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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in **CSSC Offshore & Marine Engineering (Group) Company Limited**, you should at once hand this circular, together with the Proxy Form, to the purchaser(s) or the transferee(s) or to the bank manager, licensed securities dealer or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE COMPANY'S RULES FOR  
PROCEEDINGS OF GENERAL MEETINGS OF THE SHAREHOLDERS  
PROPOSED AMENDMENTS TO THE COMPANY'S RULES FOR  
PROCEEDINGS OF THE BOARD OF DIRECTORS  
PROPOSED DISSOLUTION OF THE SUPERVISORY COMMITTEE  
ELECTION OF A DIRECTOR  
AND  
NOTICE OF THE THIRD EGM OF 2025**

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Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as defined in the "Definitions" section of this circular.

A letter from the Board is set out on pages 3 to 8 of this circular.

The EGM will be held at the conference room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC at 10:00 a.m. on Thursday, 21 August 2025. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon. In the case of the H Shareholders, the completed proxy form and other authorization documents (if any) must be delivered to the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and in any event not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof, as the case may be, in order to be valid. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof, as the case may be, should you so wish.

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## DEFINITIONS

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

“A Share(s)”	domestic shares of the Company with nominal value of RMB1.00 each listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	CSSC Offshore & Marine Engineering (Group) Company Limited, a joint stock company established in the PRC with limited liability, the H Shares of which are listed on the Hong Kong Stock Exchange and the A Shares of which are listed on the Shanghai Stock Exchange
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the third extraordinary general meeting of 2025 of the Company to be convened by the Company at the conference room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC at 10:00 a.m. on Thursday, 21 August 2025
“Group”	the Company and its subsidiaries
“Guidelines on the Articles of Association of Listed Companies”	Guidelines on the Articles of Association of Listed Companies (Revised in 2025)
“H Share(s)”	overseas listed foreign shares of the Company listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	shares of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee

*The English names of the PRC entities referred to in this circular are translations from their Chinese names and are for identification purpose only. If there are any inconsistencies, the Chinese names shall prevail.*

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## LETTER FROM THE BOARD

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

(H Shares Stock Code: 00317)

*Executive Director:*

Mr. Chen Liping

*Non-Executive Directors:*

Mr. Gu Yuan

Mr. Ren Kaijiang

Mr. Yin Lu

*Independent Non-executive Directors:*

Mr. Lin Bin

Mr. Nie Wei

Mr. Li Zhijian

Ms. Xie Xin

*Registered Office:*

15th Floor,  
No. 137 Gexin Road  
Haizhu District  
Guangzhou  
the PRC

*Post code:*

510250

31 July 2025

*To the H Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE COMPANY'S RULES FOR  
PROCEEDINGS OF GENERAL MEETINGS OF THE SHAREHOLDERS  
PROPOSED AMENDMENTS TO THE COMPANY'S RULES FOR  
PROCEEDINGS OF THE BOARD OF DIRECTORS  
PROPOSED DISSOLUTION OF THE SUPERVISORY COMMITTEE  
ELECTION OF A DIRECTOR  
AND  
NOTICE OF THE THIRD EGM OF 2025**

**I. INTRODUCTION**

References are made to the announcement of the Company dated 11 July 2025 in relation to the proposed appointment of a Director and the announcement of the Company dated 22 July 2025 in relation to the proposed amendments to the Articles of Association, the Rules for Proceedings of General Meetings of the Shareholders, the Rules for Proceedings of the Board of Directors and the dissolution of the Supervisory Committee.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information regarding the proposals to be put forward at the EGM, including, among others (i) the resolution on amendments to the Articles of Association; (ii) the resolution on amendments to the Company's Rules for Proceedings of General Meetings of the Shareholders; (iii) the resolution on amendments to the Company's Rules for Proceedings of the Board of Directors; (iv) the resolution on dissolution of the Supervisory Committee and abolition of the Rules for Proceedings of the Supervisory Committee; and (v) the resolution on election of a Director adopting the cumulative voting system, enabling the Shareholders to make informed decisions on relevant resolutions at the EGM when voting.

### II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 22 July 2025 in relation to the proposed amendments to the Articles of Association.

In accordance with the requirements of the Company Law with effect from 1 July 2024, the Transitional Arrangements Relating to the Implementation of the Rules Governing the Supporting Regime of the New Company Law issued by the CSRC, the Guidelines on the Articles of Association of Listed Companies and other relevant laws and regulations, normative documents and regulatory requirements, and taking into account the actual situation of the Company, the Company proposes to make amendments to the Articles of Association of the Company.

The amendments mainly include: (1) deleting relevant provisions relating to the Supervisory Committee and Supervisor, and having the audit committee exercise the functions and powers of the Supervisory Committee as stipulated in the Company Law; (2) adjusting the structure of the Board and adding employee Directors; (3) adjusting some functions and powers of the general meeting and the Board; (4) supplementing or improving other contents of the Articles of Association according to the latest requirements of laws and regulations, and normative documents as well as taking into account the actual situation of the Company.

The details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular. Save for the proposed amendments disclosed in the Appendix, the other chapters and articles of the Articles of Association remain unchanged.

The proposed amendments to the Articles of Association are subject to the consideration and approval at the EGM by way of a special resolution. The amended Articles of Association will be effective from the date of consideration and approval at the EGM.

The legal advisers of the Company as to Hong Kong laws and the PRC laws have respectively confirmed that the proposed amendments to the Articles of Association are in compliance with the requirements of the Hong Kong Listing Rules and the applicable PRC laws.

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## LETTER FROM THE BOARD

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### **III. PROPOSED AMENDMENTS TO THE COMPANY'S RULES FOR PROCEEDINGS OF GENERAL MEETINGS OF THE SHAREHOLDERS**

Reference is made to the announcement of the Company dated 22 July 2025 in relation to the proposed amendments to the Company's Rules for Proceedings of General Meetings of the Shareholders.

In accordance with the requirements of the Guidelines on the Articles of Association of Listed Companies, the Rules Governing General Meetings of Listed Companies (Revised in 2025) and other laws and regulations as well as the Articles of Association of the Company, taking into account the actual situation of the Company, the Company proposes to make amendments to the Company's Rules for Proceedings of General Meetings of the Shareholders. The amendments mainly include deleting of relevant provisions relating to the Supervisory Committee and Supervisors, and having the audit committee exercise the functions and powers of the Supervisory Committee; adjusting the functions and powers of the general meetings; supplementing or improving other contents according to the latest requirements of laws and regulations as well as normative documents; and making corresponding adjustment to the sequence of articles.

The details of the proposed amendments to the Company's Rules for Proceedings of General Meetings of the Shareholders are set out in Appendix II to this circular. Save for the proposed amendments disclosed in the Appendix, the other chapters and articles of the Rules for Proceedings of General Meetings of the Shareholders remain unchanged.

The proposed amendments to the Company's Rules for Proceedings of General Meetings of the Shareholders are subject to the consideration and approval at the EGM by way of a special resolution. The amended Rules for Proceedings of General Meetings of the Shareholders will be effective from the date of consideration and approval at the EGM.

### **IV. PROPOSED AMENDMENTS TO THE COMPANY'S RULES FOR PROCEEDINGS OF THE BOARD OF DIRECTORS**

Reference is made to the announcement of the Company dated 22 July 2025 in relation to the proposed amendments to the Company's Rules for Proceedings of the Board of Directors.

In accordance with the requirements of the Guidelines on the Articles of Association of Listed Companies and other laws and regulations as well as the Articles of Association of the Company, taking into account the actual situation of the Company, the Company proposes to make amendments to the Company's Rules for Proceedings of the Board of Directors. The amendments mainly include deleting relevant provisions relating to the Supervisory Committee and Supervisors, and having the audit committee exercise the functions and powers of the Supervisory Committee; and supplementing or improving other contents according to the latest requirements of laws and regulations as well as normative documents.

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## LETTER FROM THE BOARD

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The details of the proposed amendments to the Company's Rules for Proceedings of the Board of Directors are set out in Appendix III to this circular. Save for the proposed amendments disclosed in the Appendix, the other chapters and articles of the Rules for Proceedings of the Board of Directors remain unchanged.

The proposed amendments to the Company's Rules for Proceedings of the Board of Directors are subject to the consideration and approval at the EGM by way of a special resolution. The amended Rules for Proceedings of the Board of Directors will be effective from the date of consideration and approval at the EGM.

### V. PROPOSED DISSOLUTION OF THE SUPERVISORY COMMITTEE

Reference is made to the announcement of the Company dated 22 July 2025 in relation to the proposed dissolution of the Supervisory Committee.

In accordance with the requirements of the Company Law with effect from 1 July 2024, the Transitional Arrangements Relating to the Implementation of the Rules Governing the Supporting Regime of the New Company Law issued by the CSRC and other relevant provisions, and taking into account the actual situation of the Company, the Company will dissolve the Supervisory Committee, the functions and powers of the Supervisory Committee as stipulated in the Company Law shall be exercised by the audit committee of the Board, the Company's Rules for Proceedings of the Supervisory Committee will be abolished correspondingly, and the provisions relating to the Supervisory Committee and Supervisors in all rules and regulations of the Company shall be no longer applicable.

The existing Supervisors, namely Ms. Chen Shu, Mr. Zhu Weibin, Mr. Ouyang Beijing and Mr. Zhang Xinglin, will be accordingly removed from the positions of Supervisors from the date of consideration and approval at the EGM.

### VI. PROPOSED APPOINTMENT OF A DIRECTOR

Reference is made to the announcement of the Company dated 11 July 2025 in relation to the proposed appointment of a Director. The Board passed a resolution to approve to nominate Mr. Luo Bing ("**Mr. Luo**") as the candidate for the executive Director of the eleventh session of the Board of the Company. His term of office shall commence from the date of election at the EGM till the expiry of the eleventh session of the Board, and his remuneration will be determined pursuant to the Proposal for Remuneration for the Eleventh Session of Directors, Supervisors and Senior Management of the Company. In addition, subject to the election at the EGM, Mr. Luo will be appointed as a member of the strategy committee of the eleventh session of the Board of the Company.

The biographical details of Mr. Luo, the proposed Director, are set out below:

Luo Bing, male, aged 56, a member of the Communist Party of China. He graduated from Wuhan School of Shipbuilding Industry (武漢船舶工業學校) with a major in vessel internal combustion engine in July 1989, and completed the postgraduate course in economic management at Guangdong



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## LETTER FROM THE BOARD

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Academy of Social Sciences (廣東省社會科學院) in August 2002. Mr. Luo served as the deputy director and director of the shipbuilding electromechanical workshop, the head of the shipbuilding production department, and the manager of the shipbuilding business department of Huangpu Shipyard (黃埔造船廠); the assistant general manager, deputy general manager, deputy secretary of the party committee, secretary of the discipline committee and chairman of the labour union of CSSC Guangzhou Huangpu Shipbuilding Co., Ltd. (廣州中船黃埔造船有限公司); the chairman and secretary of the party committee of CSSC Xijiang Shipbuilding Co., Ltd. (中船西江造船有限公司); the chairman and secretary of the party committee of CSSC Guijiang Co., Ltd. (中船桂江有限公司); the vice chairman, deputy secretary of the party committee, general manager, chairman and secretary of the party committee of CSSC Guangxi Ships and Maritime Engineering Co., Ltd. (中船廣西船舶及海洋工程有限公司); and the general manager and deputy secretary of the party committee of CSSC Huangpu Wenchong Shipbuilding Company Limited (中船黃埔文沖船舶有限公司). Mr. Luo is currently the chairman and secretary of the party committee of CSSC Huangpu Wenchong Shipbuilding Company Limited (中船黃埔文沖船舶有限公司).

Save as disclosed above, Mr. Luo (i) did not hold any other position in the Company or other members of the Group, nor did he hold any position in other listed companies in the last three years; (ii) does not have any relationships with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company will determine the remuneration and fee of Mr. Luo based on the Remuneration Scheme of the Eleventh Session of Directors, Supervisors and Senior Management of COMEC. The annual remuneration of Mr. Luo is comprised of base salary, annual performance remuneration and special incentives. Mr. Luo will be entitled to an annual base salary of RMB400,000 as an executive Director.

Subject to the approval by the Shareholders at the EGM, the Company will enter into a service agreement with Mr. Luo. The initial term of service of Mr. Luo will commence from the date of his appointment and end upon the expiry of the eleventh session of the Board.

Save as disclosed above and to the best of the knowledge, information and belief of the Directors having made all reasonable inquiries, there are no other matters in relation to the appointment of Mr. Luo that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Luo which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

The above-mentioned resolution shall be proposed at the EGM as an ordinary resolution voting by adopting the cumulative voting system for the Shareholders' consideration and approval.

## VII. EGM

The EGM will be held at the Conference Room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC at 10:00 a.m. on Thursday, 21 August 2025. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

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## LETTER FROM THE BOARD

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To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has a material interest in the resolution to be proposed at the EGM and will abstain from voting at the EGM.

Any Shareholder who is entitled to attend and vote at the EGM has the right to appoint one or more proxies to do so on his/her behalf. The proxy need not be a Shareholder. In order to ensure validity, the H Shareholders must deliver the completed proxy forms and other authorization documents (if any) to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. A Shareholder who has completed and delivered a proxy form can still attend the EGM and vote in person.

The resolution to be proposed at the EGM will be voted on by way of poll in accordance with the Hong Kong Listing Rules.

### **VIII. CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE**

The register of members of the Company will close from Monday, 18 August 2025 to Thursday, 21 August 2025 (both days inclusive), during which period no transfer of Shares will be registered. H Shareholders whose names are recorded in the register of members of the Company on 21 August 2025 are entitled to attend the EGM.

### **IX. RECOMMENDATIONS**

The Directors are of the view that all the resolutions to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole and therefore, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

### **X. RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company, for which the Directors collectively and individually accept full responsibility. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **XI. FURTHER INFORMATION**

Your attention is also drawn to the additional information set out in the appendix to this circular.

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

## COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Number and Content of the Existing Articles	Number and Content of the New Articles
<p><b>Article 2</b></p> <p>.....</p> <p>The promoter of the Company is Guangzhou Shipyard Co. Ltd.</p>	<p><b>Article 2</b></p> <p>.....</p> <p>The promoter of the Company is Guangzhou Shipyard Co. Ltd. <u>which contributed on 7 June 1993 and holds 210,800,100 ordinary shares. All registered capital of the Company at the establishment composed of shares converted from production and operating machinery and equipment, plant, buildings, current assets and other assets of Guangzhou Shipyard Co. Ltd.</u></p>
<p><b>Article 6</b> The Chairman of the Board of the Company is the Company's legal representative.</p>	<p><b>Article 6</b> The Chairman of the Board of the Company is <u>the director executing corporate affairs on behalf of the Company and</u> the Company's legal representative.</p> <p><u>If the Chairman serving as the legal representative resigns, it shall be deemed that he/she has simultaneously resigns as the legal representative.</u></p> <p><u>If the legal representative resigns, the Company shall determine a new legal representative within thirty (30) days from the date of resignation of the legal representative.</u></p>
<p>Newly added</p>	<p><b>Article 7</b> <u>The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company.</u></p> <p><u>The limitation on the functions and powers of the legal representative under these Articles of Association or by the general meeting shall not be asserted against a bona fide counterpart.</u></p> <p><u>If the legal representative causes damage to others in performing duties, the Company shall bear civil liability. After assuming civil liability, the Company may seek compensation may be sought from its legal representative who is at fault in accordance with the provisions of the laws or these Articles of Association.</u></p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p><b>Article 7</b> <u>All the assets of the Company are divided into equal shares</u>, and the shareholders are liable to the Company to the extent of the shares subscribed by them, and the Company is liable for its debts to the extent of all of its <u>assets</u>.</p>	<p><b>Article 8</b> The shareholders are liable to the Company to the extent of the shares subscribed by them, and the Company is liable for its debts to the extent of all of its <u>properties</u>.</p>
<p><b>Article 8</b> From the date of these <u>Articles of Association</u> becoming effective, the Articles of Association constitute a legally binding <u>document</u> regulating the Company's organization and activities, and the rights, obligations and relationships between the Company and each shareholder and among the shareholders, and a document which is legally binding on the Company, shareholders, directors, <u>supervisors</u> and the senior management. In accordance with the Articles of Association, shareholders may sue shareholders, shareholders may sue the Company's directors, <u>supervisors, managers and other</u> senior management, shareholders may sue the Company, and the Company may sue shareholders, directors, <u>supervisors, managers and other</u> senior management.</p>	<p><b>Article 9</b> From the date of these Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights, obligations and relationships between the Company and each shareholder and among the shareholders, and a document which is legally binding on the Company, shareholders, directors and the senior management. In accordance with the Articles of Association, shareholders may sue shareholders, shareholders may sue the Company's directors and senior management, shareholders may sue the Company, and the Company may sue shareholders, directors and senior management.</p>
<p><b>Article 15</b> The shares of the Company shall be in the form of stock. All the shares issued by the Company shall have a par value which shall be RMB1 for each share. Shares of the Company shall be issued in an open, fair and just manner. Shares of the same <u>class</u> shall rank pari passu with each other. For the same <u>class of shares</u> issued in the same tranche, each share <u>shall</u> be issued at the same price and subject to the same conditions. For the shares subscribed by <u>any organisation or individual</u>, the price payable for each of such shares <u>shall</u> be the same.</p>	<p><b>Article 16</b> The shares of the Company shall be in the form of stock. All the shares issued by the Company shall have a par value which shall be RMB1 for each share. Shares of the Company shall be issued in an open, fair and just manner. Shares of the same <u>class</u> shall rank pari passu with each other. For the same <u>class of shares</u> issued in the same tranche, each share shall be issued at the same price and subject to the same conditions. For the shares subscribed by <u>subscribers</u>, the price payable for each of such shares shall be the same.</p>
<p><b>Article 20</b> <u>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.</u> Shares issued prior to public offering shall not be transferred within one year from the date on</p>	<p><b>Article 21</b> 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>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>which the shares of the Company being listed and traded on the stock exchange.</p> <p>.....</p>	
<p><b>Article 21</b> The shares of the Company <u>may</u> be transferred in accordance with the law. If the shares are pledged within the period of restriction on transfer prescribed by the laws or administrative regulations, the pledgee may not exercise the pledge right within the period of restriction on transfer.</p> <p>The Company does not accept any <u>share</u> of the Company to be the subject of any <u>pledge</u>.</p>	<p><b>Article 22</b> The shares of the Company <u>shall</u> be transferred in accordance with the law. If the shares are pledged within the period of restriction on transfer prescribed by the laws or administrative regulations, the pledgee may not exercise the pledge right within the period of restriction on transfer.</p> <p>The Company does not accept any <u>share</u> of the Company to be the subject of any <u>pledge</u>.</p>
<p><b>Article 22</b> The Company may, based on its requirements for operation and development and in accordance with the provisions of laws and regulations, and by <u>separate</u> resolution of the general meeting of shareholders, increase the capital in the following manners:</p> <p>(1) by <u>public</u> offer of shares;</p> <p>(2) by <u>non-public</u> offer of shares;</p> <p>(3) by allotting bonus shares to its existing shareholders;</p> <p>(4) by capitalizing its capital reserve;</p> <p>(5) by other means which is <u>required by</u> the laws, administrative regulations <u>and</u> by other means <u>authorized</u> by the China Securities Regulatory Commission (the “CSRC”).</p> <p>The Company’s increase of capital by issuing new shares shall, after being approved in accordance with the provisions of these Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations of the State.</p> <p>The increase in the registered capital of the Company shall be registered with the company registration authority in accordance with the law.</p>	<p><b>Article 23</b> The Company may, based on its requirements for operation and development and in accordance with the provisions of laws and regulations, and by resolution of the general meeting of shareholders, increase the capital in the following manners:</p> <p>(1) by offer of shares <u>to non-specified investors</u>;</p> <p>(2) by offer of shares <u>to specified investors</u>;</p> <p>(3) by allotting bonus shares to its existing shareholders;</p> <p>(4) by capitalizing its capital reserve;</p> <p>(5) by other means which is required by the laws, administrative regulation, the China Securities Regulatory Commission (the “CSRC”) <u>and the stock exchange(s)</u>.</p> <p>The Company’s increase of capital by issuing new shares shall, after being approved in accordance with the provisions of these Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations of the State.</p> <p>The increase in the registered capital of the Company shall be registered with the company registration authority in accordance with the law.</p>
<p>Newly added</p>	<p><b>Article 24</b> <u>When the Company issues new shares to increase its registered capital, the shareholders shall not have the pre-emptive right, unless otherwise provided in the these Articles of Association or a resolution of the general meeting granting such right.</u></p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p><b>Article 24</b> The Company <u>must</u> prepare a balance sheet and an inventory of assets when it <u>needs to</u> reduce its registered capital.</p> <p>The Company <u>shall</u> notify its creditors within ten (10) days from the date of the Company's resolution on reduction of registered capital and shall publish an announcement in the newspaper or the National Enterprise Credit Information Publicity System within thirty (30) days from the date of such resolution. A creditor has the right, within thirty (30) days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five (45) days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p> <p><u><b>The registered share capital of the Company following the reduction of capital shall not be less than the minimum statutory requirement.</b></u></p> <p>The reduction of registered capital of the Company shall be registered with the company registration authority in accordance with the law.</p>	<p><b>Article 26</b> The Company <u>shall</u> prepare a balance sheet and an inventory of assets when reduces its registered capital.</p> <p>The Company shall notify its creditors within ten (10) days from the date of the Company's <u>general meeting at which the</u> resolution on reduction of registered capital <u>is approved</u> and shall publish an announcement in the newspaper or the National Enterprise Credit Information Publicity System within thirty (30) days from the date of such resolution. A creditor has the right, within thirty (30) days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five (45) days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p> <p><u><b>When the Company reduces its registered capital, it shall reduce amount of capital contribution or shares in proportion to the shares held by the shareholders, unless otherwise specified in laws or the Articles of Association.</b></u></p> <p>The reduction of registered capital of the Company shall be registered with the company registration authority in accordance with the law.</p>
<p>Newly added</p>	<p><u><b>Article 27 If the Company still has losses after making up for them in accordance with the second paragraph of Article 169 of these Articles of Association, the Company may reduce its registered capital to make up for the remaining losses. When reducing registered capital to make up for losses, the Company shall not make any distribution to the shareholders, nor shall shareholders be exempted from their obligation to pay capital contribution or share subscription amounts.</b></u></p> <p><u><b>Where the registered capital is reduced in accordance with the preceding paragraph, the provisions of the second paragraph of Article 26 of these Articles of Association shall not apply; however, the Company shall publish an announcement in newspapers or through the</b></u></p>

Number and Content of the Existing Articles	Number and Content of the New Articles
	<p><u>National Enterprise Credit Information Publicity System within thirty (30) days from the date on which the resolution to reduce the registered capital is passed by the general meeting.</u></p> <p><u>After reducing its registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the aggregate amount of its statutory and discretionary reserves reaches 50% of its registered capital.</u></p>
Newly added	<p><u>Article 28 Where the registered capital is reduced in violation of the Company Law and other relevant regulations, shareholders shall return any funds they have received, and any reduction or exemption of shareholders' capital contributions shall be reinstated. If losses are caused to the Company, the shareholders and the responsible directors and senior management shall bear liability for compensation.</u></p>
<p><b>Article 27</b></p> <p>..... the total number of shares of the Company held by the Company shall not exceed 10% of the <b>total</b> issued shares of the Company, and the shares shall be transferred or cancelled within three years.</p> <p>.....</p>	<p><b>Article 31</b></p> <p>..... the total number of shares of the Company held by the Company shall not exceed 10% of the <b>total number</b> of issued shares of the Company, and the shares shall be transferred or cancelled within three years.</p> <p>.....</p>
<p><b>Article 30</b> The Company shall establish the register of shareholders with the information provided by the share registrar.</p>	<p><b>Article 34</b> The Company shall establish the register of shareholders with the information provided by the <u>securities registration and clearing institution</u>.</p>
<p><b>Article 38</b> A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of shareholders. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the <u>class</u> of shares he holds. Shareholders holding the same <u>class</u> of shares shall be entitled to the same rights and assume the same obligations.</p>	<p><b>Article 42</b> A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of shareholders. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the <u>class</u> of shares he holds. Shareholders holding the same <u>class</u> of shares shall be entitled to the same rights and assume the same obligations.</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
Domestic and foreign shareholders are also ordinary shareholders and have the same rights and obligations.	Domestic and foreign shareholders are also ordinary shareholders and have the same rights and obligations.
<p><b>Article 39</b> The shareholders of the Company shall be entitled to the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to propose, convene, preside over, attend or appoint a proxy to attend shareholders' general meetings, speak at shareholders' general meetings and to exercise the corresponding voting right thereat in accordance with laws, unless individual shareholders are required by the securities regulatory rules of the place of listing or applicable laws and regulations to abstain from voting on individual matters;</p> <p>(3) the right to supervise the operation of the Company and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, donate, or pledge shares held by them in accordance with the laws, administrative regulations, the relevant requirements of these Articles of Association;</p> <p>(5) the right to inspect and make copy of the Articles of Association, the register of shareholders, <b><u>the Company's bond counterfoil</u></b>, minutes of shareholders' general meetings, Board meeting <b><u>and supervisory committee meeting</u></b> and financial accounting reports;</p> <p>.....</p>	<p><b>Article 43</b> The shareholders of the Company shall be entitled to the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to propose <b><u>to</u></b> convene, <b><u>summon</u></b>, preside over, attend or appoint a proxy to attend shareholders' general meetings, speak at shareholders' general meetings and to exercise the corresponding voting right thereat in accordance with laws, unless individual shareholders are required by the securities regulatory rules of the place of listing or applicable laws and regulations to abstain from voting on individual matters;</p> <p>(3) the right to supervise the operation of the Company and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, donate, <b><u>or</u></b> pledge shares held by them in accordance with the laws, administrative regulations, the relevant requirements of these Articles of Association;</p> <p>(5) the right to inspect and make copy of the Articles of Association, the register of shareholders, minutes of shareholders' general meetings, Board meeting and financial accounting reports;</p> <p>.....</p>
<p><b>Article 40</b> Where the contents of a resolution of a shareholders' general meeting or the Board meeting of the Company are in violation of laws or administrative regulations, a shareholder shall be entitled to the right to request the People's Court to hold the resolution as void.</p> <p>Where the procedures for convening a shareholders' general meeting or the Board meeting of the Company or the manner of voting thereat are in violation of the laws, administrative regulations or the Articles of Association of the</p>	<p><b>Article 44</b> Where the contents of a resolution of a shareholders' general meeting or the Board meeting of the Company are in violation of laws or administrative regulations, a shareholder shall be entitled to the right to request the People's Court to hold the resolution as void.</p> <p>Where the procedures for convening a shareholders' general meeting or the Board meeting of the Company or the manner of voting thereat are in violation of the laws, administrative regulations or the Articles of Association of the</p>



Number and Content of the Existing Articles	Number and Content of the New Articles
<p>Company, or where the contents of the resolution are in violation of the Articles of Association of the Company, the shareholders may request the People's Court to revoke the resolution within sixty (60) days from the date of the resolution, unless there is only a minor defect in the procedures for convening a shareholders' general meeting or the Board meeting or in the manner of voting thereat, which does not materially affect the resolution.</p>	<p>Company, or where the contents of the resolution are in violation of the Articles of Association of the Company, the shareholders may request the People's Court to revoke the resolution within sixty (60) days from the date of the resolution, unless there is only a minor defect in the procedures for convening a shareholders' general meeting or the Board meeting or in the manner of voting thereat, which does not materially affect the resolution.</p> <p><b><u>Where the Board, shareholders or other relevant parties dispute the validity of a resolution of the shareholders' general meeting, they shall file a lawsuit with the People's Court in a timely manner. Before the People's Court renders a judgment or ruling to rescind the resolution or otherwise, the relevant parties shall enforce the resolution of the shareholders' general meeting. The Company, directors and senior management shall duly perform their duties to ensure the normal operation of the Company.</u></b></p> <p><b><u>Where the People's Court renders a judgment or ruling on the relevant matter, the Company shall perform its information disclosure obligations in accordance with the laws, administrative regulations, and the requirements of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the execution once the judgment or ruling becomes effective. If it is necessary to rectify previous matters, the Company shall handle such matters in a timely manner and fulfil the corresponding information disclosure obligations.</u></b></p>
<p>Newly added</p>	<p><b><u>Article 45 A resolution of the general meeting or the Board shall be invalid under any of the following circumstances:</u></b></p> <p><b><u>(i) the resolution was not made through the convening of a general meeting or Board meeting;</u></b></p> <p><b><u>(ii) no voting was conducted at the shareholders' general meeting or Board meeting on the matter to be resolved;</u></b></p>

Number and Content of the Existing Articles	Number and Content of the New Articles
	<p><u>(iii) the number of persons attending the meeting or the number of the voting rights held by them did not meet the requirements under the Company Law or these Articles of Association;</u></p> <p><u>(iv) the number of persons in favor of the resolution or the number of the voting rights held by them did not meet the requirements under the Company Law or these Articles of Association.</u></p>
<p><b>Article 41</b> In the event of breach of requirements of the laws, administrative regulations or this Articles of Association by directors or senior management in performing their duties to the Company and incurred losses to the Company, shareholders severally <u>or jointly</u> holding above 1% shares of the Company for above 180 consecutive days are entitled to request in writing <u>the supervisory committee</u> to bring action in the People's Court; in the event of breach of requirements of the laws, administrative regulations or this Articles of Association by <u>the supervisory committee</u> in performing their duties to the Company and incurred losses to the Company, shareholders may request in writing the Board to bring action in the People's Court. In case <u>the supervisory committee</u> or the Board decline to bring action after receipt of the written request as prescribed under the preceding paragraph, or fail to bring action in 30 days commencing from receipt of the request, or any other emergency occurs which would materially prejudice the Company's interest if action is not taken immediately, shareholders as prescribed under the preceding paragraph are entitled to apply to the People's Court for legal proceedings under their own name for the interest of the Company.</p> <p>In the event of any infringement against the legal rights and interests of the Company by any other person and incurred losses to the Company, shareholders as prescribed in the first paragraph</p>	<p><b>Article 46</b> In the event of breach of requirements of the laws, administrative regulations or this Articles of Association by directors or senior management <u>other than members of the audit committee</u> in performing their duties to the Company and incurred losses to the Company, shareholders severally <u>or jointly</u> holding above 1% shares of the Company for above 180 consecutive days are entitled to request in writing <u>the audit committee</u> to bring action in the People's Court; in the event of breach of requirements of the laws, administrative regulations or this Articles of Association by <u>members of the audit committee</u> in performing their duties to the Company and incurred losses to the Company, <u>the said</u> shareholders may request in writing the Board to bring action in the People's Court. In case <u>the audit committee</u> or the Board decline to bring action after receipt of the written request as prescribed under the preceding paragraph, or fail to bring action in 30 days commencing from receipt of the request, or any other emergency occurs which would materially prejudice the Company's interest if action is not taken immediately, shareholders as prescribed under the preceding paragraph are entitled to apply to the People's Court for legal proceedings under their own name for the interest of the Company.</p> <p>In the event of any infringement against the legal rights and interests of the Company by any other person and incurred losses to the Company, shareholders as prescribed in the first paragraph of this Article may bring action in the People's</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>of this Article may bring action in the People's court pursuant to requirements of the two preceding paragraphs.</p>	<p>court pursuant to requirements of the two preceding paragraphs.</p> <p><b><u>Where the directors or senior management of a wholly-owned subsidiary of the Company, in performing their duties, violate any laws, administrative regulations or the provisions of these Articles of Association and cause losses to the Company, or where any other person infringes upon the legitimate rights and interests of a wholly-owned subsidiary and causes losses, shareholders who individually or collectively hold 1% or more of the Company's shares for more than 180 consecutive days may, in accordance with the first three paragraphs of Article 189 of the Company Law, make a written request to the audit committee or the board of directors of the wholly-owned subsidiary to file a lawsuit with the People's Court, or may directly file a lawsuit with the People's Court in their own name.</u></b></p>
<p><b>Article 43</b> The shareholders of the Company shall assume the following obligations:</p> <p>(1) To abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) To pay <b><u>subscription monies</u></b> according to the number of shares subscribed and the method of subscription;</p> <p>(3) Not to <b><u>divest the shares</u></b> unless required by the laws and regulations;</p> <p>(4) Not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company;</p> <p>(5) Other obligations imposed by laws, administrative regulations and the provisions of these Articles of Association.</p> <p>Shareholders of the Company who abuse their shareholder's rights and thereby cause loss on the Company or other shareholders shall be liable for indemnity according to the law. Where shareholders of the Company abuse the</p>	<p><b>Article 48</b> The shareholders of the Company shall assume the following obligations:</p> <p>(1) To abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) To pay <b><u>share subscription amounts</u></b> according to the number of shares subscribed and the method of subscription;</p> <p>(3) Not to <b><u>withdraw their share capital</u></b> unless required by the laws and regulations;</p> <p>(4) Not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company;</p> <p>(5) Other obligations imposed by laws, administrative regulations and the provisions of these Articles of Association.</p>

## APPENDIX I

## DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Number and Content of the Existing Articles	Number and Content of the New Articles
Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be liable for the debts owed by the Company together with the Company.	
Newly added	<b><u>Article 50 The controlling shareholder and the de facto controller of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, the requirements of the CSRC and the stock exchange, and shall safeguard the interests of the listed company.</u></b>
<b>Article 44</b> If a shareholder who holds above 5% of the voting rights in the Company creates a charge on its shares, it shall report to the Board of the Company in writing on the date of creation of the charge. Pledges of H shares shall be made in accordance with the requirements of the securities regulatory rules where the Company is listed overseas.	Deleted
<b>Article 45</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. <b><u>If they have violated this provision and caused damage to the Company, they shall be liable for such damages. 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 and fulfill the obligations of a shareholder in strict compliance with the law. The controlling shareholder or 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</u></b>	<b>Article 51</b> The controlling shareholder and the de facto controller of the Company <b><u>shall comply with the following provisions:</u></b> <b><u>(i) exercise shareholders' rights in accordance with the law, and shall not abuse their control or use their connected relationship to act in detriment to the legitimate rights and interests of the Company or other shareholders;</u></b> <b><u>(ii) strictly fulfill their public declarations and undertakings, and shall not alter or waive such declarations and undertakings in a unilateral manner;</u></b> <b><u>(iii) strictly perform information disclosure obligations in accordance with the relevant regulations, actively cooperate with the Company in its information disclosure work, and promptly inform the Company of any significant events that have occurred or are likely to occur;</u></b> <b><u>(iv) shall not appropriate the Company's funds</u></b>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p><u>controlling status to seek unlawful benefits.</u></p> <p><u>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.</u></p>	<p><u>in any manner;</u></p> <p><u>(v) shall not force, instruct or require the Company and relevant personnel to provide guarantees in violation of laws and regulations;</u></p> <p><u>(vi) shall not take advantage of the Company's undisclosed material information for personal gain, shall not disclose any undisclosed material information related to the Company in any manner, and shall not engage in insider trading, short-swing trading, market manipulation or any other unlawful or non-compliant acts;</u></p> <p><u>(vii) shall not harm the lawful rights and interests of the Company and other shareholders by means of unfair related party transactions, profit distribution, asset restructuring, external investment or any other means;</u></p> <p><u>(viii) shall ensure the integrity of the Company's assets, and the independence of its personnel, finances, organization and business operations, and shall not affect the Company's independence in any manner;</u></p> <p><u>(ix) comply with other provisions stipulated by laws, administrative regulations, the CSRC, the business rules of the stock exchange of the place where the Company is listed, and these Articles of Association.</u></p> <p><u>Where the controlling shareholder or the de facto controller of the Company does not serve as the director but actually performs the Company's affairs, the provisions of these Articles of Association regarding the fiduciary duties and duties of care of directors shall apply.</u></p> <p><u>Where the controlling shareholder or the de facto controller of the Company instructs any director or senior management to engage in acts that damage the interests of the Company or its shareholders, such controlling shareholder or de facto controller shall bear joint and several liability together with such director or senior management.</u></p>

Number and Content of the Existing Articles	Number and Content of the New Articles
Newly added	<b><u>Article 52 Where the controlling shareholder or de facto controller pledges the shares it holds or effectively controls in the Company, it shall maintain the stability of the Company's control and its production and operations.</u></b>
Newly added	<b><u>Article 53 When transferring its shares in the Company, the controlling shareholder or de facto controller shall comply with the restrictive provisions on share transfer under laws, administrative regulations, the requirements of the CSRC and the stock exchange, and its undertakings made in respect of restrictions on share transfer.</u></b>
<p><b>Article 46</b> The shareholders' general meeting is the organ of authority of the Company, and may exercise its <b><u>functions and powers</u></b> in accordance with law.</p> <p><b><u>Article 47 The shareholders' general meeting may exercise</u></b> the following functions and powers:</p> <p><b><u>(1) to decide on the operating policies and investment plans of the Company;</u></b></p> <p>(2) to elect and replace directors <b><u>and supervisors</u></b> who are not representatives of employees, decide on matters relating to the remuneration of directors <b><u>and supervisors</u></b>;</p> <p>(3) to consider and approve reports of the Board;</p> <p><b><u>(4) to consider and approve reports of the supervisory committee;</u></b></p> <p><b><u>(5) to consider and approve the Company's proposed annual financial budget and final budgetary report;</u></b></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 the issue of bonds by the company;</p> <p>(9) to decide on matters such as merger, split, dissolution, liquidation or change of the corporate form of the Company;</p> <p>(10) to amend the Articles of Association;</p> <p>(11) to adopt resolutions on the Company's</p>	<p><b><u>Article 54 The shareholders' general meeting is composed of all shareholders.</u></b> The shareholders' general meeting is the organ of authority of the Company, and may exercise the following functions and powers in accordance with law:</p> <p>(1) to elect and replace directors who are not representatives of employees, decide on matters relating to the remuneration of directors;</p> <p>(2) to consider and approve reports of the Board;</p> <p>(3) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(4) to decide on increases or reductions in the Company's registered capital;</p> <p>(5) to decide on the issue of bonds by the company;</p> <p>(6) to decide on matters such as merger, split, dissolution, liquidation or change of the corporate form of the Company;</p> <p>(7) to amend the Articles of Association;</p> <p>(8) to adopt resolutions on the Company's appointments or dismissals of accountants' firms <b><u>undertaking the audit service of the Company;</u></b></p> <p>(9) to consider and approve matters relating to the guarantee under <b><u>Article 55 of these Articles of Association;</u></b></p> <p>(10) to consider matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>appointments, dismissals or non-reappointments of accountants' firms;</p> <p>(12) to consider and approve matters relating to the guarantee under <b>Article 48</b>;</p> <p>(13) 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>(14) to consider and approve matters relating to changes in the use of proceeds;</p> <p>(15) to consider the equity incentive plan and employee shares scheme;</p> <p>(16) to consider other matters required by laws, administrative regulations, departmental regulations or the provisions of the Articles of Association to be decided by the shareholders' general meeting.</p> <p>.....</p>	<p>Company's latest audited total assets;</p> <p>(11) to consider and approve matters relating to changes in the use of proceeds;</p> <p>(12) to consider the equity incentive plan and employee shares scheme;</p> <p>(13) to consider other matters required by laws, administrative regulations, departmental regulations <b>or</b> the provisions of the Articles of Association to be decided by the shareholders' general meeting.</p> <p><b><u>The shareholders' general meeting may authorise the Board to resolve the issuance of bonds.</u></b></p> <p>.....</p>
<p><b>Article 48</b></p> <p>.....</p> <p><b><u>Any party provided with external guarantee</u></b> by the Company must provide counter-guarantee and <b><u>shall have actual ability to assume such counter-guarantee.</u></b></p>	<p><b>Article 55</b></p> <p>.....</p> <p><b><u>The controlling shareholder, de facto controller and their related parties shall provide counter-guarantees for any guarantee provided to them by the Company.</u></b></p> <p>.....</p>
<p><b>Article 50</b> Without prior approval obtained in a shareholders' general meeting, the Company shall not enter into any contract with any party other than the directors, <b><u>supervisors, managers and other</u></b> senior management pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business, unless the Company is under extraordinary situation such as crisis.</p>	<p><b>Article 57</b> Without prior approval obtained in a shareholders' general meeting, the Company shall not enter into any contract with any party other than the directors and senior management pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business, unless the Company is under extraordinary situation such as crisis.</p>
<p><b>Article 51 Paragraph (2)</b></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</p>	<p><b>Article 59</b> 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>

## APPENDIX I

## DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>Association;</p> <p>(2) the uncovered losses are in excess of one-third of the Company's total share capital;</p> <p>(3) upon the request in writing of the shareholders separately or aggregately holding above 10% of the Company's shares;</p> <p>(4) the Board considers it necessary <u>or the supervisory committee</u> 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>(2) the uncovered losses are in excess of one-third of the Company's total share capital;</p> <p>(3) upon the request in writing of the shareholders separately or aggregately holding above 10% of the Company's shares;</p> <p>(4) the Board considers it necessary;</p> <p>(5) <u>the audit committee</u> proposes to hold such a meeting;</p> <p>(6) such other circumstances as provided for by laws, administrative regulations, departmental regulations <u>or</u> the Articles of Association.</p>
<p><b>Article 52</b> Independent directors have the right to propose the Board to convene extraordinary general meetings, <u>but shall obtain the approval of a majority of all independent directors</u>. The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting 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 <u>shall</u> 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>	<p><b>Article 60</b> The Board shall hold a shareholders' general meeting within the specified period.</p> <p>Independent directors have the right to propose the Board to convene extraordinary general meetings <u>with the approval of a majority of all independent directors</u>. The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting 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 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>
<p><b>Article 53</b> <u>The supervisory committee</u> has the right to request the Board to convene extraordinary general meetings in writing. The Board shall reply in writing regarding the acceptance or refusal to convene the extraordinary general meeting within ten (10) days upon receiving <u>the request</u> in accordance with 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 five (5) days after the Board</p>	<p><b>Article 61</b> <u>The audit committee</u> has the right to request the Board to convene extraordinary general meetings in writing. The Board shall reply in writing regarding the acceptance or refusal to convene the extraordinary general meeting within ten (10) days upon receiving <u>the request</u> in accordance with 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 five (5) days after the Board</p>



Number and Content of the Existing Articles	Number and Content of the New Articles
<p>reached the resolution to do so. Should there be amendments to the original proposals in the notice, consent has to be obtained from <b><u>the supervisory committee</u></b>. If the Board does not agree to convene the extraordinary general meeting or does not reply within ten (10) days upon receiving <b><u>the request</u></b>, the Board will be considered as unable or refused to fulfill the obligation to convene general meetings and <b><u>the supervisory committee</u></b> may convene and preside over the meeting on its own.</p>	<p>reached the resolution to do so. Should there be amendments to the original proposals in the notice, consent has to be obtained from <b><u>the audit committee</u></b>. If the Board does not agree to convene the extraordinary general meeting or does not reply within ten (10) days upon receiving <b><u>the request</u></b>, the Board will be considered as unable or refused to fulfill the obligation to convene general meetings and <b><u>the audit committee</u></b> may convene and preside over the meeting on its own.</p>
<p><b>Article 54</b> Shareholders separately or aggregately holding over 10% of shares of the Company shall be entitled to request and demand the Board to convene extraordinary general meetings <b><u>and</u></b> shall make written request to the Board. The Board shall reply in writing regarding the acceptance or refusal to convene the extraordinary general meeting 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 five (5) days upon making the Board resolutions. 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, shareholders separately or aggregately holding over 10% of shares of the Company shall be entitled to propose <b><u>the Supervisory Committee</u></b> to convene the extraordinary general meeting, and shall make request to <b><u>the Supervisory Committee</u></b> in writing.</p> <p>If <b><u>the Supervisory Committee</u></b> 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. If <b><u>the Supervisory</u></b></p>	<p><b>Article 62</b> Shareholders separately or 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 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 five (5) days upon making the Board resolutions. 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, shareholders separately or aggregately holding over 10% of shares of the Company shall be entitled to propose <b><u>the audit committee</u></b> to convene the extraordinary general meeting, and shall make request to <b><u>the audit committee</u></b> in writing.</p> <p>If <b><u>the audit committee</u></b> 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. If <b><u>the audit committee</u></b> fails to</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p><u>Committee</u> fails to issue a notice of the general meeting within a specified period, it shall be deemed that <u>the Supervisory Committee</u> shall not convene and preside over the general meeting, the shareholder(s) separately or aggregately holding above 10% of the shares of the Company for above 90 consecutive days may convene and preside over the meeting by himself/herself/themselves.</p>	<p>issue a notice of the general meeting within a specified period, it shall be deemed that <u>the audit committee</u> shall not convene and preside over the general meeting, the shareholder(s) separately or aggregately holding above 10% of the shares of the Company for above 90 consecutive days may convene and preside over the meeting by himself/herself/themselves.</p>
<p><b>Article 55 <u>Supervisory committee or</u></b> shareholders, if decided to convene general meetings on their own, shall inform the Board in writing and make filing with the stock exchange for record.</p> <p>Prior to the publication of announcement of the shareholders resolutions, holding by the convening shareholders shall not be less than 10%. The convening shareholder shall disclose an announcement no later than the time when the notice of the general meeting of shareholders is given and undertake that his shareholding shall not be less than 10% of the total share capital of the Company between the date of the proposal to convene the general meeting of shareholders and the date of the general meeting of shareholders.</p> <p><u>Supervisory committee or</u> the shareholders convening the meeting shall provide relevant evidences to the stock exchange prior to issuing the notice of general meeting and announcing resolutions of the general meeting.</p>	<p><b>Article 63 <u>The audit committee or</u></b> shareholders, if decided to convene general meetings on their own, shall inform the Board in writing and make filing with the stock exchange for record.</p> <p><u>The audit committee or</u> the shareholders convening the meeting shall provide relevant evidences to the stock exchange prior to issuing the notice of general meeting and announcing resolutions of the general meeting.</p> <p>Prior to the publication of announcement of the shareholders resolutions, holding by the convening shareholders shall not be less than 10%. The convening shareholder shall disclose an announcement no later than the time when the notice of the general meeting of shareholders is given and undertake that his shareholding shall not be less than 10% of the total share capital of the Company between the date of the proposal to convene the general meeting of shareholders and the date of the general meeting of shareholders.</p>
<p><b>Article 56</b> The Board and the secretary to the Board should cooperate with the <u>supervisory committee or</u> the shareholders convening general meetings on their own. The Board will provide the register of shareholders as of the share capital registration day.</p>	<p><b>Article 64</b> The Board and the secretary to the Board should cooperate with the <u>audit committee or</u> the shareholders convening general meetings on their own. The Board will provide the register of shareholders as of the share capital registration day.</p>
<p><b>Article 57</b> The Company will bear all the necessary costs for the general meeting convened by <u>the supervisory committee or</u> the shareholders themselves.</p>	<p><b>Article 65</b> The Company will bear all the necessary costs for the general meeting convened by <u>the audit committee or</u> the shareholders themselves.</p>

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<p><b>Article 58</b> When convening an annual general meeting, the Company shall give written notice to all shareholders in the register at least <b><u>twenty-one (21) clear days</u></b> 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 at least <b><u>ten (10) clear business days or</u></b> fifteen (15) days <b><u>(whichever is longer)</u></b> 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.</p> <p>In determining the commencement date of the period, the Company shall not include the date on which <b><u>the notice is given, nor</u></b> the meeting is held. <b><u>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.</u></b></p>	<p><b>Article 66</b> When convening an annual general meeting, the Company shall give written notice to all shareholders in the register at least <b><u>twenty (20) days</u></b> 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 at least fifteen (15) 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. In determining the commencement date of the period, the Company shall not include the date on which the meeting is held.</p>
<p><b>Article 61</b> In relation to a general meeting convene by the Company, the Board, <b><u>the Supervisory Committee</u></b> and shareholders separately or aggregately holding more than 1% of the shares of the Company are entitled to propose proposals to the Company.</p> <p>Shareholders separately or aggregately holding more than 1% of the shares of the Company, may propose extraordinary proposals 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 proposals within two (2) days after receiving the proposed proposals.</p> <p>Except as stipulated above, the Company shall not alter the proposals listed in the notice of general meeting or add new proposals after the notice of general meeting has been published.</p> <p>The proposals that have not been set out in the notice of the general meeting or that do not comply with Article 60, shall not be voted on or resolved</p>	<p><b>Article 69</b> In relation to a general meeting convene by the Company, the Board, <b><u>the audit committee</u></b> and shareholders separately or aggregately holding more than 1% of the shares of the Company are entitled to propose proposals to the Company.</p> <p>Shareholders separately or aggregately holding more than 1% of the shares of the Company, may propose extraordinary proposals to the convener in writing ten (10) days before the convening of such general meeting. The convener shall issue supplementary notice of the shareholders’ general meeting to announce the content of the extraordinary proposals within two (2) days after receiving the proposed proposals, <b><u>and submit the extraordinary proposals to the general meeting for consideration, except where the extraordinary proposals violate the provisions of laws, administrative regulations or the Articles of Association of the Company, or are beyond the scope of authority of the general meeting.</u></b></p> <p>Except as stipulated above, the Company shall not</p>

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<p>at the general meeting.</p> <p><b><u>Article 62</u></b> <b><u>Proposals that have not been set out in the notice or the supplementary notice of the general meeting shall not be resolved on at the general meeting.</u></b></p>	<p>alter the proposals listed in the notice of general meeting <b><u>or</u></b> add new proposals after the notice of general meeting has been published.</p> <p>The proposals that have not been set out in the notice of the general meeting <b><u>or</u></b> that do not comply with Article 68, shall not be voted on or resolved at the general meeting.</p>
<p><b>Article 64</b> Where the elections of directors <b><u>and supervisors</u></b> are to be discussed at the general meeting, a notice of the general meeting of shareholders shall fully disclose the particulars of the candidates for directors <b><u>and supervisors</u></b> and shall at least include the following contents:</p> <p>(1) personal particulars such as educational background, working experience and part-time jobs;</p> <p>(2) whether or not the candidate has any connected relationship with the directors, <b><u>supervisors</u></b>, senior management or de factor controller of the Company or shareholders holding above 5% of the shares of the Company;</p> <p>(3) whether there are circumstances under which the candidate is prohibited from being nominated as the director, <b><u>supervisor</u></b> and senior management of a listed company in accordance with the requirements of the securities regulatory rules of the place where the Company is listed;</p> <p>(4) <b><u>disclose</u></b> the number of shares of the Company held by the candidate;</p> <p>(5) whether or not the candidate has been subject to penalties by the China Securities Regulatory Commission and other relevant authorities as well as sanctions by any stock exchange.</p> <p>Save for election of directors <b><u>and supervisors</u></b> by accumulative voting system, each nominee for director <b><u>and supervisor</u></b> shall be proposed in separate resolution.</p>	<p><b>Article 71</b> Where the elections of directors are to be discussed at the general meeting, a notice of the general meeting of shareholders shall fully disclose the particulars of the candidates for directors and shall at least include the following contents:</p> <p>(1) personal particulars such as educational background, working experience and part-time jobs;</p> <p>(2) whether or not the candidate has any connected relationship with <b><u>the Company or</u></b> the directors, senior management or de factor controller of the Company or shareholders holding above 5% of the shares of the Company;</p> <p>(3) whether there are circumstances under which the candidate is prohibited from being nominated as the director and senior management of a listed company in accordance with the requirements of the securities regulatory rules of the place where the Company is listed;</p> <p>(4) the number of shares of the Company held by the candidate;</p> <p>(5) whether or not the candidate has been subject to penalties by the China Securities Regulatory Commission and other relevant authorities as well as sanctions by any stock exchange.</p> <p>Save for election of directors by accumulative voting system, each nominee for director shall be proposed in separate resolution.</p>
<p><b>Article 68</b> Individual shareholders attending the meeting in person shall present their personal identity cards or other valid documents <b><u>or stock account card</u></b> that can identify them. <b><u>Proxies</u></b> attending the meeting shall present their personal</p>	<p><b>Article 75</b> Individual shareholders attending the meeting in person shall present their personal identity cards <b><u>or</u></b> other valid documents <b><u>or</u></b> certificates that can identify them. Proxies attending the meeting shall present their personal</p>

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<p>identity cards and the authorization letters from the shareholder (excluding recognised clearing houses (“recognised clearing houses”) as defined in the Securities and Futures Ordinance of Hong Kong or their nominees).</p> <p>Corporate shareholders shall be represented by its legal representative or proxies authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. <b>Proxies</b> authorized to attend the meeting shall present their personal identity cards or the authorization letter legally issued by the corporate shareholder.</p>	<p>identity cards and the authorization letters from the shareholder (excluding recognised clearing houses (“recognised clearing houses”) as defined in the Securities and Futures Ordinance of Hong Kong or their nominees).</p> <p>Corporate shareholders shall be represented by its legal representative or proxies authorized by the legal representative <b><u>(deemed as attending in person)</u></b>. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. Proxies attending the meeting shall present their personal identity cards or the authorization letter legally issued by the corporate shareholder.</p>
<p><b>Article 70</b> The instrument appointing a proxy must be in writing under the hand of the shareholder or his attorney duly authorized in writing; for a corporate shareholder, the proxy must be affixed with the common seal or signed by its director or attorney duly authorized in writing. The authorization letter issued by shareholders to authorize other persons to attend the general meeting shall clearly state the followings:</p> <p>(1) The names of <b><u>the proxies</u></b>;</p> <p>(2) <b><u>Whether the proxies have the right to vote</u></b>;</p> <p>(3) Instructions to vote for, against or abstain from voting on <b><u>each</u></b> of the items in the agenda of the meeting;</p> <p>(4) The signing date and the effective period of the authorization letter;</p> <p>(5) Signature (or seal) of the shareholders who appoint the proxies.</p>	<p><b>Article 77</b> The instrument appointing a proxy must be in writing under the hand of the shareholder or his attorney duly authorized in writing; for a corporate shareholder, the proxy must be affixed with the common seal or signed by its director or attorney duly authorized in writing. The authorization letter issued by shareholders to authorize other persons to attend the general meeting shall clearly state the followings:</p> <p>(1) The names of <b><u>the shareholder, the class and number of shares held by the shareholder</u></b>;</p> <p>(2) <b><u>The names of the proxies</u></b>;</p> <p>(3) <b><u>Specific instructions of the shareholders, including</u></b> instructions to vote for, against or abstain from voting on each of the items in the agenda of the meeting <b><u>and others</u></b>;</p> <p>(4) The signing date and the effective period of the authorization letter;</p> <p>(5) Signature (<b><u>or</u></b> seal) of the shareholders who appoint the proxies.</p>
<p><b>Article 71</b> <b><u>Letters authorizing proxies shall, at least 24 hours before the meeting that requires the votes to be cast or at least 24 hours before the designated voting time, be delivered to the Company’s address or any other places specified in the notice convening the meeting.</u></b> For authorization letters signed by other</p>	<p><b>Article 78</b> For <b><u>letters authorizing a voting proxy</u></b> signed by other representatives of the shareholders, the letters authorizing the representative to sign or other documents of authorization shall be notarized. Such notarized authorization letters or other documents of authorization shall, along with the letters</p>

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<p>representatives of the shareholders, the letters authorizing the representative to sign or other documents of authorization shall be notarized. Such notarized authorization letters or other documents of authorization shall, along with the letters authorizing proxies, be placed at the Company's address or any other places specified in the notice convening the meeting.</p> <p><b><u>Should the shareholder be a legal person, it should be represented at the general meeting by its legal representative or persons authorized by the board or other decision-making bodies.</u></b></p>	<p>authorizing proxies, be placed at the Company's address or any other places specified in the notice convening the meeting.</p>
<p><b>Article 76</b> The venue of the general meeting of the Company shall be the Company's domicile or such other place as may be specified in the notice of the general meeting. 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 voting for the convenience <b><u>of participation by</u></b> the shareholders. A shareholder who participates in a general meeting by the aforesaid means shall be deemed as being present.</p>	<p><b>Article 83</b> The venue of the general meeting of the Company shall be the Company's domicile or such other place as may be specified in the notice of the general meeting. A general meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. <b><u>In addition to convening the general meeting in the form of on-site meeting, the general meeting may also be convened by means of electronic communication.</u></b> The Company will also provide online voting for the convenience of the shareholders. A shareholder who participates in a general meeting by the aforesaid means shall be deemed as being present.</p>
<p><b>Article 80</b> When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to a casting vote.</p>	<p>Deleted</p>
<p><b>Article 81</b> The following resolutions shall be adopted as ordinary resolutions at a general meeting:</p> <p>(1) working reports of the Board <b><u>and the supervisory committee;</u></b></p> <p>(2) profit distribution proposals and plans for making up losses formulated by the Board;</p> <p>(3) appointment and removal of directors, <b><u>supervisors,</u></b> and determination of their emoluments and mode of payment;</p> <p><b><u>(4) annual financial budget programs and settlement schemes of the Company;</u></b></p> <p><b><u>(5) annual reports of the Company;</u></b></p>	<p><b>Article 87</b> The following resolutions shall be adopted as ordinary resolutions at a general meeting:</p> <p>(1) working report of the Board;</p> <p>(2) profit distribution proposals and plans for making up losses formulated by the Board;</p> <p>(3) appointment and removal of directors, and determination of their emoluments and mode of payment;</p> <p>(4) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws and administrative regulations or the Articles of Association.</p>

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(6) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws and administrative regulations or the Articles of Association.	
<p><b>Article 82</b> The following resolutions shall be adopted as special resolutions at a general meeting:</p> <p>(1) increase or reduction of registered share capital of the Company;</p> <p>(2) split, division, merger, dissolution and liquidation of the Company;</p> <p>(3) amendments to the Articles of Association;</p> <p>(4) the major assets purchased or sold by the Company or the guaranteed amount within one year reaching or exceeding 30% of the latest period's audited total assets;</p> <p>(5) share incentive scheme;</p> <p>(6) other matters determined by ordinary resolution of the general meeting pursuant to the laws, administrative regulations or the Articles of Association which could materially affect the Company and need to be approved by special resolution.</p>	<p><b>Article 88</b> The following resolutions shall be adopted as special resolutions at a general meeting:</p> <p>(1) increase or reduction of registered share capital of the Company;</p> <p>(2) split, division, merger, dissolution and liquidation of the Company;</p> <p>(3) amendments to the Articles of Association;</p> <p>(4) the major assets purchased or sold by the Company or the guaranteed amount <u>to others</u> within one year reaching or exceeding 30% of the latest period's audited total assets;</p> <p>(5) share incentive scheme;</p> <p>(6) other matters determined by ordinary resolution of the shareholders' general meeting pursuant to the laws, administrative regulations <u>or</u> the Articles of Association which could materially affect the Company and need to be approved by special resolution.</p>
<p><b>Article 90</b> The chairman shall preside over the general meeting. In the event of any inability or failure of the chairman to perform his/her duties, the vice chairman shall preside over the general meeting; in the event of any inability or failure of the vice chairman to perform his/her duties, one director jointly elected by a majority of the directors shall preside over the general meeting.</p> <p>A general meeting convened by the <u>supervisory committee</u> shall be presided over by the <u>chairman of the supervisory committee</u>. If the <u>chairman of the supervisory committee</u> is unable to, or fails to perform his/her duties, one <u>supervisor</u> jointly elected by a majority of the <u>supervisors</u> shall preside over the meeting.</p> <p>A general meeting convened by the shareholders themselves shall be presided over by a representative proposed by the convener(s).</p> <p>When a general meeting is held and the chairman of the meeting violates the rules of procedure</p>	<p><b>Article 96</b> The chairman shall preside over the shareholders' general meeting. In the event of any inability or failure of the chairman to perform his/her duties, the vice chairman shall preside over the shareholders' general meeting; <u>and if the Company does not have a vice chairman or</u> any inability or failure of the vice chairman to perform his/her duties, one director jointly elected by a majority of the directors shall preside over the shareholders' general meeting.</p> <p>A general meeting convened by the <u>audit committee</u> shall be presided over by the <u>convener of the audit committee</u>. <u>If the convener of the audit committee</u> is unable to, or fails to perform his/her duties, one <u>member of the audit committee</u> jointly elected by a majority of the <u>members of the audit committee</u> shall preside over the meeting.</p> <p>A general meeting convened by the shareholders themselves shall be presided over by the</p>

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<p>which makes it difficult for the general meeting to continue, subject to the approval of a majority of the shareholders having the voting rights who are <b><u>present at the meeting</u></b>, a person may be elected at the general meeting to act as the chairman of the meeting.</p>	<p>convener(s) <b><u>or</u></b> a representative proposed by him/her.</p> <p>When a general meeting is held and the chairman of the meeting violates the rules of procedure which makes it difficult for the general meeting to continue, subject to the approval of a majority of the shareholders having the voting rights who are present at the meeting, a person may be elected at the general meeting to act as the chairman of the meeting.</p>
<p><b>Article 91</b> <b><u>During the general meeting, all of the Company's directors, supervisors and the secretary to the Board shall attend the meeting in person or by an entrusted agent in writing, the managers and other senior management shall attend as observers.</u></b> However, if the above-mentioned persons do have valid reasons not to <b><u>attend or</u></b> participate, they should submit a leave report to the convener of meeting one working day before the meeting.</p> <p>Directors, <b><u>supervisors</u></b>, senior management shall offer clarifications and explanations to the inquiries and proposals made by shareholders during the general meeting.</p>	<p><b>Article 97</b> <b><u>Where the general meeting requests the director or senior management to attend the meeting, the director or senior management shall attend the meeting and subject to questioning by shareholders.</u></b> However, if the above-mentioned persons do have valid reasons not to participate, they should submit a leave report to the convener of meeting one working day before the meeting.</p> <p>Directors and senior management shall offer clarifications and explanations to the inquiries and proposals made by shareholders during the general meeting.</p>
<p><b>Article 95</b> The minutes of the meeting <b><u>together with</u></b> the attendance <b><u>book</u></b> for shareholders' signing and the proxy forms for proxies attending the meeting and valid information regarding the voting circumstances by internet or any other means <b><u>shall be kept at the address of the Company</u></b> for ten (10) years.</p>	<p><b>Article 101</b> The minutes of the meeting <b><u>shall be kept together with</u></b> the on-site attendance <b><u>book</u></b> for shareholders' signing and the proxy forms for proxies attending the meeting and valid information regarding the voting circumstances by internet or any other means <b><u>for a period of not less than</u></b> ten (10) years.</p>
<p><b>Article 96</b> The convener shall ensure the truthfulness, accuracy and completeness of the meeting minutes. Directors, <b><u>supervisors</u></b>, the secretary to the Board, the convener or his/her representative and the chairman of the meeting who attend the meeting shall sign on the meeting minutes.</p>	<p><b>Article 102</b> The convener shall ensure the truthfulness, accuracy and completeness of the meeting minutes. Directors, the secretary to the Board, the convener <b><u>or</u></b> his/her representative and the chairman of the meeting who attend <b><u>or participate</u></b> the meeting shall sign on the meeting minutes.</p>
<p><b>Article 97</b> The general meetings shall be recorded by minutes for which the secretary to the Board shall be responsible.</p>	<p><b>Article 103</b> The general meetings shall be recorded by minutes for which the secretary to the Board shall be responsible.</p>



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<p>The minutes shall record the following information:</p> <p>(1) The time, venue, agenda and the name of the convener of the meeting;</p> <p>(2) The name of the chairman of the general meeting, and the names of the directors, <b><u>supervisors, managers and other</u></b> senior management who <b><u>attend or</u></b> participate the meeting;</p> <p>(3) The number of shares carrying voting rights held respectively by holders of domestic shares (including their proxies) and holders of overseas-listed foreign shares (including their proxies) attending the meeting, and the percentage of the total number of shares of the Company they represent;</p> <p>(4) The discussions in respect of each proposal, the main points of the speeches and the voting results (which shall include voting circumstances on each resolution by holders of domestic shares and holders of overseas-listed foreign shares);</p> <p>(5) The inquiries and proposals raised by shareholders and the corresponding response or explanations;</p> <p>(6) The names of the lawyer, counting officer and scrutineer;</p> <p>(7) Other details that are required by the Articles of Association to be recorded in the minutes.</p>	<p>The minutes shall record the following information:</p> <p>(1) The time, venue, agenda and the name of the convener of the meeting;</p> <p>(2) The name of the chairman of the general meeting, and the names of the directors and senior management who participate the meeting;</p> <p>(3) The number of shares carrying voting rights held respectively by holders of domestic shares (including their proxies) and holders of overseas-listed foreign shares (including their proxies) attending the meeting, and the percentage of the total number of shares of the Company they represent;</p> <p>(4) The discussions in respect of each proposal, the main points of the speeches and the voting results (which shall include voting circumstances on each resolution by holders of domestic shares and holders of overseas-listed foreign shares);</p> <p>(5) The inquiries and proposals raised by shareholders and the corresponding response or explanations;</p> <p>(6) The names of the lawyer, counting officer and scrutineer;</p> <p>(7) Other details that are required by the Articles of Association to be recorded in the minutes.</p>
<p><b>Article 99</b> The Company shall establish the Procedure at the general meeting, setting out the details of the procedures for convening and voting procedure of general meeting, including notice, registration, consideration of resolution, poll, vote counting, announcement of voting results, forming of meeting resolution, minutes and its signature, announcement, principle for authorizing power to the Board by the general meeting, substance of authorization and other matters not prescribed in this Articles of Association. The Company's Procedure at General Meeting constitutes Appendix I to the Articles of Association and prepared by the Board and approved by the general meeting.</p>	<p><b>Article 105</b> The Company shall establish the Procedure at the general meeting, setting out the details of the procedures for <b><u>summoning</u></b>, convening and voting procedure of general meeting, including notice, registration, consideration of resolution, poll, vote counting, announcement of voting results, forming of meeting resolution, minutes and its signature, announcement, principle for authorizing power to the Board by the general meeting, substance of authorization and other matters not prescribed in this Articles of Association. The Company's Procedure at General Meeting constitutes</p>

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	Appendix I to the Articles of Association and prepared by the Board and approved by the general meeting.
<p><b>Article 100</b> A Board of directors shall be established by the Company. The Board shall comprise eleven (11) directors with one chairman and may have one vice-chairman.</p> <p><b>Article 105</b> Directors may concurrently serve as <u>manager or other</u> senior management member, provided that the aggregate number of the directors who concurrently serve as <u>manager or other</u> senior management and the directors who are employee representatives shall not exceed one half of all the directors of the Company.</p> <p><b>Article 127</b> Independent directors of the Company shall represent not less than one-third of the members of the Board, and shall include at least one accounting professional.</p>	<p><b>Article 106</b> A Board of directors shall be established by the Company. The Board shall comprise eleven (11) directors, <u>of which</u> independent directors of the Company shall represent not less than one-third of the members of the Board, shall include at least one accounting professional, <u>and shall have at least one director who is an employee representative</u>. Directors may concurrently serve as senior management member, provided that the aggregate number of the directors who concurrently serve as senior management and the directors who are employee representatives shall not exceed one half of all the directors of the Company.</p> <p>The Board shall have one chairman and may have one vice-chairman.</p>
<p><b>Article 101</b> Directors shall be elected at the general meeting. The term of office of the directors shall be three (3) years. Directors are eligible for re-election at the end of their terms of office. Directors shall be elected at a general meeting from <u>candidates</u> nominated by the Board or by the shareholders representing one percent <u>or more</u> of the issued shares. Candidates for directors shall make a written undertaking prior to the notice of general meeting, agree to accept the nomination, promise the information about candidates publicly disclosed to be true, accurate and complete, and ensure that directors duties will be effectively performed after being elected.</p>	<p><b>Article 107</b> Directors <u>who are not employee representatives of the Board</u> shall be elected at the general meeting, <u>and directors who are employee representatives shall be democratically elected by the employee representative meeting, the employee meeting or other forms, and shall not subject to the consideration by the general meeting</u>. The term of <u>each</u> office of the directors shall be three (3) years. Directors are eligible for re-election at the end of their terms of office.</p> <p><u>The list of candidates for directors who are not employee representatives shall be submitted to the general meeting in the form of a proposal. Candidates for directors who are not employee representatives</u> shall be elected at a general meeting from the persons nominated by the Board, <u>the audit committee</u> or by the shareholders who individually or collectively hold more than one percent of the issued shares of the Company. Candidates for directors <u>who are not employee representatives</u> shall make a written undertaking prior to the notice of general meeting,</p>

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	agree to accept the nomination, promise the information about candidates publicly disclosed to be true, accurate and complete, and ensure that directors duties will be effectively performed after being elected.
<p><b>Article 102</b> Election of directors must be passed by a simple majority of shareholders (including their proxies) with voting rights attended the general meeting.</p>	<p><b>Article 108</b> Election of directors <u>who are not employee representatives</u> must be passed by a simple majority of shareholders (including their proxies) with voting rights attended the general meeting.</p>
<p><b>Article 107</b> Directors may <u>resign</u> before expiry of their term of office. The directors who resign shall submit to the Board a written report in relation to their resignation. The relevant information shall be disclosed <u>within two (2) days</u> by the Board.</p> <p>In the event that the <u>resignation</u> of any director results in the number of members of the Board falls below the statutory minimum requirement, such director shall continue to perform his/her duties in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until the newly elected director assume his/her office.</p> <p><u>Save for the circumstances referred to in the preceding paragraph, the resignation of a director shall become effective upon submission of his resignation report to the Board.</u></p>	<p><b>Article 112</b> Directors may <u>resign</u> before expiry of their term of office. The directors who resign shall submit to the Board a written report in relation to their resignation. <u>The resignation shall take effect on the date the Company receives the resignation report, and the Company shall disclose the</u> relevant information shall be disclosed <u>within two (2) trading days.</u></p> <p>In the event that the <u>resignation</u> of any director results in the number of <u>members</u> of the Board falls below the statutory minimum requirement, such director shall continue to perform his/her duties in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until the newly elected director assume his/her office.</p>
<p><b>Article 108</b> Upon <u>resignation</u> taking effect or expiration of his term of office, a director shall complete his hand-over procedures with the Board. The fiduciary duties of a director to the Company and the shareholders do not necessarily cease before the resignation has come into effect or within a reasonable time after the resignation has taken effect, or within a reasonable time after the end of his tenure of office; where his obligation of confidentiality of the Company's secret shall remain in force after his tenure of office until such secret comes into the public domain. Other duties may continue for such period as fairness</p>	<p><b>Article 113</b> <u>The Company shall establish the director resignation management system, which stipulates the protective measures on the accountability and claiming of unfulfilled public commitments and other matters.</u> Upon <u>resignation</u> taking effect or expiration of his term of office, a director shall complete his hand-over procedures with the Board. The fiduciary duties of a director to the Company and the shareholders do not necessarily cease before the resignation has come into effect or within a reasonable time after the resignation has taken effect, or within a reasonable time after the end of his tenure of</p>

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<p>may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.</p>	<p>office; where his obligation of confidentiality of the Company's secret shall remain in force after his tenure of office until such secret comes into the public domain. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.</p> <p><b><u>The liability of the director arising from the performance of his/her duties during his/her tenure of office shall not be waived or terminated by reason of his/her resignation.</u></b></p>
<p>Newly Added</p>	<p><b><u>Article 114 The general meeting may resolve to remove a director, with the removal taking effect on the date the resolution is made.</u></b></p> <p><b><u>If the director is removed before the expiration of the term of office without proper cause reason, the director may request the Company for compensation.</u></b></p>
<p><b>Article 110</b> The Board shall report to the general meeting and exercise the following powers:</p> <p>(1) to convene general meetings and report its work to the general meeting;</p> <p>(2) to implement the resolutions of general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p><b><u>(4) to formulate the Company's plans on annual financial budgets and final budgetary report;</u></b></p> <p>(5) to formulate the Company's profit distribution plans and plans on making up losses;</p> <p><b><u>(6) to formulate proposals for increase or decrease of the registered capital of the Company and issue of bonds of the Company;</u></b></p> <p>(7) to formulate plans for major acquisitions, purchase of shares of the Company or plans for merger, split, dissolution or alteration of corporate form of the Company;</p> <p>(8) to determine external investments, purchases and sales of assets, pledge of assets, external guarantees, entrusted asset management, connected</p>	<p><b>Article 116</b> The Board shall report to the general meeting and exercise the following powers:</p> <p>(1) to convene general meetings and report its work to the general meeting;</p> <p>(2) to implement the resolutions of general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to formulate the Company's profit distribution plans and plans on making up losses;</p> <p>(5) to formulate plans for the increase or decrease of registered capital, issuance of bonds <b><u>or other securities and listing</u></b> of the Company;</p> <p>(6) to formulate plans for major acquisitions, purchase of shares of the Company or plans for merger, split, dissolution or alteration of corporate form of the Company;</p> <p>(7) to determine external investments, purchases and sales of assets, pledge of assets, external guarantees, entrusted asset management, connected transactions and external donations of the Company within the scope of the authority</p>

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<p>transactions and external donations of the Company within the scope of the authority granted by general meeting;</p> <p>(9) to determine the establishment of the Company's internal management structure;</p> <p>(10) to determine the appointment or removal of the manager, the secretary to the Board and other senior management of the Company based on the nomination by the manager and to decide on their remunerations and rewards and penalties; to determine the appointment or removal of the deputy manager, chief financial officer and other senior management of the Company based on the nomination by the manager and to decide on matters about their remunerations and rewards and penalties;</p> <p>(11) to <b>formulate</b> the basic management system of the Company;</p> <p>(12) to formulate proposals for amendment to the Articles of Association;</p> <p>(13) to manage information disclosure of the Company;</p> <p>(14) to propose to the general meeting the engagement or replacement of the accounting firm that conducts audits for the Company;</p> <p>(15) to receive the work report and inspect the work of the manager of the Company;</p> <p>(16) to exercise any other powers conferred by laws, administrative regulations, departmental rules <b>or</b> the Articles of Association.</p> <p>When the Board decides on major issues of the Company's headquarter, it should listen to the opinions of the Company's Party Branch in advance.</p>	<p>granted by general meeting;</p> <p>(8) to determine the establishment of the Company's internal management structure;</p> <p>(9) to determine the appointment or removal of the manager, the secretary to the Board and other senior management of the Company based on the nomination by the manager and to decide on their remunerations and rewards and penalties; to determine the appointment or removal of the deputy manager, chief financial officer and other senior management of the Company based on the nomination by the manager and to decide on matters about their remunerations and rewards and penalties;</p> <p>(10) to formulate the basic management system of the Company;</p> <p>(11) to <b>formulate</b> proposals for amendment to the Articles of Association;</p> <p>(12) to manage information disclosure of the Company;</p> <p>(13) to propose to the general meeting the engagement <b>or</b> replacement of the accounting firm that conducts audits for the Company;</p> <p>(14) to receive the work report and inspect the work of the manager of the Company;</p> <p>(15) to exercise any other powers conferred by laws, administrative regulations, departmental rules, the Articles of Association <b>or the general meeting</b>.</p> <p>When the Board decides on major issues of the Company's headquarter, it should listen to the opinions of the Company's Party Branch in advance.</p>
<p><b>Article 113</b> The chairman of the Board shall exercise the following powers:</p> <p>(1) to preside over general meetings and to convene and preside over Board meetings;</p> <p>(2) to supervise and check on the implementation of resolutions of the Board;</p> <p>(3) to sign the securities certificates issued by the Company;</p> <p>(4) to exercise other powers conferred by the</p>	<p><b>Article 119</b> The chairman of the Board shall exercise the following powers:</p> <p>(1) to preside over general meetings and to convene and preside over Board meetings;</p> <p>(2) to supervise and check on the implementation of resolutions of the Board;</p> <p>(3) to sign the securities certificates issued by the Company;</p> <p>(4) to exercise other powers conferred by the</p>

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<p>Board.</p> <p>The Company's vice chairman shall assist the chairman in work. If the chairman is unable to or does not perform his/her duties, the vice chairman shall perform the duties of the chairman; where the vice-chairman is unable to or does not perform his/her duties, a director jointly elected by <b>a majority</b> of the members of the Board shall perform the duties.</p>	<p>Board.</p> <p>The Company's vice chairman shall assist the chairman in work. If the chairman is unable to or does not perform his/her duties, the vice chairman shall perform the duties of the chairman; <b><u>if the Company does not have a vice-chairman or the vice-chairman is unable to or does not perform his/her duties, a director jointly elected by more than a majority</u></b> of the members of the Board shall perform the duties.</p>
<p><b>Article 115</b> The chairman of the Board shall convene and chair the Board meeting within ten (10) days after the proposal is received under any one of the following circumstances:</p> <p>(1) when the chairman of the Board deems it necessary;</p> <p>(2) when proposed by more than one-third of the directors;</p> <p>(3) when proposed by the <b><u>supervisory committee</u></b>;</p> <p>(4) when proposed by the manager;</p> <p>(5) when proposed by a majority of independent directors;</p> <p>(6) when proposed by shareholders representing above one-tenth of the voting rights;</p> <p>(7) when required to be convened by the securities regulatory authorities;</p> <p>(8) other circumstances as stipulated in the Articles of Association.</p>	<p><b>Article 121</b> The chairman of the Board shall convene and chair the Board meeting within ten (10) days after the proposal is received under any one of the following circumstances:</p> <p>(1) when the chairman of the Board deems it necessary;</p> <p>(2) when proposed by more than one-third of the directors;</p> <p>(3) when proposed by the <b><u>audit committee</u></b>;</p> <p>(4) when proposed by the manager;</p> <p>(5) when proposed by a majority of independent directors;</p> <p>(6) when proposed by shareholders representing above one-tenth of the voting rights;</p> <p>(7) when required to be convened by the securities regulatory authorities;</p> <p>(8) other circumstances as stipulated in the Articles of Association.</p>
<p><b>Article 116</b> The Board meeting shall be held with the presence of a majority of the directors. Each director shall have one vote when voting on a Board resolution. Resolutions of the Board shall be passed by a majority of all directors. <b><u>In the case of equal votes in favour of and against the resolution, the chairman of the Board shall have a casting vote.</u></b></p> <p>If a director or his associate (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) is materially interested in any contract or arrangement, such director shall, unless otherwise exempted by relevant listing rules, laws and</p>	<p><b>Article 122</b> The Board meeting shall be held with the presence of a majority of the directors. Each director shall have one vote when voting on a Board resolution. Resolutions of the Board shall be passed by a majority of all directors.</p> <p>If a director or his associate (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) is materially interested in any contract or arrangement, such director shall, unless otherwise exempted by relevant listing rules, laws and regulations of Hong Kong and China, <b><u>promptly report to the Board in writing and shall</u></b> abstain from voting in Board meeting resolution approving</p>

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<p>regulations of Hong Kong and China, abstain from voting in Board meeting resolution approving such contract or arrangement, and shall not exercise voting right on behalf of any other director, nor be counted in the quorum of the Board meeting under this paragraph. Such Board meeting shall proceed with attendance by the simple majority of non-interested directors and such resolution shall be passed by the simple majority of non-interested directors. In case less than 3 non-interested directors attend the meeting, such matter shall be proposed at general meeting for approval.</p>	<p>such contract or arrangement, and shall not exercise voting right on behalf of any other director, nor be counted in the quorum of the Board meeting under this paragraph. Such Board meeting shall proceed with attendance by the simple majority of non-interested directors and such resolution shall be passed by the simple majority of non-interested directors. In case less than three (3) <b><u>non-interested</u></b> directors attend the <b><u>meeting</u></b>, such matter <b><u>shall</u></b> be proposed at general meeting for approval.</p>
<p><b>Article 125</b> An independent director is a director who does not serve in other position other than that of a director in the Company and does not have any direct or indirect interests or other relationship with the Company and any of its substantial shareholder or de facto controller which may influence his forming of any independent and objective judgment.</p> <p>Independent directors shall perform their duties independently and shall not be influenced by the Company, its substantial shareholders, de facto controllers or individuals.</p>	<p>Deleted</p>
<p><b>Article 126</b> Independent directors <b><u>shall be liable to loyalty and diligence duties to the Company and all shareholders.</u></b> Independent directors shall perform their duties conscientiously, play the roles of participation in decision-making, supervision, checks and balances, and professional consultation in the Board, safeguard the interests of the <b><u>listed</u></b> company as a whole and protect the lawful rights and interests of the minority shareholders in accordance with the laws, administrative regulations, the rules of the CSRC, <b><u>the business rules</u></b> of the stock exchange and the provisions the Articles of Association.</p>	<p><b>Article 131</b> Independent directors shall perform their duties conscientiously, play the roles of participation in decision-making, supervision, checks and balances, and professional consultation in the Board, safeguard the interests of the Company as a whole and protect the lawful rights and interests of the minority shareholders in accordance with the laws, administrative regulations, the rules of the CSRC, and the provisions of the stock exchange and the Articles of Association.</p>
<p>Newly Added</p>	<p><b><u>Article 132 Independent directors shall maintain independence. The following persons shall not serve as independent directors:</u></b>  <b><u>(1) Persons who work in the Company or its subsidiaries and their spouses, parents, children</u></b></p>

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	<p><u>and major social relations;</u></p> <p><u>(2) Natural person shareholders who directly or indirectly hold more than 1% of the Company's issued shares or are among the top ten shareholders of the Company and their spouses, parents and children;</u></p> <p><u>(3) Persons who work for shareholders who directly or indirectly hold more than 5% of the Company's issued shares or are among the top five shareholders of the Company and their spouses, parents and children;</u></p> <p><u>(4) Persons who work for the subsidiaries of the Company's controlling shareholder or de facto controller and their spouses, parents and children;</u></p> <p><u>(5) Persons who have major business relationships with the Company, its controlling shareholder, de facto controller or their respective subsidiaries, or persons who work for units with major business relationships and their controlling shareholders or de facto controller;</u></p> <p><u>(6) Persons who provide financial, legal, consulting, guarantee and other services to the Company, its controlling shareholders, de facto controller or their respective subsidiaries, including but not limited to all project team members, reviewers at all levels, persons who sign reports, partners, directors, senior management and principal persons in charge of intermediary institutions providing services;</u></p> <p><u>(7) Persons who have had the circumstances listed in items (1) to (6) in the past twelve(12) months;</u></p> <p><u>(8) Other persons who are not independent as stipulated by laws, administrative regulations, regulations of the CSRC, business rules of the stock exchange and the Articles of Association. The subsidiaries of the controlling shareholders and de facto controller of the Company in above items (4) to (6) of the preceding paragraph do not include enterprises that are controlled by the same state-owned asset management</u></p>



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	<p><u>institution as the Company and have no affiliated relationship with the Company in accordance with relevant regulations.</u></p> <p><u>Independent directors should conduct self-examination of their independence every year and submit the results of the self-examination to the Board. The Board should evaluate the independence of the incumbent independent directors on an annual basis and issue special opinions, which will be disclosed at the same time as the annual report.</u></p>
Newly Added	<p><u>Article 133 An independent director of the Company shall meet the following conditions:</u></p> <p><u>(1) To possess qualifications of a director of listed companies in accordance with laws, administrative regulations and other relevant provisions;</u></p> <p><u>(2) To satisfy the independence requirements stipulated in the Articles of Association;</u></p> <p><u>(3) To possess basic knowledge of the operation of listed companies and be familiar with relevant laws, regulations and rules;</u></p> <p><u>(4) To possess more than five years of work experience in law, accounting or economics necessary to perform the duties of an independent director;</u></p> <p><u>(5) To possess good personal character and have no history of major acts of dishonesty or other adverse record;</u></p> <p><u>(6) To meet other conditions stipulated by laws, administrative regulations, regulations of the CSRC, business rules of stock exchange and the Articles of Association.</u></p>
<p><b>Article 133</b> The independent directors shall perform the following duties:</p> <p>(1) To participate in the decision-making of the Board and express their opinions on the matters deliberated;</p> <p>(2) To supervise the potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management <b>as set out in Articles 24, 27</b></p>	<p><b>Article 139</b> <u>As members of the Board,</u> the independent directors <u>owe a fiduciary duties and duties of care to the Company and all shareholders, and</u> shall perform the following duties <b>prudently</b>:</p> <p>(1) To participate in the decision-making of the Board and express their opinions on the matters deliberated;</p> <p>(2) To supervise the potential material conflicts of</p>

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<p><b><u>and 28 of the Measures for the Management of Independent Directors of Listed Companies to ensure that the decisions made by the Board are in line with the interests of the Company as a whole</u></b>, and to protect the lawful rights and interests of the minority shareholders;</p> <p>(3) To provide professional and objective advice on the operation and development of the listed company and to promote the improvement of the level of decision-making by the Board;</p> <p>(4) Other duties as stipulated by the laws, administrative regulations, the CSRC and the listing rules of the place where the securities are listed.</p>	<p>interest between the Company and its controlling shareholders, de facto controllers, directors and senior management, and to protect the lawful rights and interests of the minority shareholders;</p> <p>(3) To provide professional and objective advice on the operation and development of the listed company and to promote the improvement of the level of decision-making by the Board;</p> <p>(4) Other duties as stipulated by the laws, administrative regulations, the CSRC and the listing rules of the place where the securities are listed.</p>
<p><b>Article 134</b> Independent Directors shall exercise the following special powers and duties:</p> <p>(1) To independently engage intermediaries to conduct audits, consultations or verifications on specific matters of the Company;</p> <p>(2) To propose to the Board convening of an extraordinary general meeting;</p> <p>(3) To propose the convening of a meeting of the Board;</p> <p>(4) To openly solicit shareholders' rights from shareholders in accordance with the laws;</p> <p>(5) To express independent opinions on matters that may prejudice the interests of the Company or the minority shareholders;</p> <p>(6) Other duties and responsibilities as prescribed by the laws, administrative regulations and the CSRC.</p> <p>The exercise by an independent director of the powers and duties set out in (1) to (3) of the preceding paragraph shall be subject to the approval of a majority of all the independent directors.</p> <p>The Company shall disclose in a timely manner any exercise of the powers and duties listed in the first paragraph by an independent director. In the event that the aforesaid powers and duties cannot be exercised properly, the Company shall disclose the specific circumstances and reasons therefor.</p>	<p><b>Article 140</b> Independent Directors shall exercise the following special powers and duties:</p> <p>(1) To independently engage intermediaries to conduct audits, consultations or verifications on specific matters of the Company;</p> <p>(2) To propose to the Board convening of an extraordinary general meeting;</p> <p>(3) To propose the convening of a meeting of the Board;</p> <p>(4) To openly solicit shareholders' rights from shareholders in accordance with the laws;</p> <p>(5) To express independent opinions on matters that may prejudice the interests of the Company or the minority shareholders;</p> <p>(6) Other duties and responsibilities as prescribed by the laws, administrative regulations and the CSRC <b><u>and specified under the Articles of Association</u></b>.</p> <p>The exercise by an independent director of the powers and duties set out in (1) to (3) of the preceding paragraph shall be subject to the approval of a majority of all the independent directors.</p> <p>The Company shall disclose in a timely manner any exercise of the powers and duties listed in the first paragraph by an independent director. In the event that the aforesaid powers and duties cannot be exercised properly, the Company shall disclose the specific circumstances and reasons therefor.</p>

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<p><b>Article 136</b> The Company shall convene special meetings of independent directors on a regular or irregular basis. Matters set out in (1) to (3) of the first paragraph of <b>Article 133</b> and <b>Article 134</b> of the Articles of Association shall be deliberated at special meetings of the independent directors.</p> <p><b>Article 137</b> The Company shall formulate system of independent directors. The system of independent directors shall be in compliance with the laws, administrative regulations, the requirements of the CSRC and the business rules of the stock exchange, shall be conducive to the sustainable and standardized development of the Company, and shall not be detrimental to the interests of the Company. The Company shall provide the necessary safeguards for independent directors to perform their duties in accordance with the laws.</p>	<p><b>Article 142</b> <u>The Company shall establish a special meetings mechanism consisting entirely of independent directors. Matters such as related transactions to be considered by the Board shall be approved in advance by a special meeting of the independent directors.</u></p> <p>The Company shall convene special meetings of independent directors on a regular or irregular basis. Matters set out in (1) to (3) of the first paragraph of <b>Article 139</b> and <b>Article 140</b> of the Articles of Association shall be considered at special meetings of the independent directors.</p> <p><u>The special meetings of the independent directors may consider and discuss other matters of the Company when necessary.</u></p> <p><u>The special meetings of the independent directors shall be convened and presided over by an independent director jointly nominated by a majority of the independent directors; in the event that the convener fails to perform duties or is unable to perform duties, two independent directors and above may convene a meeting themselves and nominate a representative to preside over the meeting.</u></p> <p><u>The special meetings of the independent directors shall prepare minutes of meetings in accordance with regulations. The minutes of meetings shall record the opinions of the independent directors. The independent directors shall sign and confirm the minutes of meetings.</u></p> <p><u>The Company shall facilitate and support the convening of the special meetings of the independent directors.</u></p>
<p><b>Article 138</b> The Board of the Company shall, <u>in accordance with resolution of general meeting, establish</u> certain special committees. Members of the special committees shall all be directors, of which for the audit committee, the nomination committee, and the remuneration and appraisal committee, independent directors shall represent</p>	<p><b>Article 143</b> The Board of the Company shall <u>establish</u> certain special committees. Members of the special committees shall all be directors, of which for the audit committee, the nomination committee, and the remuneration and appraisal committee, independent directors shall represent more than half of the members and serve as the convener. The convener of the audit committee shall be the accounting professional.</p>

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more than half of the members and serve as the convener. The convener of the audit committee shall be the accounting professional.	
<b>Article 141</b> Main duties of special committees under the Board shall be performed in accordance with the laws, administrative regulations, CSRC regulations and business rules of the stock exchange, etc.	<b>Article 146</b> Main duties of special committees under the Board shall be performed in accordance with the laws, administrative regulations, CSRC regulations and business rules of the stock exchange, etc. <b><u>The audit committee shall exercise the functions and powers of the supervisory committee as prescribed by the Company Law.</u></b>
<b>Article 142</b> Managers, deputy managers, the financial controller <b>and</b> the secretary to the Board are the senior management of the Company.	<b>Article 147</b> Managers, deputy managers, the financial controller, the secretary to the Board <b>and the general counsel</b> are the senior management of the Company.
<p><b>Article 144</b> The manager of the Company shall be accountable to the Board and exercise the following powers:</p> <p>(1) to lead the Company's production, operation and management, organize the implementation of the resolutions of the Board, and report to the Board;</p> <p>(2) to organize the implementation of the Company's annual business plan and investment plan;</p> <p>(3) to draft plans for the establishment of the Company's internal management structure;</p> <p>(4) to formulate the Company's basic management system;</p> <p>(5) to formulate the specific rules and regulations of the Company;</p> <p>(6) to propose the appointment or dismissal of the Company's deputy manager and chief financial officer;</p> <p>(7) to decide on the appointment or dismissal of management personnel other than those required to be appointed or dismissed by the Board;</p> <p>(8) to exercise other powers conferred by the Articles of Association <b>and</b> the Board.</p>	<p><b>Article 149</b> The manager of the Company shall be accountable to the Board and exercise the following powers:</p> <p>(1) to lead the Company's production, operation and management, organize the implementation of the resolutions of the Board, and report to the Board;</p> <p>(2) to organize the implementation of the Company's annual business plan and investment plan;</p> <p>(3) to draft plans for the establishment of the Company's internal management structure;</p> <p>(4) to formulate the Company's basic management system;</p> <p>(5) to formulate the specific rules and regulations of the Company;</p> <p>(6) to propose the appointment or dismissal of the Company's deputy manager and chief financial officer;</p> <p>(7) to decide on the appointment or dismissal of management personnel other than those required to be appointed or dismissed by the Board;</p> <p>(8) to exercise other powers conferred by the Articles of Association <b>or</b> the Board.</p>
<b><u>CHAPTER 10 SUPERVISORY COMMITTEE</u></b> <b><u>Article 150 to Article 161</u></b>	Deleted

Number and Content of the Existing Articles	Number and Content of the New Articles
<p><b>CHAPTER 11 QUALIFICATION AND OBLIGATION OF DIRECTORS, SUPERVISORS, MANAGERS AND OTHER SENIOR MANAGEMENT OF THE COMPANY</b></p>	<p><b>CHAPTER 10 QUALIFICATION AND OBLIGATION OF DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY</b></p>
<p><b>Article 163</b> The directors, <u>supervisors</u> and senior management shall comply with the laws, administrative regulations and the Articles of Association and shall perform duties <u>to the Company</u> as follows:</p> <p>(1) not to <u>abuse his position to accept bribes or other illegal income or</u> appropriate the properties of the Company;</p> <p>(2) <u>not to</u> appropriate the capital of the Company;</p> <p>(3) not to set up accounts in his own name or in any other name to deposit any of the assets or capital of the Company;</p> <p>(4) <u>not to lend the funds of the Company to any other person or use the properties of the Company to provide guarantee for any other person without the consent of the general meeting of shareholders or the Board in contravention of provision of the Articles of Association;</u></p> <p>(5) <u>not to</u> enter into contracts or carry out transactions with the Company <u>in violation of</u> the provisions of the Articles of Association <u>or without</u> the consent of the general meeting of shareholders;</p> <p>(6) not to abuse his position to appropriate the business opportunities for himself or other persons which should otherwise belong to the Company, or operate businesses similar to those of the Company for himself or other persons <u>without the consent of the general meeting of shareholders;</u></p> <p>(7) not to misappropriate the commission obtained from transactions entered into by the Company;</p> <p>(8) not to disclose confidential information of the Company without permission;</p> <p>(9) not to use his connected relations to prejudice the interests of the Company;</p> <p>(10) other duties as required by the laws, administrative regulations, departmental rules or the provisions of the Articles of Association.</p>	<p><b>Article 156</b> The directors and senior management shall comply with the laws, administrative regulations and <u>the provisions of</u> the Articles of Association, <u>have a fiduciary duties</u> to the Company, <u>take measures to avoid any conflict of interest with the Company and not utilize their positions to seek undue benefits.</u></p> <p><u>The directors and senior management</u> shall perform <u>fiduciary</u> duties as follows:</p> <p>(1) not to appropriate the properties of the Company or appropriate the capital of the Company;</p> <p>(2) not to set up accounts in his own name or in any other name to deposit any of the assets or capital of the Company;</p> <p>(3) <u>not to use the position and power to take bribes or solicit other illegal incomes;</u></p> <p>(4) not to <u>directly or indirectly</u> enter into contracts or carry out transactions with the Company <u>without reporting to the Board or the general meeting of shareholders and obtaining</u> the consent <u>through a resolution of the Board or</u> the general meeting of shareholders <u>in accordance with</u> the provisions of the Articles of Association;</p> <p>(5) not to abuse his position to appropriate the business opportunities for himself or other persons which should otherwise belong to the Company, <u>unless reported to the Board or the general meeting of the shareholders and approved by a resolution of the general meeting of shareholders, or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations or the provisions of the Articles of Association;</u></p> <p>(6) <u>not to</u> operate businesses similar to those of the Company for himself or other persons <u>without reporting to the Board or the general meeting of</u></p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>Any incomes obtained by directors, <u>supervisors</u> and the senior management in violation of any provisions of this Article shall belong to the Company.</p>	<p><u>shareholders and being approved by a resolution at the general meeting of shareholders</u>;</p> <p>(7) not to misappropriate the commission obtained from transactions entered into <u>between others and</u> the Company;</p> <p>(8) not to disclose confidential information of the Company without permission;</p> <p>(9) not to use his connected relations to prejudice the interests of the Company;</p> <p>(10) other duties as required by the laws, administrative regulations, departmental rules or the provisions of the Articles of Association.</p> <p>Any incomes obtained by directors and the senior management in violation of any provisions of this Article shall belong to the Company.</p> <p><u>The provisions in (4) of the second paragraph of the preceding paragraph shall apply to contracts or transactions entered into by close relatives of directors or senior management, enterprises directly or indirectly controlled by directors, senior management or their close relatives, and other related parties having other affiliations with directors or senior management.</u></p>
<p><b>Article 164</b> 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) to sign the regular reports of the Company for written confirmation of their comments, to ensure the truthfulness, accuracy and completeness of the</p>	<p><b>Article 157</b> The Directors shall comply with the laws, administrative regulations and <u>the provisions of</u> the Articles of Association of the Company and shall perform <u>the fiduciary duties</u> to the Company, <u>and exercise reasonable care ordinarily expected from managers in performing their duties for the best interests of the Company.</u></p> <p><u>The directors shall perform</u> the fiduciary duties <u>to the Company</u> 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</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>information disclosed by the Company;</p> <p>(5) to provide information and data to the <u>supervisory committee</u>, and not to interfere with the <u>supervisory committee or supervisors</u> 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.</p> <p>The provisions on the diligent duties set forth in (4), (5) and (6) of the preceding paragraph shall also apply to the senior management.</p> <p><b><u>The provisions on the diligent duties set forth in (1) to (4) and (6) of the preceding paragraph shall also apply to supervisors.</u></b></p>	<p>management position of the Company on a timely basis;</p> <p>(4) to sign the regular reports of the Company for written confirmation of their comments, to ensure the truthfulness, accuracy and completeness of the information disclosed by the Company;</p> <p>(5) to provide information and data to the <u>audit committee</u>, and not to interfere with the <u>audit committee</u> in its exercise of powers;</p> <p>(6) other diligent duties as required by the laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The provisions on the diligent duties set forth in (4), (5) and (6) of the preceding paragraph shall also apply to the senior management.</p>
<p><b>Article 169</b> Directors, <u>supervisors</u>, senior management <u>who</u> violates any law, administrative regulations, departmental rules or the Articles of Association during the course of performing his duties shall be accountable to indemnify the Company against any losses incurred.</p>	<p><b>Article 162</b> <u>Where a director or senior management causes damages to others during the course of performing his/her duties, the Company will be liable for compensation; the directors and senior management shall also be liable for compensation if he/she is found to have conducted intentional misconduct or gross negligence. Where a director or senior management</u> violates any law, administrative regulations, departmental rules or the Articles of Association during the course of performing his/her duties shall be accountable to indemnify the Company against any losses incurred.</p>
<p><b>Article 174</b> The Company shall not keep account books other than those provided by law. <u>Assets</u> of the Company are not held in any account in any individual's name.</p>	<p><b>Article 167</b> The Company shall not keep account books other than those provided by law. <u>Funds</u> of the Company are not held in any account in any individual's name.</p>
<p><b>Article 175</b> When the Company distributes its after-tax profit for the year, 10% of the profit shall be withdrawn and included in the Company's statutory reserve. If the accumulated amount of the Company's statutory reserve accounts for above 50% of the Company's registered capital, it may not be withdrawn.</p> <p>If the Company's statutory reserve is insufficient to make up for the losses of previous years, the Company shall make up for the losses with the</p>	<p><b>Article 168</b> When the Company distributes its after-tax profit for the year, 10% of the profit shall be withdrawn and included in the Company's statutory reserve. If the accumulated amount of the Company's statutory reserve accounts for above 50% of the Company's registered capital, it may not be withdrawn.</p> <p>If the Company's statutory reserve is insufficient to make up for the losses of previous years, the Company shall make up for the losses with the</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>current year's profits before withdrawing the statutory reserve in accordance with the provisions of the preceding paragraph.</p> <p>After the Company has withdrawn the statutory provident fund from the after-tax profit, it may also withdraw any provident fund from the after-tax profit by resolution of the shareholders' general meeting.</p> <p>The after-tax profit remaining after the Company has made up for its losses and withdrawn the provident fund shall be distributed in proportion to the shareholding of the shareholders, except where the Articles of Association stipulate that such distribution shall not be made in proportion to the shareholding.</p> <p>In the event that <u>a distribution of profit to shareholders passed at</u> general meeting is in violation of the <u>preceding paragraph</u> and <u>is made before making up for loss and crediting into statutory reserves</u>, the profits distributed in violation <u>shall</u> be returned to the Company by shareholders.</p>	<p>current year's profits before withdrawing the statutory reserve in accordance with the provisions of the preceding paragraph.</p> <p>After the Company has withdrawn the statutory provident fund from the after-tax profit, it may also withdraw any provident fund from the after-tax profit by resolution of the shareholders' general meeting.</p> <p>The after-tax profit remaining after the Company has made up for its losses and withdrawn the provident fund shall be distributed in proportion to the shareholding of the shareholders, except where the Articles of Association stipulate that such distribution shall not be made in proportion to the shareholding.</p> <p>In the event that <u>the</u> general meeting <u>distributes profits to shareholders</u> in violation of the <u>provisions of the Company Law</u>, the profits distributed in violation <u>shall</u> be returned to the Company by shareholders; <u>if losses are caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.</u></p>
<p><b>Article 176</b> The reserve funds of the Company shall be used for making up losses, expansion of the Company's production and operation and increasing the capital of the Company.</p> <p>If the Company's losses are to be made up by provident funds, the Company <u>shall</u> first apply any provident fund and the statutory provident funds; if the losses still cannot be made up, the Company may apply the capital provident fund in accordance with the provisions.</p> <p>When the statutory reserve is converted to increase registered capital, the balance of the reserve fund shall not fall below 25% of the Company's registered capital before the increase by conversion.</p>	<p><b>Article 169</b> The reserve funds of the Company shall be used for making up losses, expansion of the Company's production and operation and increasing the <u>registered</u> capital of the Company.</p> <p>If the Company's losses are to be made up by provident funds, the Company first <u>applies</u> any provident fund and the statutory provident funds; if the losses still cannot be made up, the Company may apply the capital provident fund in accordance with the provisions.</p> <p>When the statutory reserve is converted to increase registered capital, the balance of the reserve fund shall not fall below 25% of the Company's registered capital before the increase by conversion.</p>
<p><b>Article 178</b> The Company's profit distribution policy shall be:</p> <p>.....</p> <p>(3) Conditions of dividend distribution and the</p>	<p><b>Article 171</b> The Company's profit distribution policy shall be:</p> <p>.....</p> <p>(3) Conditions of dividend distribution and the</p>



Number and Content of the Existing Articles	Number and Content of the New Articles
<p>proportion of dividend distribution</p> <p>1. In the premise of satisfying criteria for distribution of cash dividends, in principle, the Company shall distribute dividends in cash <u>on a yearly basis</u>. The Board of the Company can propose the Company to declare interim dividend based on the Company's profits and capital needs;</p> <p>2. In the premise of satisfying criteria for distribution of cash dividends, in principle, the Company shall distribute cash dividends based on a fixed proportion of distributable profits achieved in a year. The cumulative profit distribution in cash for the last three years shall not be less than 30% of the average annual distributable profit for the last three years;</p> <p>3. The Company can use share dividends as an additional means for profit distribution, and the sum of cash dividends and share dividends shall not be less than 50% of the distributable profits for the year. In determining the specific amount for distributing profits by means of shares, the Company should adequately consider whether the total share capital after profit distribution by means of shares corresponds to the Company's current scale of operations and profit growth rate, and consider the impact on the finance cost of future loans, to ensure that the profit distribution plan is in line with the overall interests and long-term interests of shareholders as a whole.</p> <p>4. In principle, in distributing cash dividends, the Company shall at the same time satisfy the following criteria:</p> <p>(i) The Company has made a profit for that year, and after compensating for losses in previous years and withdrawing reserves according to the law, the cumulative undistributed profits is positive, and the earnings per share shall not be less than RMB0.05;</p> <p>(ii) Auditing firm issues a standard with no qualified opinion audit report for the Company's financial report <u>for the year</u>;</p> <p>(iii) The Company's asset-liability ratio shall not exceed 70%;</p> <p>(iv) The Company does not have material</p>	<p>proportion of dividend distribution</p> <p>1. In the premise of satisfying criteria for distribution of cash dividends, in principle, the Company shall distribute dividends in cash <u>at least</u> once a year. The Board of the Company can propose the Company to declare interim dividend based on the Company's profits and capital needs;</p> <p>2. In the premise of satisfying criteria for distribution of cash dividends, in principle, the Company shall distribute cash dividends based on a fixed proportion of distributable profits achieved in a year. The cumulative profit distribution in cash for the last three years shall not be less than 30% of the average annual distributable profit for the last three years;</p> <p>3. The Company can use share dividends as an additional means for profit distribution, and the sum of cash dividends and share dividends shall not be less than 50% of the distributable profits for the year. In determining the specific amount for distributing profits by means of shares, the Company should adequately consider whether the total share capital after profit distribution by means of shares corresponds to the Company's current scale of operations and profit growth rate, and consider the impact on the finance cost of future loans, to ensure that the profit distribution plan is in line with the overall interests and long-term interests of shareholders as a whole.</p> <p>4. In principle, in distributing cash dividends, the Company shall at the same time satisfy the following criteria:</p> <p>(i) The Company has made a profit for that year, and after compensating for losses in previous years and withdrawing reserves according to the law, the cumulative undistributed profits is positive, and the earnings per share shall not be less than RMB0.05;</p> <p>(ii) Auditing firm issues a standard with no qualified opinion audit report for the Company's financial report <u>for the most recent year</u>;</p> <p>(iii) The Company's asset-liability ratio shall not exceed 70%;</p> <p>(iv) The Company does not have material</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>investment plan or material cash expenditures. Material investment plan or material cash expenditures refers to: The Company intends to make external investment, acquire assets or purchase equipment in the following 12 months with a cumulative expenditure reaching or over 10% of its latest audited net assets and exceeding RMB500,000,000;</p> <p>(v) If the Board of the Company does not propose to distribute profit in cash in the year when the Company is profitable, it shall state the reason why the profit is not distributed in its annual report for the year and the use and plan of use in respect of the undistributed capital reserved. If the Company does not propose to distribute profit in cash when it is profitable during the reporting period, it shall provide online voting platforms to its shareholders other than on-site meeting when it holds general meetings.</p> <p>.....</p> <p>(5) Decision making procedures of profit distribution</p> <p>1. Only after review and approval of the profit distribution plan by the Board of the Company, the profit distribution can be submitted to the general meeting for consideration. In considering the profit distribution plan by the Board, the plan shall be passed by a majority of all directors;</p> <p>2. The <b><u>supervisory committee</u></b> shall review the specific profit distribution plan formulated by the Board and the plan shall be voted and passed by more than half of <b><u>all supervisors of the supervisory committee</u></b>;</p> <p>3. In considering the profit distribution plan, it shall be approved by a majority of voting rights held by shareholders (including proxies of shareholders) present at the general meeting. Where plans for distribution of share dividends, or for distribution of share dividends in a combination of cash and shares or for transfer from reserve fund to capital is considered at the general meeting, it shall be approved by above two-thirds of the voting rights held by shareholders</p>	<p>investment plan or material cash expenditures. Material investment plan or material cash expenditures refers to: The Company intends to make external investment, acquire assets or purchase equipment in the following 12 months with a cumulative expenditure reaching or over 10% of its latest audited net assets and exceeding RMB500,000,000;</p> <p>(v) If the Board of the Company does not propose to distribute profit in cash in the year when the Company is profitable, it shall state the reason why the profit is not distributed in its annual report for the year and the use and plan of use in respect of the undistributed capital reserved. If the Company does not propose to distribute profit in cash when it is profitable during the reporting period, it shall provide online voting platforms to its shareholders in addition to on-site meeting when it holds general meetings.</p> <p>.....</p> <p>(5) Decision making procedures of profit distribution</p> <p>1. Only after review and approval of the profit distribution plan by the Board of the Company, the profit distribution can be submitted to the general meeting for consideration. In considering the profit distribution plan by the Board, the plan shall be passed by a majority of all directors;</p> <p>2. The <b><u>audit committee</u></b> shall review the specific profit distribution plan formulated by the Board and the plan shall be voted and passed by more than half of <b><u>all members of the audit committee</u></b>;</p> <p>3. In considering the profit distribution plan, it shall be approved by a majority of voting rights held by shareholders (including proxies of shareholders) present at the general meeting. Where plans for distribution of share dividends, or for distribution of share dividends in a combination of cash and shares or for transfer from reserve fund to capital is considered at the general meeting, it shall be approved by above two-thirds of the voting rights held by shareholders (including proxies of shareholders) present at the</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>(including proxies of shareholders) present at the general meeting;</p> <p>4. Prior to the consideration of the specific cash dividend proposal by the general meeting, the listed company should actively engage and exchange with shareholders (particularly minority shareholders) through various channels such as telephone, facsimile, letters, emails, investor relations interactive platform on the Company's website, so as to adequately listen to the opinions and demands of minority shareholders, and respond to issues relating to minority shareholders in a timely manner.</p> <p>The Board, independent directors and eligible shareholders shall solicit voting rights of the Company's shareholders in respect of the general meeting.</p> <p>.....</p>	<p>general meeting;</p> <p>4. Prior to the consideration of the specific cash dividend proposal by the general meeting, the listed company should actively engage and exchange with shareholders (particularly minority shareholders) through various channels such as telephone, facsimile, letters, emails, investor relations interactive platform on the Company's website, so as to adequately listen to the opinions and demands of minority shareholders, and respond to issues relating to minority shareholders in a timely manner.</p> <p>The Board, independent directors and eligible shareholders shall solicit voting rights of the Company's shareholders in respect of the general meeting.</p> <p>.....</p>
<p><b>Article 181</b> The Company shall implement an internal audit system, <b><u>and shall engage full-time auditors to conduct internal audit of its income and expenditure and economic activities.</u></b></p> <p><b>Article 182</b> The internal audit system <b><u>and duties of the internal auditors</u></b> of the Company <b><u>shall be</u></b> implemented upon approval by the Board. <b><u>The chief auditor shall be accountable and report to the Board.</u></b></p>	<p><b>Article 174</b> The Company shall implement an internal audit system, <b><u>which specifies the leadership system, duties and responsibilities, personnel allocation, financial security, use of audit results and accountability for internal audit.</u></b></p> <p>The internal audit system of the Company shall be implemented upon approval by the Board <b><u>and shall be disclosed to the public.</u></b></p>

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

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Number and Content of the Existing Articles	Number and Content of the New Articles
Newly Added	<u><b>Article 175</b> The internal audit department of the Company shall supervise and inspect the Company's business activities, risk management, internal control, financial information and other matters.</u>
Newly Added	<u><b>Article 176</b> The internal audit department shall be accountable to the Board. In the course of supervising and inspecting the Company's business activities, risk management, internal control and financial information, the internal audit department shall be subject to the supervision and guidance of the audit committee. If the internal audit department discovers any significant issues or leads, it shall immediately report directly to the audit committee.</u>
Newly Added	<u><b>Article 177</b> The internal audit department shall be responsible for the specific organization and implementation of the internal control evaluation of the Company. The Company shall issue the annual internal control evaluation report based on the evaluation report and related information issued by the internal audit department and reviewed by the audit committee.</u>
Newly Added	<u><b>Article 178</b> When the audit committee communicates with external audit institutions such as accounting firms or national audit institutions, the internal audit department shall actively cooperate and provide necessary support and assistance.</u>
Newly Added	<u><b>Article 179</b> The audit committee shall participate in the performance appraisal of the head of the internal audit department.</u>
<b>Article 187</b> Notice of the Company's removal or non-renewal of an accounting firm shall be given to the accounting firm concerned thirty (30) days in advance. When the general meeting of shareholders votes on the removal of the accounting firm, such firm is allowed to make representation.	<b>Article 181</b> The appointment <u>or removal</u> of an accounting firm by the Company shall be subject to the approval at the general meeting of shareholders. The Board may not appoint an accounting firm before the approval of the general meeting of shareholders.

Number and Content of the Existing Articles	Number and Content of the New Articles
<p><b>Article 196 Paragraph 1</b> The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. In the event of a merger of the Company, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on merger and shall make an announcement on newspaper or the National Enterprise Credit Information Publicity System within thirty (30) days of the date of the Company's resolution on merger.</p>	<p><b>Article 193</b> The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. <u><b>Merger by absorption refers to the absorption by one company of another company, and the company being absorbed is dissolved. Merger by establishment refers to the establishment of a new company by merging two or more companies, and the merging companies are absorbed.</b></u> <b>Article 195</b> In the event of a merger of the Company, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on merger and shall make an announcement on newspaper or the National Enterprise Credit Information Publicity System within thirty (30) days of the date of the Company's resolution on merger.</p>
Newly Added	<p><u><b>Article 194 If the payment by the Company for the merger does not exceed 10% of the net assets of the Company, it shall not be subject to a resolution of the general meeting, unless otherwise specified in the Articles of Association.</b></u> <u><b>If the Company merges in accordance with the provisions of the preceding paragraph without a resolution of the general meeting of shareholders, it shall be approved by a resolution of the Board.</b></u> <u><b>Provision otherwise provided by the laws, regulations or regulatory rules of the place where the Company's shares are listed shall prevail.</b></u></p>
<p><b>Article 197</b> Upon the merger, claims and liabilities of parties to the merger shall be taken over by the surviving company or the newly established company.</p>	<p><b>Article 196</b> Upon the merger, claims and liabilities of parties to the merger <u><b>shall</b></u> be taken over by the surviving company or the newly established company.</p>
<p><b>Article 201</b> If the Company is dissolved due to the following reasons: (1) a resolution on dissolution is passed by</p>	<p><b>Article 200</b> If the Company is dissolved due to the following reasons: (1) a resolution on dissolution is passed by</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>shareholders at the general meeting;</p> <p>(2) dissolution is necessary due to a merger or split of the Company;</p> <p>(3) suspension of business licence, order to close down or revocation;</p> <p>(4) the Company encounters substantial difficulties in operation and management which render its continuance causing material loss to shareholders and the Company is unable to solve such difficulties in other ways, shareholders holding above 10% of <u>all voting rights</u> may apply to the People's Court for the dissolution of the Company. In the event that the Company is dissolved under the provisions of this Article, it shall make public the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten (10) days.</p>	<p>shareholders at the general meeting;</p> <p>(2) dissolution is necessary due to a merger or split of the Company;</p> <p>(3) suspension of business licence, order to close down or revocation;</p> <p>(4) the Company encounters substantial difficulties in operation and management which render its continuance causing material loss to shareholders and the Company is unable to solve such difficulties in other ways, shareholders holding above 10% of <u>voting rights</u> may apply to the People's Court for the dissolution of the Company. In the event that the Company is dissolved under the provisions of this Article, it shall make public the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten (10) days.</p>
<p><b>Article 202</b> Where the Company is dissolved under paragraph (1), (3) or (4) of <u>Article 201</u> of the Articles of Association, a liquidation committee shall be <u>set up</u> within fifteen (15) days of the cause of the dissolution and <u>commence</u> liquidation afterwards, <u>and its members shall be determined by the Board or by the general meeting. If a liquidation committee is not set up within the specified period to carry out liquidation procedures, creditors may apply to the People's Court for appointment of relevant persons to form a liquidation committee so as to proceed with the liquidation.</u></p>	<p><b>Article 201</b> Where the Company is dissolved under paragraph (1), (3) or (4) of <u>Article 200</u> of the Articles of Association, <u>it shall be liquidated. The directors shall be the liquidation obligors of the Company, and</u> a liquidation committee shall be set up within fifteen (15) days of the cause of the dissolution and <u>carry on</u> liquidation afterwards.</p> <p><u>The liquidation committee shall be composed of directors, except where otherwise provided in the Articles of Association or appointed by a resolution of the shareholders' general meeting. If the liquidation obligor fails to promptly perform liquidation obligations, causing losses to the Company or creditors, such obligor shall be liable for compensation.</u></p>
<p><b>Article 205</b> After checking the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall <u>formulate</u> a liquidation plan and submit to the shareholders' general meeting or the People's Court for confirmation. The Company's assets shall be settled in the following order:</p> <p>The remaining property of the Company after paying the liquidation cost, salary, social security</p>	<p><b>Article 204</b> After checking the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall <u>formulate</u> a liquidation plan and submit to the shareholders' general meeting or the People's Court for confirmation. The Company's assets shall be settled in the following order:</p> <p>The remaining property of the Company after paying the liquidation cost, salary, social security</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>insurance expense and statutory compensation owing to staffs and paying taxes owed and repayment of the Company's debts in accordance with the provisions above shall be distributed to the shareholders of the Company in proportion to their respective shareholdings.</p> <p>During the liquidation period, the Company shall survive but <b><u>shall not</u></b> carry out business activities unrelated to the liquidation.</p> <p>The Company's property shall not be distributed to the shareholders until it has been liquidated in accordance with the preceding paragraph.</p>	<p>insurance expense and statutory compensation owing to staffs and paying taxes owed and repayment of the Company's debts in accordance with the provisions above shall be distributed to the shareholders of the Company in proportion to their respective shareholdings.</p> <p>During the liquidation period, the Company shall survive but <b><u>shall not</u></b> carry out business activities unrelated to the liquidation.</p> <p>The Company's property shall not be distributed to the shareholders until it has been liquidated in accordance with the preceding paragraph.</p>
<p><b>Article 208</b> Members of the liquidation committee shall perform their duties in the liquidation and shall have the obligations of loyalty and diligence.</p> <p><b><u>Members of the liquidation committee shall not take advantage of their position to take bribes or other illegal income, or misappropriate the assets of the Company.</u></b> If members of the liquidation committee cause loss to the Company due to negligence in performing their duties, they shall be liable for compensation. If members of the liquidation committee cause loss to the Company or its creditors either willfully or due to material wrongdoings, they shall be liable for compensation.</p>	<p><b>Article 207</b> Members of the liquidation committee shall perform their duties in the liquidation and shall have the obligations of loyalty and diligence.</p> <p>If members of the liquidation committee cause loss to the Company due to negligence in performing their duties, they shall be liable for compensation. If members of the liquidation committee cause loss to the Company or its creditors either willfully or due to material wrongdoings, they shall be liable for compensation.</p>
<p><b>Article 210</b> The Company shall, amend the Articles of Association in any of the following circumstances:</p> <p>(1) After the Company Law or relevant laws or administrative regulations have been amended, the matters provided for in the Articles of Association are in conflict with the provisions of the amended laws or administrative regulations;</p> <p>(2) Changes in the circumstances of the Company which are inconsistent with the matters recorded in the Articles of Association;</p> <p>(3) The general meeting of shareholders decides to amend the Articles of Association.</p>	<p><b>Article 209</b> The Company shall, amend the Articles of Association in any of the following circumstances:</p> <p>(1) After the Company Law or relevant laws or administrative regulations have been amended, the matters provided for in the Articles of Association are in conflict with the provisions of the amended laws or administrative regulations;</p> <p>(2) Changes in the circumstances of the Company which are inconsistent with the matters recorded in the Articles of Association;</p> <p>(3) The general meeting of shareholders decides to amend the Articles of Association.</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<b>Article 219</b> The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice <b><u>shall not</u></b> invalidate the proceedings of the meeting or any resolution passed at the meeting.	<b>Article 218</b> The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice <b><u>shall not</u></b> invalidate <b><u>solely</u></b> the proceedings of the meeting or any resolution passed at the meeting.
<b>Article 227</b> All references to “above” <b><u>and</u></b> <b><u>“below”</u></b> in the Articles of Association shall be inclusive of the relevant number; while references to “less than” and “more than” shall be exclusive of the relevant number.	<b>Article 226</b> All references to “above” in the Articles of Association shall be inclusive of the relevant number; while references to <b><u>“exceed”</u></b> , <b><u>“beyond”</u></b> , “less than” and “more than” shall be exclusive of the relevant number.

In accordance with Article 121 of the Company Law, the Company has abolished the supervisory committee and the position of supervisor, and the audit committee will exercise the functions and powers of the supervisory committee as stipulated in the Company Law. Therefore, all references to “supervisory committee” and “supervisor(s)” in the Articles of Association have been deleted. In accordance with the Articles of Association of Listed Companies, all references to “or (或)” have been amended to “or (或者)” in the full text of the Chinese version, among other textual revisions. Due to the large number of involved articles, they are not presented on an article-by-article basis.

In addition to the above table, if the addition, deletion or rearrangement of certain articles results in changes to the serial numbers of articles, the serial numbers of articles in the amended Articles of Association shall be sequentially extended or reduced, and cross-referenced article numbers shall also be adjusted correspondingly.



**COMPARISON TABLE OF AMENDMENTS TO THE COMPANY'S RULES FOR PROCEEDINGS  
OF GENERAL MEETINGS OF THE SHAREHOLDERS**

Number and Content of the Existing Articles	Number and Content of the New Articles
<p><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 the relevant requirements of the laws, these Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), <u>the Rules for the General Meetings of Listed Companies</u>, the Governance Rules of Listed Companies, the listing rules of the Shanghai Stock Exchange and the Hong Kong Stock Exchange and the Articles of Association of the Company.</p>	<p><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 the relevant requirements of the laws, these Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), <u>the Rules for the General Meeting of Listed Companies</u>, the Governance Rules of Listed Companies, the listing rules of the Shanghai Stock Exchange and the Hong Kong Stock Exchange and the Articles of Association of the Company.</p>
<p>Newly added</p>	<p><b>Article 2</b> <u>The Rules shall apply to matters relating to the convening, proposal, notification and holding of the general meetings of the Company.</u></p>
<p><b>Article 8</b> <u>Independent directors shall have the right to propose the board to convene extraordinary general meetings but shall obtain the consent of a majority of all independent directors.</u> The board shall reply in writing regarding the acceptance <u>or</u> refusal to convene an extraordinary general meeting within ten (10) days upon receiving the request from the independent directors 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>	<p><b>Article 9</b> <u>With the consent of a majority of all independent directors, independent directors shall have the right to propose the board to convene extraordinary general meetings.</u> The board shall reply in writing regarding the acceptance <u>or</u> refusal to convene an extraordinary general meeting within ten (10) days upon receiving the request from the independent directors 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>

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**APPENDIX II****DETAILS OF PROPOSED AMENDMENTS TO THE  
COMPANY'S RULES FOR PROCEEDINGS OF  
GENERAL MEETINGS OF THE SHAREHOLDERS**

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Number and Content of the Existing Articles	Number and Content of the New Articles
<p><b>Article 9</b> <u>The supervisory committee</u> shall have the right to propose to the board of 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 <u>or</u> refusal to convene the extraordinary general meeting 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 <u>the supervisory committee</u>. If the board does not agree to convene the extraordinary general meeting or does not reply in writing 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 <u>the supervisory committee</u> may convene and preside over the meeting on its own.</p>	<p><b>Article 10</b> <u>The audit committee</u> shall have the right to propose to the board of 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 <u>or</u> refusal to convene the extraordinary general meeting 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 <u>the audit committee</u>. If the board does not agree to convene the extraordinary general meeting or does not reply in writing 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 <u>the audit committee</u> may convene and preside over the meeting on its own.</p>
<p><b>Article 10</b> Shareholders holding above 10% of shares (individually or together with others) 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, 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 <u>or</u> refusal to convene the extraordinary general meeting 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 within five (5) days upon the decision-making of the board. 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</p>	<p><b>Article 11</b> Shareholders holding above 10% of shares (individually or together with others) 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, 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 <u>or</u> refusal to convene the extraordinary general meeting 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 within five (5) days upon the decision-making of the board. 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</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>convene the extraordinary general meeting or does not reply in writing within ten (10) days upon receiving the request, shareholders holding above 10% of shares (individually or together with others) shall have the right to request <b><u>the supervisory committee</u></b> in writing to convene an extraordinary general meeting.</p> <p>If <b><u>the supervisory committee</u></b> agrees to convene the extraordinary general meeting, it shall issue a notice thereof within five (5) days of its receipt of the request, and any amendment made in the notice to the original requisition shall be subject to the consent of the relevant shareholders. If <b><u>the Supervisory Committee</u></b> fails to issue a notice of the general meeting within a specified period, it shall be deemed that <b><u>the Supervisory Committee</u></b> shall not convene and preside over the general meeting, the shareholder(s) separately or aggregately holding above 10% of the shares of the Company for above 90 consecutive days may convene and preside over the meeting by himself/herself/themselves.</p>	<p>convene the extraordinary general meeting or does not reply in writing within ten (10) days upon receiving the request, shareholders holding above 10% of shares (individually or together with others) shall have the right to request <b><u>the audit committee</u></b> in writing to convene an extraordinary general meeting.</p> <p>If <b><u>the audit committee</u></b> agrees to convene the extraordinary general meeting, it shall issue a notice thereof within five (5) days of its receipt of the request, and any amendment made in the notice to the original requisition shall be subject to the consent of the relevant shareholders. If <b><u>the audit committee</u></b> fails to issue a notice of the general meeting within a specified period, it shall be deemed that <b><u>the audit committee</u></b> shall not convene and preside over the general meeting, the shareholder(s) separately or aggregately holding above 10% of the shares of the Company for above 90 consecutive days may convene and preside over the meeting by himself/herself/themselves.</p>
<p><b>Article 11</b> <b><u>The supervisory committee</u></b> or shareholders, if decided to convene general meetings on their own, shall inform the board in writing and make filing with the Stock Exchange for record.</p> <p>Prior to the publication of announcement of the shareholders resolutions, holding by the convening shareholders shall not be less than 10%.</p> <p><b><u>The supervisory committee</u></b> or the convening Shareholders shall submit relevant evidence to the Stock Exchange upon the issuance of the notice of the Shareholders' general meeting and the announcement of the resolutions of the Shareholders' general meeting.</p>	<p><b>Article 12</b> <b><u>The audit committee</u></b> or shareholders, if decided to convene general meetings on their own, shall inform the board in writing and make filing with the Stock Exchange for record.</p> <p><b><u>The audit committee</u></b> or the convening Shareholders shall submit relevant evidence to the Stock Exchange upon the issuance of the notice of the Shareholders' general meeting and the announcement of the resolutions of the Shareholders' general meeting.</p> <p>Prior to the publication of announcement of the shareholders resolutions, holding by the convening shareholders shall not be less than 10%.</p>
<p><b>Article 12</b> The board and the secretary to the board should cooperate with <b><u>the supervisory committee or</u></b> shareholders convening general meetings on their own. The board shall provide the register of shareholders as of the share capital</p>	<p><b>Article 13</b> The board and the secretary to the board should cooperate with <b><u>the audit committee or</u></b> shareholders convening general meetings on their own. The board shall provide the register of shareholders as of the share capital registration</p>

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## DETAILS OF PROPOSED AMENDMENTS TO THE COMPANY'S RULES FOR PROCEEDINGS OF GENERAL MEETINGS OF THE SHAREHOLDERS

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>registration day. If the board of directors does not provide the register of shareholders, the person convening the meeting(s) may make an application to the securities registration and clearing organization to obtain the same by producing the relevant announcement of the notice of the general meeting(s). The register of shareholders obtained by the person convening the meeting shall not be used for any purpose other than convening of the general meeting(s).</p>	<p>day. If the board of directors does not provide the register of shareholders, the person convening the meeting(s) may make an application to the securities registration and clearing organization to obtain the same by producing the relevant announcement of the notice of the general meeting(s). The register of shareholders obtained by the person convening the meeting shall not be used for any purpose other than convening of the general meeting(s).</p>
<p><b>Article 13</b> The Company will bear all the necessary costs for the general meeting convened by <u>the supervisory committee or</u> shareholders.</p>	<p><b>Article 14</b> The Company will bear all the necessary costs for the general meeting convened by <u>the audit committee or</u> shareholders.</p>
<p><b>Article 15</b> In relation to a general meeting convene by the Company, the Board, <u>the Supervisory Committee</u> and shareholders separately or jointly holding above 1% of the shares of the Company are entitled to propose motions to the Company.</p> <p>Shareholders separately or aggregately holding above 1% of the shares of the Company, 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 proposals 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 <u>or</u> 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 14, shall not be voted on or resolved at the shareholders' meeting.</p>	<p><b>Article 16</b> In relation to the shareholders' general meeting convene by the Company, the Board, <u>the audit committee</u> and shareholders separately or jointly holding above 1% of the shares of the Company are entitled to propose motions to the Company.</p> <p>Shareholders separately or aggregately holding above 1% of the shares of the Company, 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 proposals within two (2) days after receiving the proposed, <u>and submit the extraordinary proposals to the general meeting for consideration. Except where the extraordinary proposals violates the provisions of laws, administrative regulations or the Articles of Association of the Company, or is beyond the scope of authority of the general meeting. The Company shall not increase the shareholding ratio of the shareholder(s) submitting the extraordinary proposals.</u></p> <p>Except as stipulated above, the Company shall not alter the motions listed in the notice of general meeting <u>or</u> add new motions after the notice of general meeting has been published.</p> <p>The proposals that have not been set out in the</p>

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## DETAILS OF PROPOSED AMENDMENTS TO THE COMPANY'S RULES FOR PROCEEDINGS OF GENERAL MEETINGS OF THE SHAREHOLDERS

Number and Content of the Existing Articles	Number and Content of the New Articles
	notice of the shareholders' general meeting or that do not comply with Article 15, shall not be voted on or resolved at the shareholders' general meeting.
<p><b>Article 16</b> When convening an annual general meeting, the Company shall give written notice of the annual general meeting to all shareholders <b><u>at least twenty-one (21) clear days</u></b> 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 <b><u>at least ten (10) clear business days or fifteen (15) days (whichever is longer)</u></b> 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.</p> <p>In calculating the notice period, the <b><u>date of issue of notice and</u></b> date of meeting shall be excluded. <b><u>The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange is open for the business of dealing in securities.</u></b></p>	<p><b>Article 17</b> When convening an annual general meeting, the Company shall give written notice of the annual general meeting to all shareholders <b><u>at least twenty (20) days</u></b> 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 <b><u>at least fifteen (15) days</u></b> 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.</p> <p>In calculating the notice period, the date of meeting shall be excluded.</p>
<p><b>Article 19</b> The notice and supplementary notice of general meeting shall fully disclose the details of all proposals and all necessary information or explanation required for the shareholders to make reasonable judgment on matters to be discussed. <b><u>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.</u></b></p>	<p><b>Article 20</b> The notice and supplementary notice of general meeting shall fully disclose the details of all proposals and all necessary information or explanation required for the shareholders to make reasonable judgment on matters to be discussed.</p>
<p><b>Article 23</b> <b><u>The Company shall hold its general meeting(s) at its premises or at the place required by the Articles of Association of the Company.</u></b></p> <p>The venue of the shareholders' general meeting of the Company shall be the domicile of the Company <b><u>or</u></b> such other place as may be specified in the</p>	<p><b>Article 24</b> The venue of the shareholders' general meeting of the Company shall be the domicile of the Company <b><u>or</u></b> such other place as may be specified in the notice of the general meeting of shareholders. The shareholders' general meeting will be in the form of physical meeting to be held on-site. The Company <b><u>shall</u></b>, in accordance with the</p>

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Number and Content of the Existing Articles	Number and Content of the New Articles
<p>notice of the general meeting of shareholders. A general meeting will be in the form of physical meeting to be held on-site. The Company <u>shall</u>, in accordance with the provisions of the laws, administrative regulations, the CSRC or its Articles of Association, adopt safe, economical and convenient networks and other means to facilitate the <u>participation of shareholders at the general meetings. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</u></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>provisions of the laws, administrative regulations, the CSRC or its Articles of Association, adopt safe, economical and convenient networks and other means to facilitate the shareholders.</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>Article 26</b> All the shareholders, or their proxies, appearing on the register of shareholders as of the record date shall be entitled to attend the general meeting(s) and the Company and the persons convening the meeting may not refuse their attending for any reason.</p>	<p><b>Article 27</b> All the shareholders, or their proxies, appearing on the register of shareholders as of the record date shall be entitled to attend the general meeting(s) and the Company and the persons convening the meeting may not refuse their attending for any reason. <u>Shareholders attending the general meeting shall be entitled to one vote for each share held, except for class shareholders. Shares held by the Company shall not be entitled to voting rights.</u></p>
<p><b>Article 31</b> <u>Letters authorizing proxies shall, at least 24 hours before the meeting that requires the votes to be cast or at least 24 hours before the designated voting time, be delivered to the Company's address or any other places specified in the notice convening the meeting.</u></p> <p>For <u>authorization letters</u> signed by other representatives of the shareholders, the letters authorizing the representative to sign or other documents of authorization shall be notarized. Such notarized authorization letters or other documents of authorization shall, along with the letters authorizing proxies, be placed at the Company's address or any other places specified in the notice convening the meeting.</p>	<p><b>Article 32</b> For <u>letters authorizing a voting proxy</u> signed by other representatives of the shareholders, the letters authorizing the representative to sign or other documents of authorization shall be notarized. Such notarized authorization letters or other documents of authorization shall, along with the letters authorizing proxies, be placed at the Company's address or any other places specified in the notice convening the meeting.</p>

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## DETAILS OF PROPOSED AMENDMENTS TO THE COMPANY'S RULES FOR PROCEEDINGS OF GENERAL MEETINGS OF THE SHAREHOLDERS

Number and Content of the Existing Articles	Number and Content of the New Articles
<u>Should the shareholder be a legal person, it should be represented at the general meeting(s) by its legal representative or persons authorized by the board or other decision-making bodies.</u>	
<b>Article 34</b> <u>During the general meeting, all of the Company's directors, supervisors and the secretary to the Board shall attend the meeting in person or by an entrusted agent in writing, the managers and other senior management members shall attend as observers.</u> However, if the above-mentioned persons do have valid reasons not to attend, they should submit a leave report to the convener of meeting one working day before the meeting.	<b>Article 35</b> <u>Where the general meeting requests the director or senior management to attend the meeting, the director or senior management shall attend the meeting and subject to questioning by shareholders.</u> However, if the above-mentioned persons do have valid reasons not to attend, they should submit a leave report to the convener of meeting one working day before the meeting.
<b>Article 35</b> The chairman shall preside over the general meeting. In the event of any inability or failure of the chairman to perform his duties, the vice chairman shall preside over the general meeting; in the event of any inability or failure of the vice chairman to perform his duties, a director jointly elected by a majority of the directors shall preside over the general meeting. A general meeting convened by the <u>supervisory committee</u> shall be presided over by the <u>chairman of the supervisory committee</u> . If the <u>chairman of the supervisory committee</u> is unable to, or fails to perform his/her duties, the <u>vice-chairman of the supervisory committee</u> shall preside over the meeting. <u>If the vice-chairman is unable to, or fails to perform his/her duties, a supervisor elected by a majority of the supervisors shall preside over the meeting.</u> A general meeting convened by the shareholders shall be chaired by a representative proposed by the convener(s). When a general meeting is held and the chairman of the meeting violates these rules which makes it difficult for the general meeting to continue, subject to the approval of a majority of the shareholders having the voting rights who are	<b>Article 36</b> The chairman shall preside over the general meeting. In the event of any inability or failure of the chairman to perform his duties, the vice chairman shall preside over the general meeting; and in the event that <u>the Company does not have the vice chairman or</u> any inability or failure of the vice chairman to perform his duties, a director jointly elected by a majority of the directors shall preside over the general meeting. A general meeting convened by the <u>audit committee</u> shall be presided over by the <u>convener of the audit committee</u> . <u>If the convener of the audit committee</u> is unable to, or fails to perform his/her duties, <u>one member of the audit committee jointly elected by a majority of the members of the audit committee shall preside over the meeting.</u> A general meeting convened by the shareholders shall be chaired by <u>the convener or</u> a representative proposed by the convener(s). When a general meeting is held and the chairman of the meeting violates these rules which makes it difficult for the general meeting to continue, subject to the approval of a majority of the shareholders having the voting rights who are

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## DETAILS OF PROPOSED AMENDMENTS TO THE COMPANY'S RULES FOR PROCEEDINGS OF GENERAL MEETINGS OF THE SHAREHOLDERS

Number and Content of the Existing Articles	Number and Content of the New Articles
present at the meeting, a person may be elected at the general meeting to act as the chairman of the meeting.	present at the meeting, a person may be elected at the general meeting to act as the chairman of the meeting.
<b>Article 41</b> <u>Matters not set out in the notice of general meeting(s) shall not be voted on at the general meeting(s). When considering proposals set out in the notice of the general meeting(s), no contents of proposals in connection with the preceding Article shall be amended, any amendment shall be regarded as a new proposal and</u> may not be voted on at the same general meeting.	<b>Article 42</b> <u>No proposal considered at a general meeting shall be amended; if any amendment is made, it shall be deemed as a new proposal, which</u> shall not be voted on at the same general meeting.
<b>Article 44</b> The general meeting(s) shall elect two shareholder representatives to participate in the counting and inspection of votes before the voting commences. Where a matter to be voted on is connected with a shareholder, the relevant shareholder and his/her proxies shall not participate in the counting and inspection of votes. When the general meeting(s) votes on the proposals, legal counsel, shareholder representatives <u>and supervisor representative</u> shall jointly count and inspect votes, further, an appointed auditor, the share registry or external accountant shall be engaged as scrutineer. The shareholders or their proxies voting through online or other means have the right to check their voting results through relevant voting systems.	<b>Article 45</b> The general meeting(s) shall elect two shareholder representatives to participate in the counting and inspection of votes before the voting commences. Where a matter to be voted on is connected with a shareholder, the relevant shareholder and his/her proxies shall not participate in the counting and inspection of votes. When the general meeting(s) votes on the proposals, legal counsel, shareholder representatives shall jointly count and inspect votes, further, an appointed auditor, the share registry or external accountant shall be engaged as scrutineer, <u>and the voting results shall be declared at the meeting.</u> The shareholders or their proxies voting through online or other means have the right to check their voting results through relevant voting systems.
<b>Article 48</b> <u>When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to a casting vote.</u>	Deleted
<b>Article 50</b> The following resolutions shall be adopted as ordinary resolutions at a general meeting: (1) working reports of the Board <u>and the supervisory committee</u> ; (2) profit distribution proposals and plans for making up losses formulated by the Board; (3) appointment and removal of directors,	<b>Article 50</b> The following resolutions shall be adopted as ordinary resolutions at a general meeting: (1) working reports of the Board; (2) profit distribution proposals and plans for making up losses formulated by the Board; (3) appointment and removal of directors, and determination of their emoluments and mode of



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Number and Content of the Existing Articles	Number and Content of the New Articles
<p><u>supervisors</u>, and determination of their emoluments and mode of payment;</p> <p><b><u>(4) annual financial budget programmes and settlement schemes of the Company;</u></b></p> <p><b><u>(5) annual reports of the Company;</u></b></p> <p>(6) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws and administrative regulations or the Articles of Association.</p> <p>When a resolution is proposed at the shareholders' general meeting with respect to the provision of guarantee for the benefit of a shareholder or a de facto controller by the Company, the shareholder or the shareholder controlled by the de facto controller as mentioned shall abstain from voting. Such resolution requires the approval by a majority of the other shareholders (including proxies) present at the shareholders' general meeting.</p>	<p>payment;</p> <p>(4) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws and administrative regulations or the Articles of Association.</p> <p>When a resolution is proposed at the shareholders' general meeting with respect to the provision of guarantee for the benefit of a shareholder or a de facto controller by the Company, the shareholder or the shareholder controlled by the de facto controller as mentioned shall abstain from voting. Such resolution requires the approval by a majority of the other shareholders (including proxies) present at the shareholders' general meeting.</p>
<p><b>Article 51</b> The following resolutions shall be adopted as special resolutions at a general meeting:</p> <p>(1) increase or reduction of registered share capital of the Company;</p> <p>(2) split, division, merger, dissolution and liquidation of the Company;</p> <p>(3) amendments to these Articles of Association;</p> <p>(4) the major assets purchased or sold by the Company or the <u>guaranteed amount</u> within one year reaching or exceeding 30% of the latest period's audited total assets;</p> <p>(5) share incentive scheme;</p> <p>(6) other matters approved by ordinary resolution of the general meeting pursuant to the laws, administrative regulations or the Articles of Association which are determined to materially affect the Company and need to be approved by special resolution.</p>	<p><b>Article 51</b> The following resolutions shall be adopted as special resolutions at a general meeting:</p> <p>(1) increase or reduction of registered share capital of the Company;</p> <p>(2) split, division, merger, dissolution and liquidation of the Company;</p> <p>(3) amendments to these Articles of Association;</p> <p>(4) the major assets purchased or sold by the Company or the <u>amount of guarantee provided to others</u> within one year reaching or exceeding 30% of the latest period's audited total assets;</p> <p>(5) share incentive scheme;</p> <p>(6) other matters approved by ordinary resolution of the general meeting pursuant to the laws, administrative regulations or the Articles of Association which are determined to materially affect the Company and need to be approved by special resolution.</p>
<p><b>Article 55</b> Any resolution passed by the general meeting(s) in violation of laws and administrative regulations shall be void.</p> <p>.....</p> <p>Where the convening procedures and the voting</p>	<p><b>Article 55</b> Any resolution passed by the general meeting(s) in violation of laws and administrative regulations shall be void.</p> <p>.....</p> <p>Where the convening procedures and the voting</p>

Number and Content of the Existing Articles	Number and Content of the New Articles
<p>manner of a general meeting is in violation of law, administrative regulation or the Articles of Association of the Company, 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 sixty (60) days from the date on which the resolution was made, unless there is only a minor defect in the procedures for convening a shareholders' general meeting or the Board meeting or in the manner of voting thereat, which does not materially affect the resolution.</p>	<p>manner of a general meeting is in violation of law, administrative regulation or the Articles of Association of the Company, 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 sixty (60) days from the date on which the resolution was made, unless there is only a minor defect in the procedures for convening a shareholders' general meeting or the Board meeting or in the manner of voting thereat, which does not materially affect the resolution.</p> <p><u>Where the Board, shareholders and other relevant parties dispute the matters such as the legality of qualifications of the convener, the convening procedures, the legality of the proposal and the validity of a resolution passed at the general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgment or ruling to rescind the resolution, the relevant parties shall execute the resolution of the general meeting. The Company, the directors and senior management members shall duly perform their duties to ensure the normal operation of the Company.</u></p> <p><u>If the people's court makes a judgement or ruling on the relevant matters, the Company shall perform its information disclosure obligations in accordance with the laws and administrative regulations, the provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they shall be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled.</u></p>

In accordance with Article 121 of the Company Law, all references to the “supervisory committee” and “supervisor(s)” in the Rules for Proceedings of General Meetings of the Shareholders have been deleted. In accordance with the Rules for the General Meetings of Listed Companies, all references to “or (或)” have been amended to “or (或者)” in the full text of the Chinese version, among other textual revisions. Due to the large number of involved articles, they are not presented on an article-by-article basis. In addition to the above table, if the addition, deletion or rearrangement of certain articles results in changes to the serial numbers of articles, the serial numbers of articles in the amended Rules for Proceedings of General Meeting of the Shareholders shall be sequentially extended or reduced, and cross-referenced article numbers shall also be adjusted correspondingly.

**COMPARISON TABLE OF AMENDMENTS TO THE COMPANY'S RULES FOR THE  
PROCEEDINGS OF THE BOARD OF DIRECTORS**

Number and Content of the Existing Articles	Number and Content of the New Articles
<p><b>Article 2</b> A Board shall be established by the Company. The Board shall comprise eleven (11) directors with one chairman and may have one Vice-chairman. <u><b>Independent directors shall not account for less than one-third of the members of the Board and shall include at least one accounting professional.</b></u></p>	<p><b>Article 2</b> A Board shall be established by the Company. The Board shall comprise eleven (11) directors, <u><b>among which, independent directors shall not account for less than one-third of the members of the Board and shall include at least one accounting professional and at least one director who is an employee representative. The senior management members may concurrently serve as directors provided that the number of directors concurrently serving as senior management and employee representative directors shall not exceed one-half of the total number of directors of the Company.</b></u> The Board shall have one chairman and may have one vice-chairman.</p>
<p><b>Article 3</b> The Board is accountable to the shareholders' general meeting and shall exercise the following powers:</p> <p>(1) to convene shareholders' general meetings and report its work to the shareholders' general meeting;</p> <p>(2) to implement the resolutions of shareholders' general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p><u><b>(4) to formulate the Company's plans on annual financial budgets and final budgetary report;</b></u></p> <p>(5) to formulate the Company's profit distribution plans and plans on making up losses;</p> <p>(6) to formulate <u><b>proposals</b></u> for increase or decrease of the registered capital of the Company <u><b>and</b></u> the issue of bonds <u><b>of the Company;</b></u></p> <p>(7) to formulate plans for major acquisitions, purchase of shares of the Company or plans for merger, split, dissolution or alteration of corporate form of the Company;</p> <p>(8) to determine external investments, purchases and sales of assets, pledge of assets, external guarantees, entrusted asset management, connected</p>	<p><b>Article 3</b> The Board is accountable to the shareholders' general meeting and shall exercise the following powers:</p> <p>(1) to convene shareholders' general meetings and report its work to the shareholders' general meeting;</p> <p>(2) to implement the resolutions of shareholders' general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to formulate the Company's profit distribution plans and plans on making up losses;</p> <p>(5) to formulate proposals for increase or decrease of the registered capital, the issuance of the Company's debentures <u><b>or other securities and the listing;</b></u></p> <p>(6) to formulate plans for major acquisitions, purchase of shares of the Company or plans for merger, split, dissolution or alteration of corporate form of the Company;</p> <p>(7) to determine external investments, purchases and sales of assets, pledge of assets, external guarantees, entrusted asset management, connected transactions and external donations of the</p>

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**APPENDIX III****DETAILS OF PROPOSED AMENDMENTS TO THE  
COMPANY'S RULES FOR PROCEEDINGS OF  
THE BOARD OF DIRECTORS**

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Number and Content of the Existing Articles	Number and Content of the New Articles
<p>transactions and external donations of the Company within the scope of the authority granted by shareholders' general meeting;</p> <p>(9) to determine the establishment of the Company's internal management structure;</p> <p>(10) to determine the appointment or removal of the manager of the Company, the secretary to the Board and other senior management and to decide on their remunerations and rewards and penalties; to determine the appointment or removal of the deputy manager, chief financial officer and other senior management of the Company based on the nomination by the manager and to decide on matters about their remunerations and rewards and penalties;</p> <p>(11) to <b>formulate</b> the basic management system of the Company;</p> <p>(12) to formulate proposals for amendment to the Articles of Association of the Company;</p> <p>(13) to manage information disclosure of the Company;</p> <p>(14) to propose the appointment or removal of the Company's auditors to the shareholders' general meeting;</p> <p>(15) to receive the work report and inspect the work of the manager of the Company;</p> <p>(16) other powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>When the Board decides on major issues of the Company's headquarter, it should listen to the opinions of the Company's Party Branch in advance.</p>	<p>Company within the scope of the authority granted by shareholders' general meeting;</p> <p>(8) to determine the establishment of the Company's internal management structure;</p> <p>(9) to determine the appointment or removal of the manager of the Company, the secretary to the Board and other senior management and to decide on their remunerations and rewards and penalties; to determine the appointment or removal of the deputy manager, chief financial officer and other senior management of the Company based on the nomination by the manager and to decide on matters about their remunerations and rewards and penalties;</p> <p>(10) to <b>formulate</b> the basic management system of the Company;</p> <p>(11) to formulate proposals for amendment to the Articles of Association of the Company;</p> <p>(12) to manage information disclosure of the Company;</p> <p>(13) to propose the appointment or removal of the Company's auditors to the shareholders' general meeting;</p> <p>(14) to receive the work report and inspect the work of the manager of the Company;</p> <p>(15) other powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>When the Board decides on major issues of the Company's headquarter, it should listen to the opinions of the Company's Party Branch in advance.</p>
<p><b>Article 5</b> The Board shall set up strategy committee, audit committee, nomination committee and remuneration and appraisal committee. The special committees shall all comprise of directors. The term of office of the members is the same as that of the directors and they are eligible for re-election upon expiry of their terms of office.</p>	<p><b>Article 5</b> The Board shall set up strategy committee, audit committee, nomination committee and remuneration and appraisal committee. The special committees shall all comprise of directors. The term of office of the members is the same as that of the directors and they are eligible for re-election upon expiry of their</p>

## APPENDIX III

## DETAILS OF PROPOSED AMENDMENTS TO THE COMPANY'S RULES FOR PROCEEDINGS OF THE BOARD OF DIRECTORS

Number and Content of the Existing Articles	Number and Content of the New Articles
	terms of office. <b><u>The audit committee shall exercise the functions and powers as stipulated in the Company Law.</u></b>
<b>Article 18</b> Meetings of the Board shall be convened and chaired by the chairman of the Board. If the chairman of the Board is unable to perform his duties or refuses to perform his duties, the vice-chairman of the Board shall act in his place, and <b><u>if the vice-chairman</u></b> is unable to perform his duties or refuses to perform his duties, <b><u>a majority of the Board members</u></b> shall joint elect one of the Board members to convene and preside at a meeting of the Board.	<b>Article 18</b> Meetings of the Board shall be convened and chaired by the chairman of the Board. If the chairman of the Board is unable to perform his duties or refuses to perform his duties, the vice-chairman of the Board shall act in his place, and <b><u>if there is no vice-chairman of the Company or the vice-chairman</u></b> is unable to perform his duties or refuses to perform his duties, <b><u>a majority of the Board members</u></b> shall joint elect one of the Board members to convene and preside at a meeting of the Board.
<b>Article 28</b> After each resolution has been fully discussed, the presiding officer shall, in a timely manner, invite the Directors present at the meeting to vote on it. Resolutions of the Board meeting shall be made by way of voting with one vote by each director, and conducted by way of an on-site written ballot, an on-site show of hands or by means of a communication ballot. <b><u>If the number of opposing votes and that of affirmative votes are the same, the chairman of the Board shall be entitled to have a casting vote.</u></b> A director may cast a vote as affirmative, opposing or abstention vote. Each attending director shall express his/her voting intention by choosing one of the above. The chairman of the meeting shall request each director who fails to choose any of the above or have chosen more than two of the above to vote again, a director who failed to do so shall be deemed to have abstained from voting.	<b>Article 28</b> After each resolution has been fully discussed, the presiding officer shall, in a timely manner, invite the Directors present at the meeting to vote on it. Resolutions of the Board meeting shall be made by way of voting with one vote by each director, and conducted by way of an on-site written ballot, an on-site show of hands or by means of a communication ballot. A director may cast a vote as affirmative, opposing or abstention vote. Each attending director shall express his/her voting intention by choosing one of the above. The chairman of the meeting shall request each director who fails to choose any of the above or have chosen more than two of the above to vote again, a director who failed to do so shall be deemed to have abstained from voting.

In accordance with Article 121 of the Company Law, all references to the “supervisory committee” and “supervisor(s)” in the Rules for Proceedings of General Meeting of the Shareholders of the Shareholders have been deleted. In accordance with the Rules for the General Meetings of Listed Companies, all references to “or (或)” have been amended to “or (或者)” in the full text of the Chinese version, among other textual revisions. Due to the large number of involved articles, they are not presented on an article-by-article basis.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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

**(H Shares Stock Code: 00317)**

### NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2025 AND CLOSURE OF REGISTER OF MEMBERS

**NOTICE IS HEREBY GIVEN** that the third extraordinary general meeting of 2025 (the “**EGM**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) will be held at the Conference Room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, The People's Republic of China (the “**PRC**”) at 10:00 a.m. on Thursday, 21 August 2025, at which the following resolutions will be proposed for consideration:

#### **SPECIAL RESOLUTIONS**

1. To consider and approve the resolution on proposed amendments to the Articles of Association;
2. To consider and approve the resolution on proposed amendments to the Company's Rules for Proceedings of General Meetings of the Shareholders;
3. To consider and approve the resolution on proposed amendments to the Company's Rules for Proceedings of the Board of Directors; and
4. To consider and approve the resolution on proposed dissolution of the Supervisory Committee of the Company and abolishment of the Rules for Proceedings of the Supervisory Committee.

#### **Ordinary Resolution Adopting Cumulative Voting**

5. To consider and approve the resolution on the election of Mr. Luo Bing as an executive Director of the Company.

In order to determine the entitlement of the shareholders of overseas listed foreign shares (“**H Shares**”) to attend the EGM, the register of members of the Company will be closed from 18 August 2025 to 21 August 2025 (both days inclusive). Holders of H Shares who have lodged the duly completed transfer documents accompanied by the relevant share certificates with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on 15 August 2025, the transferee but not the transferor shall be regarded as holder of the relevant H Shares and will be entitled to attend and vote at the EGM. Holders of H Shares whose names are recorded in the register of member of the Company on 21 August 2025 are entitled to attend the EGM.

By order of the Board

**CSSC Offshore & Marine Engineering (Group) Company Limited**

**Li Zhidong**

*Company Secretary*

Guangzhou, 31 July 2025

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*As at the date of this notice, the Board comprises eight Directors, namely executive Director Mr. Chen Liping; non-executive Directors Mr. Gu Yuan, Mr. Ren Kaijiang and Mr. Yin Lu; and independent non-executive Directors Mr. Lin Bin, Mr. Nie Wei, Mr. Li Zhijian and Ms. Xie Xin.*

*Notes:*

1. For details of the resolutions to be considered at the EGM and other related matters, please refer to the announcements of the Company dated 11 July 2025 and 22 July 2025 published on the website of The Stock Exchange of Hong Kong Limited and the circular despatched on 31 July 2025.
2. Any shareholder who is entitled to attend and vote at the EGM has the right to appoint one or more proxies to do so on behalf of himself, and the proxy needs not be a shareholder of the Company. In order to ensure validity, completed proxy forms and other authorization documents (if any) must be delivered to the registered office of the Company not less than 24 hours before the time scheduled for the holding of the EGM (in case of holders of A shares). Holders of H shares must deliver completed proxy forms and other authorization documents (if any) to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude the shareholders from attending and voting in person at the EGM should they so wish.
3. The resolution at the EGM will be voted on by poll.
4. Shareholders and proxies must show their identification documents when attending the EGM.
5. The EGM will last for half a day. Shareholders and proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.
6. The registered office of the Company is at the Board of Directors' Office of CSSC Offshore & Marine Engineering (Group) Company Limited at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC (post code: 510250).

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