting(s) has been passed, whose decision shall be final and conclusive and be announced at the meeting(s) and be recorded in the minutes of the meeting(s).</p> <p><i><u>The attending directors, secretary to the Board, convener or representative thereof, and the chairman of the meeting shall sign the minutes of the meeting, and ensure the meeting minutes are true, accurate and complete. The minutes of the meeting, the signed attendance record of those shareholders on the scene and the powers of attorney of those attending by proxy, as well as valid information relating to the voting online or by other means shall be kept together for no less than 10 years.</u></i></p>
39	CHAPTER 5 MINUTES OF MEETING AND ANNOUNCEMENT	<p><b>Article 74</b> In the event that the votes are counted at the general meeting(s), the counting results shall be recorded in the minutes of the meeting. <i><u>The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting shall be kept at the address of the Company.</u></i></p>	CHAPTER 5 MINUTES OF MEETING AND ANNOUNCEMENT	<p><b>Article 60</b> In the event that the votes are counted at the general meeting(s), the counting results shall be recorded in the minutes of the meeting.</p>
40	CHAPTER 5 MINUTES OF MEETING AND ANNOUNCEMENT	<p><b>Article 75</b> <i><u>Secretary to the Board</u></i> shall disclose resolutions of the general meeting(s) in accordance with the requirements of relevant regulations.</p>	CHAPTER 5 MINUTES OF MEETING AND ANNOUNCEMENT	<p><b>Article 61</b> <i><u>The convener</u></i> shall disclose resolutions of the general meeting(s) in accordance with the requirements of relevant regulations.</p>

No.	Original articles	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Amended articles	Amended content
41	CHAPTER 5 MINUTES OF MEETING AND ANNOUNCEMENT	Article 78 Announcement on the resolutions of the general meeting(s) <i>shall be published on the newspapers stipulated by the Chinese Securities Regulatory Commission for the disclosure of information by listed companies.</i>	CHAPTER 5 MINUTES OF MEETING AND ANNOUNCEMENT	Article 64 Announcement on the resolutions of the general meeting(s) shall be <i>disclosed on the media meeting the requirements specified by the securities regulatory authorities of the State Council.</i>
42	–	Addition	CHAPTER 6 SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS	Article 65 <i>Shareholders holding different classes of shares shall be shareholders of different classes.</i>  <i>Shareholders of different classes shall enjoy the rights and assume the obligations in accordance with the laws, administrative regulations and the Articles of Association of the Company.</i>
43	–	Addition	CHAPTER 6 SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS	Article 66 <i>Resolution of a class meeting shall be passed only by two-thirds or above of the total voting rights of that class being held by the shareholders attending the class meeting.</i>

Based on the above opinions on amendments, the numbers of the corresponding articles of the Rules of Procedure for Shareholders Meetings will be revised accordingly.

### III. COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD MEETINGS

No.	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Revised content
1	<p><b>Article 4</b></p> <p><b>The 1<sup>st</sup> Paragraph</b> Directors shall be elected at shareholders' general meeting. The term of office of the directors shall be three (3) years. Upon maturity of the current term of office, a director shall be eligible to offer himself for re-election and reappointment. Directors shall be elected at a general meeting from persons nominated by the Board or by shareholders representing more than <b>5%</b> (inclusive) of the issued shares.</p> <p>.....</p> <p><b>The 4<sup>th</sup> Paragraph</b> Subject to compliance with the relevant laws and administrative regulations, the general meeting may by ordinary resolution remove any director before the expiry of his term of office (but without prejudice to such director's right to claim damages based on any contract), <b><i>provided that no such director shall be removed from office by the general meeting without cause.</i></b></p> <p>.....</p>	<p><b>Article 4</b></p> <p><b>The 1<sup>st</sup> Paragraph</b> Directors shall be elected at shareholders' general meeting. The term of office of the directors shall be three (3) years. Upon maturity of the current term of office, a director shall be eligible to offer himself for re-election and reappointment. Directors shall be elected at a general meeting from persons nominated by the Board or by shareholders representing more than <b>3%</b> (inclusive) of the issued shares.</p> <p>.....</p> <p><b>The 4<sup>th</sup> Paragraph</b> Subject to compliance with the relevant laws and administrative regulations, the general meeting may by ordinary resolution remove any director before the expiry of his term of office (but without prejudice to such director's right to claim damages based on any contract).</p> <p>.....</p>

No.	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Revised content
	<p><b>The 7<sup>th</sup> Paragraph</b> The directors shall comply with the laws, administrative regulations and the Articles of Association and shall diligently perform their following obligations to the Company:</p> <p>(1) They shall exercise the rights granted by the Company prudently, conscientiously and diligently to ensure that the Company’s business acts are in compliance with laws, administrative regulations and the requirements of all economic policies of the state and that its commercial activities have not gone beyond the scope stipulated in the business license;</p> <p>(2) They shall treat all shareholders equally and fairly;</p> <p>(3) They shall have prompt understanding of the Company’s business operation and management;</p> <p>(4) They shall sign the written confirmation on opinion of the Company’s regular reports. They shall ensure the information disclosed by the Company is true, accurate, and complete;</p> <p>(5) They shall inform the supervisory committee of the true situation and information and shall not obstruct the supervisory committee or supervisors from exercising their powers;</p> <p>(6) They are bound by other obligations of diligence stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</p>	<p><b>The 7<sup>th</sup> Paragraph</b> The directors shall comply with the laws, administrative regulations and the Articles of Association and shall diligently perform their following obligations to the Company:</p> <p>(1) They shall exercise the rights granted by the Company prudently, conscientiously and diligently to ensure that the Company’s business acts are in compliance with laws, administrative regulations and the requirements of all economic policies of the state and that its commercial activities have not gone beyond the scope stipulated in the business license;</p> <p>(2) They shall treat all shareholders equally and fairly;</p> <p>(3) They shall have prompt understanding of the Company’s business operation and management;</p> <p>(4) They shall sign the written confirmation on opinion of the Company’s <b><u>securities issuance documents</u></b> and regular reports to ensure the Company <b><u>discloses information in a timely and fair manner,</u></b> and information disclosed by the Company is true, accurate, and complete; <b><u>In the event that the directors cannot ensure or object to the truthfulness, accuracy and completeness of contents in documents for the securities issuance related documents and regular reports of the Company, they shall express their opinions and state the reason in the written confirmation, which the Company shall disclose. In the event that the Company fails to disclose it, the directors shall directly apply for disclosure.</u></b></p>

No.	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Revised content
		<p>(5) They shall inform the supervisory committee of the true situation and information and shall not obstruct the supervisory committee or supervisors from exercising their powers;</p> <p>(6) They are bound by other obligations of diligence stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</p>
2	<p><b>Article 15</b> The directors shall comply with the requirements of laws, regulations and the Articles of Association of the Company, and carry out their duties loyally and honestly to safeguard the interest of the Company. In the event of conflict between their personal interest and that of the Company and its shareholders, the directors shall act in the best interest of the Company and its shareholders and promise that they shall:</p> <p>.....</p> <p>(11) not disclose the confidential information relating to the Company acquired by them during their tenures without the informed consent given by shareholders in general meeting save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <ol style="list-style-type: none"> <li>1. disclosure is made pursuant to law;</li> <li>2. the interests of the public require disclosure;</li> <li>3. the lawful interests of such director require disclosure.</li> </ol>	Deleted

No.	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Revised content
3	<p><b>Article 16</b> Directors shall exercise the powers conferred by the Company in a cautious, serious and diligent manner to ensure that:</p> <p>the business acts of the Company comply with the requirements of laws, regulations and the economic policies of the State, and the Company’s business activities do not exceed the scope of business stipulated on the business license;</p> <p>.....</p> <p>(7) other duties of diligence stipulated by laws, administrative regulations, departmental rules and the provisions of the Articles of Association of the Company.</p>	Deleted
4	<p><b>Article 39</b> A office of the Board shall be established under the auspices of the Board to deal with the routine work of the Board. <b><i>All directors may use the services of the secretary to the Board to ensure compliance with the procedures of the Board and all applicable rules and regulations.</i></b></p> <p>The secretary to the Board or the securities affairs representative shall be the head of the office of the Board and shall keep the seals and chops of the Board and the office of the Board.</p>	<p><b>Article 37</b> A office of the Board shall be established under the auspices of the Board to deal with the routine work of the Board.</p> <p>The secretary to the Board or the securities affairs representative shall be the head of the office of the Board and shall keep the seals and chops of the Board and the office of the Board.</p>



No.	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Revised content
5	<p><b>Article 44</b></p> <p>.....</p> <p>(3) the Board shall consult the Party organizations before deciding on the Company's significant issues.</p>	<p><b>Article 42</b></p> <p>.....</p> <p>(3) the Board shall consult the Party <b><i>Branch</i></b> of the Company before deciding on the significant issues of the Company's <b><i>headquarter.</i></b></p>
6	<p><b>Article 63</b> In case of any of the situations as specified in Article 62 of these Rules, if the chairman is unable to carry out his/her duties, he/she shall appoint a director to act on his/her behalf to convene the extraordinary meeting of the Board.</p>	Deleted

No.	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Revised content
7	<p><b>Article 64</b> Written notice of a meeting of the Board shall include the following contents:</p> <p>(1) date, time and venue of the meeting;</p> <p><b><i>(2) duration of the meeting;</i></b></p> <p>(3) manner of holding the meeting;</p> <p>(4) cause and motions;</p> <p>(5) convener and chairman of meeting, proposer of the extraordinary meeting and his/her written proposal;</p> <p>(6) meeting materials necessary for the directors to vote;</p> <p>(7) request that directors should either attend in person or authorize other directors to attend on their behalves;</p> <p>(8) contact person and contact information;</p> <p><b><i>(9) date on which the notice is given.</i></b></p> <p>Meeting notices given verbally shall contain at least the aforesaid items no. (1) and (2), and an explanation that an extraordinary meeting of the Board needs to be convened due to urgency.</p>	<p><b>Article 61</b> Written notice of a meeting of the Board shall include the following contents:</p> <p><b><i>(1) date, time and venue of the meeting;</i></b></p> <p>(2) manner of holding the meeting;</p> <p><b><i>(3) matters to be considered (proposals for the meeting)</i></b></p> <p>(4) convener and chairman of meeting, proposer of the extraordinary meeting and his/her written proposal;</p> <p>(5) meeting materials necessary for the directors to vote;</p> <p>(6) request that directors should either attend in person or authorize other directors to attend on their behalves;</p> <p>(7) contact person and contact information;</p> <p>Meeting notices given verbally shall contain at least the aforesaid items no. (1) and (2), and an explanation that an extraordinary meeting of the Board needs to be convened due to urgency.</p>

No.	Original content (For reference, the portions indicated in bold and italic are proposed to be amended)	Revised content
8	<p><b>Article 73</b> Regular meetings and extraordinary meetings of the Board shall be convened by physical presence of the directors in principle. If it is necessary, and provided that directors are able to express their opinion freely and with the consent of the convener (chairman of the meeting) and the proposer, <b><i>the meetings may also be convened by video conference, conference call, by facsimile, e-mail or through other similar communication facilities, provided that all attending directors can hear each other clearly and communicate. Under such circumstances, all attending directors shall be considered having attend the meeting in person.</i></b> Meetings of the Board may also be convened by physical presence of some directors and by other means of attendance by others concurrently.</p> <p>For meetings of the Board not convened by physical presence of the directors, directors who attend by video conference, directors who expressed his (her) opinions in conference call, valid votes received by facsimile or e-mail within the prescribed period, or having written confirmations stating that he (or she) has attended the meeting shall be calculated as having attended the relevant meeting of the Board.</p>	<p><b>Article 70</b> Meetings of the Board shall be convened by physical presence of the directors in principle. If it is necessary, and provided that directors are able to express their opinion freely and with the consent of the convener (chairman of the meeting) and the proposer, the meetings may also be convened by video conference, conference call, facsimile or e-mail. Under such circumstances, all attending directors shall be considered having attend the meeting in person. Meetings of the Board may also be convened by physical presence of some directors and by other means of attendance by others concurrently.</p> <p>For meetings of the Board not convened by physical presence of the directors, directors who attend by video conference, directors who expressed his (her) opinions in conference call, valid votes received by facsimile or e-mail within the prescribed period, or having written confirmations stating that he (or she) has attended the meeting shall be calculated as having attended the relevant meeting of the Board.</p>

Based on the above opinions on amendments, the numbers of the corresponding articles of the Rules of Procedure for Board Meetings will be revised accordingly.

The proposed amendments shall become effective upon approval at the general meeting and, where applicable, the class meetings of A Shareholders and H Shareholders. of the Company. The Company will dispatch a circular containing, among others, details of the proposed amendments, to its shareholders as soon as practicable.

By order of the Board  
**CSSC Offshore & Marine Engineering (Group) Company Limited**  
**Li Zhidong**  
*Company Secretary*

Guangzhou, 5 November 2021

*As at the date of this announcement, the Board of the Company comprises ten Directors, namely executive Directors Mr. Han Guangde, Mr. Chen Liping, and Mr. Xiang Huiming, non-executive Director Mr. Chen Zhongqian, Mr. Chen Ji, Mr. Gu Yuan and independent non-executive Directors Mr. Yu Shiyong, Mr. Lin Bin, Mr. Nie Wei and Mr. Li Zhijian.*