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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 this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Suntien Green Energy Corporation Limited, you should at once hand this supplemental circular, together with the accompanying Second Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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### **China Suntien Green Energy Corporation Limited\*** **新天綠色能源股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 00956)**

#### **(1) AMENDMENTS TO THE ARTICLES OF ASSOCIATION (2) AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS (3) AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS AND SUPPLEMENTAL NOTICE OF AGM**

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This supplemental circular should be read in conjunction with the AGM Circular and the AGM Notice of the Company dated 6 June 2025. The Company will convene the 2024 annual general meeting as originally scheduled at 9:30 a.m. on Friday, 27 June 2025 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. The supplemental notice containing the supplemental resolutions to be proposed at the AGM is set out on pages AGM-1 to AGM-2 of this supplemental circular.

The Second Proxy Form of the AGM is enclosed to this supplemental circular. If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying Second Proxy Form published and dispatched with this supplemental circular and the supplemental notice of the AGM in accordance with the instructions printed thereon. For holders of H shares, the Second Proxy Form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time fixed for holding the AGM (i.e. on or before 9:30 a.m. on Thursday, 26 June 2025 in respect of the AGM) or any adjourned meeting thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

\* For identification purposes only

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## DEFINITIONS

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

“A Share(s)”	means ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each subscribed for and paid up in RMB, which is listed on the Main Board of the Shanghai Stock Exchange and traded in Renminbi
“AGM” or “Annual General Meeting”	means the 2024 annual general meeting of the Company to be held at 9:30 a.m. on Friday, 27 June 2025 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC
“AGM Circular”	means the circular of the Company dated 6 June 2025 in relation to the matters to be considered and approved at the AGM
“AGM Notice”	means the notice of the AGM dated 6 June 2025
“Articles of Association”	means the articles of association of the Company, as amended from time to time
“Board of Directors” or “Board”	means the board of directors of the Company
“Board of Supervisors”	means the board of supervisors of the Company
“Company”	means China Suntien Green Energy Corporation Limited (新天綠色能源股份有限公司), a joint stock limited company incorporated on 9 February 2010 in the PRC with limited liability
“Director(s)”	means director(s) of the Company
“First Proxy Form”	means the proxy form dispatched by the Company in conjunction with the AGM Circular and the AGM Notice on 6 June 2025
“H Share(s)”	means overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on The Stock Exchange of Hong Kong Limited and traded in Hong Kong dollars
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Independent Director(s)”	means the independent non-executive Director(s) of the Company
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC” or “China”	means the People’s Republic of China, excluding, for the purpose of this supplemental circular only, Hong Kong, Macau Special Administrative Region, and Taiwan region
“RMB”	means Renminbi, the lawful currency of the PRC
“Second Proxy Form”	means the proxy form dispatched by the Company in conjunction with this supplemental circular on 12 June 2025
“Share(s)”	means shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the A Shares and H Shares
“Shareholder(s)”	means holders of the Shares

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## LETTER FROM THE BOARD OF DIRECTORS

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### **China Suntien Green Energy Corporation Limited\*** **新天綠色能源股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 00956)**

**Board of Directors:**

*Non-executive Directors:*

Dr. Cao Xin (*Chairman*)

Dr. Li Lian Ping

Mr. Qin Gang

Mr. Wang Tao

Ms. Zhang Xu Lei

*Executive Director:*

Mr. Tan Jian Xin (*President*)

*Independent Non-executive Directors:*

Mr. Guo Ying Jun

Mr. Chan Yik Pun

Dr. Lin Tao

**Registered Office and Headquarters:**

9th Floor, Block A, Yuyuan Plaza

No. 9 Yuhua West Road

Shijiazhuang City, Hebei Province  
the PRC

**Principal place of business  
in Hong Kong:**

Suite 2104-05

Prudential Tower

The Gateway

Harbour City

Kowloon

Hong Kong

12 June 2025

*To the Shareholders*

Dear Sirs and Madams,

**(1) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(2) AMENDMENTS TO THE RULES OF PROCEDURE OF**  
**GENERAL MEETINGS**  
**(3) AMENDMENTS TO THE RULES OF PROCEDURE OF**  
**THE BOARD OF DIRECTORS**  
**AND**  
**SUPPLEMENTAL NOTICE OF AGM**

**I. INTRODUCTION**

References are made to the AGM Circular and the AGM Notice of the Company dated 6 June 2025, which set out the time and venue of the AGM and contain the resolutions to be proposed at the meeting for the Shareholders' consideration.

\* For identification purpose only

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## LETTER FROM THE BOARD OF DIRECTORS

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The Company will convene the AGM as originally scheduled at 9:30 a.m. on Friday, 27 June 2025 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. In addition to the resolutions contained in the AGM Notice, the supplemental resolutions contained in the supplemental notice as set out on pages AGM-1 to AGM-2 of this supplemental circular will also be considered and, if thought fit, approved at the same meeting.

### II. BUSINESSES TO BE CONSIDERED AT THE AGM

The matters to be considered at the AGM are detailed in the AGM Notice, which was dispatched to Shareholders on 6 June 2025.

The supplemental resolutions proposed at the AGM for Shareholders' consideration include:

- (1) Resolution on the amendments to the Articles of Association of the Company;
- (2) Resolution on the amendments to the Rules of Procedure of General Meetings of the Company; and
- (3) Resolution on the amendments to the Rules of Procedure of the Board of Directors of the Company.

This supplemental circular is intended to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for, against or abstain from the proposed supplemental resolutions at the AGM.

#### 1. Resolution on the amendments to the Articles of Association of the Company

In accordance with the provisions of the new Company Law of the People's Republic of China (《中華人民共和國公司法》) which came into effect on 1 July 2024, the Transitional Period Arrangements for the Implementation of the Rules of the Supporting System of the New Company Law (《關於新公司法配套制度規則實施相關過渡期安排》) and the Guidelines on the Articles of Association of Listed Companies (Revised in 2025) (《上市公司章程指引》(2025年修訂)) issued by the China Securities Regulatory Commission, and other relevant laws, regulations, normative documents and regulatory requirements, and in light of the actual situation of the Company, the Company intends to make amendments to the relevant provisions in the Articles of Association. The main amendments include: (1) the removal of the supervisors and the Board of Supervisors, with the relevant functions of the Board of Supervisors to be exercised by the Audit Committee of the Board; (2) for the purpose of further optimising the governance structure of the Company and enhancing the level of standardized operation of the Board, the Company intends to increase the number of members of the Board from 9 to 11, with the number of Independent Directors increasing from 3 to 4; and (3) other amendments.

The comparison table of the amendments to the Articles of Association is set out in Appendix I to this supplemental circular.

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## LETTER FROM THE BOARD OF DIRECTORS

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### **2. Resolution on the amendments to the Rules of Procedure of General Meetings of the Company**

To align with the above proposed amendments to the Articles of Association, the Company intends to amend the Rules of Procedure of Shareholder's Meetings simultaneously and rename it as the Rules of Procedure of General Meetings.

The comparison table of the amendments to the Rules of Procedure of General Meetings is set out in Appendix II to this supplemental circular.

### **3. Resolution on the amendments to the Rules of Procedure of the Board of Directors of the Company**

To align with the above proposed amendments to the Articles of Association, the Company intends to amend the Rules of Procedure of the Board of Directors simultaneously.

The comparison table of the amendments to the Rules of Procedure of the Board of Directors is set out in Appendix III to this supplemental circular.

## **III. AGM**

The Second Form of Proxy of the AGM is enclosed to this supplemental circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying Second Proxy Form published and dispatched with this supplemental circular and the supplemental notice of the AGM in accordance with the instructions printed thereon. For holders of H shares, the Second Proxy Form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time fixed for holding the AGM (i.e. on or before 9:30 a.m. on Thursday, 26 June 2025 in respect of the AGM) or any adjourned meeting thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

Shareholders who intend to appoint proxies to attend the AGM but have not returned the First Proxy Form shall only return the Second Proxy Form while do not need to return the First Proxy Form.

Shareholders who have returned the First Proxy Form shall note that:

- (a) if the Shareholders fail to return the Second Proxy Form 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof, the First Proxy Form duly completed and returned by the Shareholders will be deemed as a valid proxy form. In addition to those resolutions contained in the AGM Notice and the First Proxy Form, the proxy appointed by the Shareholder shall also be entitled to vote at its/his/her discretion or abstain from voting on any resolutions duly proposed at the AGM, including the supplemental resolutions set out in the supplemental notice of the AGM.

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## LETTER FROM THE BOARD OF DIRECTORS

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- (b) if the Second Proxy Form has been returned 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof, the First Proxy Form previously returned by the Shareholder shall be revoked and superseded by the Second Proxy Form. The duly completed Second Proxy Form will be deemed as a valid proxy form.

Except for the supplemental resolutions set out in the supplemental notice of the AGM, other matters of the AGM remain unchanged.

For details of other resolutions proposed at the AGM for approval, qualifications for attending the AGM, registration procedures, closure of register of member arrangements and other matters, please refer to the AGM Circular and the AGM Notice of the Company dated 6 June 2025.

### IV. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the AGM will exercise his/her power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

### V. RECOMMENDATIONS

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

Yours faithfully

**Cao Xin**

*Chairman*



# APPENDIX I

# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Name	China Suntien Green Energy Corporation Limited Articles of Association (Effective upon the Listing of A Shares)	China Suntien Green Energy Corporation Limited Articles of Association ( <del>Effective upon the Listing of A Shares</del> )
Article 1	In order to safeguard the lawful rights and interests of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”) and its shareholders and creditors, regulate the Company’s organization and behaviour, the Articles of Association are stipulated in accordance with the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), the “Guidelines for Articles of Association of Listed Companies” (hereinafter referred to as the “Guidelines for Articles of Association”), the “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (hereinafter referred to as the “Hong Kong Listing Rules”), the “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange” (hereinafter referred to as the “SSE Listing Rules”) and other relevant requirements.	In order to safeguard the lawful rights and interests of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”) and its shareholders, <b>employees</b> and creditors, regulate the Company’s organization and behaviour, the Articles of Association are stipulated in accordance with the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), the “Guidelines for Articles of Association of Listed Companies” (hereinafter referred to as the “Guidelines for Articles of Association”), the “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (hereinafter referred to as the “Hong Kong Listing Rules”), the “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange” (hereinafter referred to as the “SSE Listing Rules”) and other relevant requirements.
Article 2	<p>The Company is a joint stock limited company established in accordance with the Company Law and other relevant laws and administrative regulations of the PRC.</p> <p>The Company was established by way of promotion with the approval of the State-owned Assets Supervision and Administration Commission of the People’s Government of Hebei Province under Circular Ji Guo Zi Fa Gai Ge Fa Zhan [2009] No. 198, registered with Commerce and Administration Bureau in Hebei Province on 9 February 2010.</p> <p>.....</p>	<p>The Company is a joint stock limited company established in accordance with the Company Law and other relevant laws and administrative regulations of the PRC.</p> <p>The Company was established by way of promotion with the approval of the State-owned Assets Supervision and Administration Commission of the People’s Government of Hebei Province under Circular Ji Guo Zi Fa Gai Ge Fa Zhan [2009] No. 198, registered with Commerce and Administration Bureau in Hebei Province on 9 February 2010 <b>and obtained its business license. The Uniform Social Credit Code is 91130000550443412N.</b></p> <p>.....</p>

# APPENDIX I

# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 5	The president of the Company is the legal representative of the Company.	<p>The president of the Company is the legal representative of the Company.</p> <p><u>If the president serving as the legal representative resigns as president, he/she shall be deemed to have resigned as the legal representative at the same time.</u></p> <p><u>Upon resignation of the legal representative, the Company shall determine a new legal representative within 30 days from the date of the resignation.</u></p>
(Newly added) Article 6	Newly added	<p><u>The legal consequences of civil activities performed 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 in the Articles of Association or by the general meeting shall not be asserted against a bona fide counterpart.</u></p> <p><u>Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall bear the civil liabilities for such damage. The Company may, after bearing such civil liabilities, seek indemnification from the legal representative at fault in accordance with laws or the Articles of Association.</u></p>
Article 6 (Article 7 as amended)	<p>.....</p> <p>All the capital of the Company shall be divided into equal shares. Shareholders of the Company are liable to the extent of their capital contribution, and the Company is liable for its debts to the extent of all of its assets.</p>	<p>.....</p> <p>All the capital of the Company shall be divided into equal shares. Shareholders of the Company are liable to the extent of their capital contribution, and the Company is liable for its debts to the extent of all of its <del>assets</del><b>properties</b>.</p>
Article 7 (Article 8 as amended)	The Articles of Association shall become effective on the date when a special resolution of the shareholder's meeting of the Company is passed.	The Articles of Association shall become effective on the date when a special resolution of the <del>shareholder's</del> <b>general</b> meeting of the Company is passed.

# APPENDIX I

# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 8 (Article 9 as amended)	<p>The Articles of Association shall have binding effect on the Company and its shareholders, directors, supervisors, president and other senior management, and the aforesaid personnel shall be entitled to assert their rights on matters in relations to the Company in accordance with the Articles of Association.</p> <p>Shareholders may institute legal proceedings against the Company in accordance with the Articles of Association; shareholders may institute legal proceedings against the other shareholders in accordance with the Articles of Association; shareholders of the Company may institute legal proceedings against the directors, supervisors, president and other senior management of the Company in accordance with the Articles of Association; the Company may institute legal proceedings against its shareholders, directors, supervisors, president and other senior management in accordance with the Articles of Association.</p> <p>“Other senior management” mentioned in the preceding paragraph includes vice president, chief accountant, general engineer, and secretary of board of directors.</p>	<p>The Articles of Association shall have binding effect on the Company and its shareholders, directors, <del>supervisors, president</del> and <del>other</del> senior management, and the aforesaid personnel shall be entitled to assert their rights on matters in relations to the Company in accordance with the Articles of Association.</p> <p>Shareholders may institute legal proceedings against the Company in accordance with the Articles of Association; shareholders may institute legal proceedings against the other shareholders in accordance with the Articles of Association; shareholders of the Company may institute legal proceedings against the directors, <del>supervisors, president and other</del> senior management of the Company in accordance with the Articles of Association; the Company may institute legal proceedings against its shareholders, directors, <del>supervisors, president and other</del> senior management in accordance with the Articles of Association.</p> <p>“<del>Other s</del>Senior management” mentioned in the <del>preceding paragraph</del><u>Articles of Association</u> <del>includes</del><u>refers to the Company’s president,</u> vice president, chief accountant, general engineer, and secretary of board of directors.</p>
Article 10 (Article 11 as amended)	<p>The Company may invest in other enterprises. However, unless it is otherwise provided for by any law, it shall not become a capital contributor that shall bear several and joint liabilities for the debts of the enterprises in which it invests.</p>	<p>The Company may invest in other enterprises. <del>However, unless it is otherwise provided for by</del><u>If any law, it provides that the</u> <del>Company</del> shall not become a capital contributor that shall bear several and joint liabilities for the debts of the enterprises in which it invests, <u>the provisions shall prevail.</u></p>
Article 16 (Article 17 as amended)	<p>The share of the Company shall be issued in accordance with the open, fair and impartial principles that each share of the same class shall enjoy equal rights.</p> <p>The issue terms and price of each share of the same class shall be the same when issued at the same time; the paid up amount of each subscription share as subscribed by any unit or individual shall carry the same price.</p>	<p>The share of the Company shall be issued in accordance with the open, fair and impartial principles that each share of the same class shall enjoy equal rights.</p> <p>The issue terms and price of each share of the same class shall be the same when issued at the same time; the paid up amount of each subscription share as subscribed by <u>a subscriber</u> <del>any unit or individual</del> shall carry the same price.</p>
Article 20 (Article 21 as amended)	<p>The registered capital of the Company is RMB4,205,693,073.00.</p> <p>The domestic shares issued by the Company are centrally deposited with the China Securities Depository and Clearing Corporation Limited. The foreign invested shares listed overseas issued by the Company are deposited in accordance with Article 41 of the Articles of Association.</p>	<p>The registered capital of the Company is RMB4,205,693,073.00.</p> <p>The domestic shares issued by the Company are centrally deposited with the China Securities Depository and Clearing Corporation Limited. The foreign invested shares listed overseas issued by the Company are deposited in accordance with Article <del>41</del><u>36</u> of the Articles of Association.</p>

# APPENDIX I

# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 21 (Article 22 as amended)	<p>The Company or a subsidiary of the Company (including an affiliated company of the Company) shall not provide any financial assistance in the form of gifts, advances, guarantees, indemnities, or loans to a person who is purchasing or proposing to purchase shares of the Company.</p>	<p>The Company or a subsidiary of the Company (including an affiliated company of the Company) shall not provide any financial assistance in the form of gifts, advances, guarantees, indemnities, or loans to a person who <del>is purchasing or proposing to purchase shares of the Company</del> <u>lending for others to acquire shares of the Company or its parent company, except when the Company implements the employee share ownership plan.</u></p> <p><u>For the interests of the Company, by resolution of the general meeting, or by resolution of the board of directors in accordance with the Articles of Association or the authorization of the general meeting, the Company may provide financial assistance for others to acquire shares of the Company or its parent company, provided that the total cumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. Such resolution made by the board of directors shall be passed by two-thirds or more of all directors.</u></p>
Article 22 (Article 23 as amended)	<p>The Company may, in accordance with the requirements of its business operations and development, increase its capital in the following ways based on the provisions of laws and regulations and by separate resolution of the shareholder's meeting:</p> <ol style="list-style-type: none"> <li>(1) public offering of shares;</li> <li>(2) non-public offering of shares;</li> <li>(3) conduct a bonus issue of shares to the existing shareholders;</li> <li>(4) conversion of capital reserve; or</li> <li>(5) other methods as approved by laws, administrative regulations and the CSRC.</li> </ol>	<p>The Company may, in accordance with the requirements of its business operations and development, increase its capital in the following ways based on the provisions of laws and regulations and by separate resolution of the <del>shareholder's general</del> meeting:</p> <ol style="list-style-type: none"> <li>(1) <del>public offering of shares</del> <u>issuing shares to unspecified parties;</u></li> <li>(2) <del>non-public offering of shares</del> <u>issuing shares to specified parties;</u></li> <li>(3) conduct a bonus issue of shares to the existing shareholders;</li> <li>(4) conversion of capital reserve; or</li> <li>(5) other methods as <del>approved</del> <u>required</u> by laws, administrative regulations and the CSRC.</li> </ol> <p><u>Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders shall not have any pre-emptive rights unless the Articles of Association provides otherwise or the general meeting resolves that the shareholders shall have such pre-emptive rights.</u></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 23 (Article 24 as amended)	The Company shall not accept its shares as subject matter of pledge.	The Company shall not accept its shares as subject matter of pledge.
Article 24 (Article 25 as amended)	<p>Shares of the Company held by the promoters shall not be transferred within one (1) year commencing from the date of incorporation of the Company. Shares of the Company that are already in issue prior to their public offering shall not be transferred within one (1) year commencing from the date on which the shares of the Company were listed and traded on a stock exchange.</p> <p>The directors, supervisors and senior officers of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which a director, supervisor or senior officer may transfer every year during his term of office shall not exceed 25% of the total number of the Company's shares in his or her possession; and shares of the Company in his or her possession shall not be transferred within one (1) year commencing from the date on which the shares of the Company were listed and traded on a stock exchange. Such personnel shall not transfer the Company's shares in their possession within six (6) months after they have terminated their employment with the Company.</p>	<p>Shares of the Company <del>held by the promoters shall not be transferred within one (1) year commencing from the date of incorporation of the Company</del><u>shall be transferred legally</u>. Shares of the Company that are already in issue prior to their public offering shall not be transferred within one (1) year commencing from the date on which the shares of the Company were listed and traded on a stock exchange.</p> <p>The directors, <del>supervisors</del> and senior officers of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which a director, <del>supervisor</del> or senior officer may transfer every year during his term of office <u>as determined at the time of taking office</u> shall not exceed 25% of the total number of the Company's shares <u>of the same class</u> in his or her possession; and shares of the Company in his or her possession shall not be transferred within one (1) year commencing from the date on which the shares of the Company were listed and traded on a stock exchange. Such personnel shall not transfer the Company's shares in their possession within six (6) months after they have terminated their employment with the Company.</p>

# APPENDIX I

# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 25 (Article 26 as amended)	<p>Any gains from the sale of shares or other securities with the nature of equity interests of the Company by any Company's director, supervisor, senior management or shareholders holding 5% or more of the shares in the Company within six (6) months after purchasing such shares or other securities, or any gains from repurchasing such shares or other securities in the Company within six (6) months after the sale thereof, shall be vested in by the Company. The board of the Company shall seize such gains from the abovementioned parties, except for the circumstance where a securities company underwrites the unsold shares and then holds more than 5% of the shares, and other circumstances stipulated by the CSRC or the stock exchange in the place where the Company's shares are listed..</p> <p>The shares or other securities with the nature of equity interests held by directors, supervisors, senior management and individual shareholders as referred to in the preceding paragraph include the shares or other securities with the nature of equity interests held by their spouse, parents, and children in their own name and under others' accounts.</p> <p>.....</p>	<p>Any gains from the sale of shares or other securities with the nature of equity interests of the Company by any Company's director, <del>supervisor</del>, senior management or shareholders holding 5% or more of the shares in the Company within six (6) months after purchasing such shares or other securities, or any gains from repurchasing such shares or other securities in the Company within six (6) months after the sale thereof, shall be vested in by the Company. The board of the Company shall seize such gains from the abovementioned parties, except for the circumstance where a securities company underwrites the unsold shares and then holds more than 5% of the shares, and other circumstances stipulated by the CSRC or the stock exchange in the place where the Company's shares are listed..</p> <p>The shares or other securities with the nature of equity interests held by directors, <del>supervisors</del>, senior management and individual shareholders as referred to in the preceding paragraph include the shares or other securities with the nature of equity interests held by their spouse, parents, and children in their own name and under others' accounts.</p> <p>.....</p>
Article 27 (Article 28 as amended)	<p>When the Company reduces its registered capital, it shall prepare a balance sheet and inventory of assets.</p> <p>Within ten (10) days from the date on which the resolution of proposing a reduction of registered capital is made, the Company shall notify the creditors and a public announcement shall be made in the press as recognized by the stock exchange where the Company's shares are listed within thirty (30) days. A creditor shall, within thirty (30) days of receipt of such a notice or within forty-five (45) days of the public announcement where the creditor has not received the notice, have the right to request the Company to settle its claim or provide a relevant debt repayment guarantee.</p> <p>The registered capital after its reduction shall not be less than the statutory minimum amount.</p>	<p>When the Company reduces its registered capital, it <del>shall</del><u>will</u> prepare a balance sheet and inventory of assets.</p> <p>Within ten (10) days from the date on which the resolution of proposing a reduction of registered capital is made, the Company <del>shall</del><u>will</u> notify the creditors and a public announcement shall be made in the press as recognized by the stock exchange where the Company's shares are listed <u>or on the National Enterprise Credit Information Publicity System</u> within thirty (30) days. A creditor shall, within thirty (30) days of receipt of such a notice or within forty-five (45) days of the public announcement where the creditor has not received the notice, have the right to request the Company to settle its claim or provide a relevant debt repayment guarantee.</p> <p><u>The registered capital after its reduction shall not be less than the statutory minimum amount. Where the Company reduces its registered capital, it shall reduce the amount of capital contribution or shares in accordance with the proportion of shares held by shareholders, except as otherwise provided by the laws or the Articles of Association.</u></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
(Newly added) Article 29	Newly added	<p><u>If the Company still suffer losses after making up for them in accordance with the provisions of Article 203 of the Articles of Association, it may reduce its registered capital to make up for the losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares.</u></p> <p><u>Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of second paragraph of Article 28 shall not apply. However, the Company shall announce the reduction through the press which is recognised by the stock exchange where the Company's stocks are listed or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the resolution to reduce the registered capital is made at the general meeting.</u></p> <p><u>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory reserve and the discretionary reserve reaches 50% of the Company's registered capital.</u></p>
(Newly added) Article 30	Newly added	<p><u>If the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return the funds received, and any reduction or exemption of shareholders' capital contributions shall be reversed; in case of any losses caused to the Company, shareholders and responsible directors and senior management shall be liable for compensation.</u></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 28 (Article 31 as amended)	<p>The Company may not acquire shares of the Company except in any of the following circumstances:</p> <p>(1) when reducing its registered capital;</p> <p>(2) when merging with other companies which hold the Company's shares;</p> <p>(3) to utilize shares in the employee share ownership plan or for share incentive;</p> <p>(4) when a shareholder opposing the Company's merger or division during the shareholders' meeting requests the Company to buy back his shares;</p> <p>(5) to utilise the shares for conversion of corporate bonds issued by the Company that are convertible into shares; and</p> <p>(6) where it is necessary for the Company to safeguard the value of the Company and the interests of its shareholders.</p>	<p>The Company may not acquire shares of the Company except in any of the following circumstances:</p> <p>(1) when reducing its registered capital;</p> <p>(2) when merging with other companies which hold the Company's shares;</p> <p>(3) to utilize shares in the employee share ownership plan or for share incentive;</p> <p>(4) when a shareholder opposing the Company's merger or division during the <del>shareholders'</del><b>general</b> meeting requests the Company to buy back his shares;</p> <p>(5) to utilise the shares for conversion of corporate bonds issued by the Company that are convertible into shares; and</p> <p>(6) where it is necessary for the Company to safeguard the value of the Company and the interests of its shareholders.</p>
Article 30 (Article 33 as amended)	<p>If the Company acquires its own shares under the circumstances described in (1) and (2) of Article 28 of these Articles, it shall obtain approval of the shareholders' meeting by way of resolution; if the Company acquires its own shares in (3), (5) and (6) of Article 28 of these Articles, it shall obtain approval by way of resolution at the board meeting attended by more than two-thirds directors.</p> <p>After the Company acquires its own shares according to Article 28 of these Articles, it shall cancel the shares it has acquired within 10 days after the acquisition if such acquisition is made under the circumstances as described in (1) of Article 28; if the acquisition is made under the circumstances as described in (2) or (4) of Article 28, it shall transfer or cancel the shares it has acquired within 6 months after the acquisition. In case of the circumstances as stated in (3), (5) or (6) of Article 28, the total shares of the Company held by the Company shall not exceed 10% of its total shares in issue and the shares it has acquired shall be transferred or cancelled within 3 years after the acquisition. However, if laws, administrative regulations, departmental regulations, and the rules governing the listing of securities on securities exchanges requires otherwise on share cancellation, such provisions shall apply.</p>	<p>If the Company acquires its own shares under the circumstances described in (1) and (2) of Article <del>28</del><b>31</b> of these Articles, it shall obtain approval of the <del>shareholders'</del><b>general</b> meeting by way of resolution; if the Company acquires its own shares in (3), (5) and (6) of Article <del>28</del><b>31</b> of these Articles, it shall obtain approval by way of resolution at the board meeting attended by more than two-thirds directors.</p> <p>After the Company acquires its own shares according to Article <del>28</del><b>31</b> of these Articles, it shall cancel the shares it has acquired within 10 days after the acquisition if such acquisition is made under the circumstances as described in (1) of Article <del>28</del><b>31</b>; if the acquisition is made under the circumstances as described in (2) or (4) of Article <del>28</del><b>31</b>, it shall transfer or cancel the shares it has acquired within 6 months after the acquisition. In case of the circumstances as stated in (3), (5) or (6) of Article <del>28</del><b>31</b>, the total shares of the Company held by the Company shall not exceed 10% of its total shares in issue and the shares it has acquired shall be transferred or cancelled within 3 years after the acquisition. However, if laws, administrative regulations, departmental regulations, and the rules governing the listing of securities on securities exchanges requires otherwise on share cancellation, such provisions shall apply.</p>



No.	Existing Article	Amended Article
Article 31 (Article 34 as amended)	<p>The share certificates of the Company shall adopt the form of registered share certificates.</p> <p>Other than the Company Law, matters to be stated in Company's shares shall include other matters as required by securities exchange where the Company's shares are listed.</p> <p>During the period when H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all documents of title in relation to all securities of the Company listed on the Hong Kong Stock Exchange (including the share certificates of H shares) include the statements stipulated below and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a signed form in respect of such shares bearing statements to the following effect:</p> <p>(1) The acquirer of shares agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, other related laws and administrative regulations and the Articles of Association of the Company.</p> <p>(2) The acquirer of shares agrees with the Company, each shareholder, director, supervisor, president and other senior management of the Company, and the Company acting for itself and on behalf of each director, supervisor, president and other senior management agrees with each shareholder to submit all disputes and claims arising from the Articles of Association or any disputes or claims arising from any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations and in relation to the affairs of the Company to arbitration in accordance with the Articles of Association, and any submission to arbitration shall be deemed to authorise the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.</p> <p>(3) The acquirer of shares agrees with the Company and each shareholder of the Company that shares in the Company are freely transferable by the holder thereof.</p>	<p>The share certificates of the Company shall adopt the form of registered share certificates.</p> <p>Other than the Company Law, matters to be stated in Company's shares shall include other matters as required by securities exchange where the Company's shares are listed.</p> <p><del>During the period when H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all documents of title in relation to all securities of the Company listed on the Hong Kong Stock Exchange (including the share certificates of H shares) include the statements stipulated below and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a signed form in respect of such shares bearing statements to the following effect:</del></p> <p>(1) The acquirer of shares agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, other related laws and administrative regulations and the Articles of Association of the Company.</p> <p>(2) The acquirer of shares agrees with the Company, each shareholder, director, supervisor, president and other senior management of the Company, and the Company acting for itself and on behalf of each director, supervisor, president and other senior management agrees with each shareholder to submit all disputes and claims arising from the Articles of Association or any disputes or claims arising from any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations and in relation to the affairs of the Company to arbitration in accordance with the Articles of Association, and any submission to arbitration shall be deemed to authorise the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.</p> <p>(3) The acquirer of shares agrees with the Company and each shareholder of the Company that shares in the Company are freely transferable by the holder thereof.</p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
	(4) The acquirer of shares authorises the Company to enter into a contract on his behalf with each director, president and other senior management whereby such directors, president and other senior management undertake to observe and comply with their obligations to shareholders stipulated in the Articles of Association.	<del>(4) The acquirer of shares authorises the Company to enter into a contract on his behalf with each director, president and other senior management whereby such directors, president and other senior management undertake to observe and comply with their obligations to shareholders stipulated in the Articles of Association.</del>
Article 32 (Article 35 as amended)	..... (4) in respect of joint holders of any shares, only the joint shareholder ranking the first in the shareholders register shall be entitled to receive the share certificates of related stocks and notices from the Company, attending or exercising part or all the voting rights of related shares in shareholders' general meeting, and any notices sent to such persons shall be deemed to have served to all joint holders of related shares.	..... (4) in respect of joint holders of any shares, only the joint shareholder ranking the first in the shareholders register shall be entitled to receive the share certificates of related stocks and notices from the Company, attending or exercising part or all the voting rights of related shares in <del>shareholders'</del> <sup>2</sup> general meeting, and any notices sent to such persons shall be deemed to have served to all joint holders of related shares.
Article 38 (Article 41 as amended)	Where laws, administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or the regulatory authority of the place where the Company's shares are listed stipulate on the period of closure of the register of members prior to the convening of a shareholder's meeting or the benchmark date of the Company for determination of dividend distribution, such provisions shall prevail.	Where laws, administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or the regulatory authority of the place where the Company's shares are listed stipulate on the period of closure of the register of members prior to the convening of a <del>shareholder's</del> <u>general</u> meeting or the benchmark date of the Company for determination of dividend distribution, such provisions shall prevail.
Article 39 (Article 42 as amended)	When the Company convenes a general meeting of shareholders, distributes dividends, is in liquidation or conducts other activities involving the confirmation of shareholders' identity, the convener of the meeting of the board of directors or the shareholder's meeting shall confirm a date as the record date. At the end of the record date, shareholders registered in the shareholders register shall be the shareholders entitled to such rights and interests.	When the Company convenes a general meeting <del>of shareholders</del> , distributes dividends, is in liquidation or conducts other activities involving the confirmation of shareholders' identity, the convener of the meeting of the board of directors or the <del>shareholder's</del> <u>general</u> meeting shall confirm a date as the record date. At the end of the record date, shareholders registered in the shareholders register shall be the shareholders entitled to such rights and interests.
Article 44 (Article 47 as amended)	..... The Company establishes the register of shareholders in accordance with the certificates provided by the securities registrar, and the register of shareholders is sufficient evidence of shareholders' ownership of the Company's shares. A shareholder shall enjoy rights and assume obligations pursuant to the class and quantity of shares held; holders of the same type of shares shall enjoy equal rights and assume equal obligations. The Company's shareholders of different classes shall rank pari passu over dividends or any forms of distribution.	..... The Company establishes the register of shareholders in accordance with the certificates provided by the securities <del>registrar</del> <u>registration and clearing institution</u> , and the register of shareholders is sufficient evidence of shareholders' ownership of the Company's shares. A shareholder shall enjoy rights and assume obligations pursuant to the class <del>and quantity</del> of shares held; holders of the same <del>type</del> <u>class</u> of shares shall enjoy equal rights and assume equal obligations. The Company's shareholders of different classes shall rank pari passu over dividends or any forms of distribution.

No.	Existing Article	Amended Article
Article 45 (Article 48 as amended)	<p>Holders of ordinary shares of the Company shall have the following rights:</p> <p>(i) to receive dividends and other forms of profit distribution in proportion to their respective shareholdings;</p> <p>(ii) to legally request, convene, host, attend or authorize a proxy to attend and speak at shareholder's meetings and to exercise relevant voting rights;</p> <p>(iii) to supervise the operation of the Company and to give advice or raises inquiries;</p> <p>(iv) to transfer, give or pledge the shares held by them pursuant to the provisions of laws, administrative regulations and the Articles of Association;</p> <p>(v) shareholders' right to inspect these Articles of Association, the register of shareholders, the bond stubs of the Company, the minutes of the shareholder's meeting, the resolutions of the board of directors' meeting, the resolutions of the supervisory committee's meeting, and the published and disclosed financial accounting reports;</p> <p>When a shareholder requests to inspect the relevant information described above or demands for information, he/ she shall provide a written document of the class and number of the Company's shares held by him/her. The Company shall provide such information and data at the request of the shareholder after verification of his/ her shareholder identity.</p> <p>(vi) to participate in, upon the Company's termination or liquidation, the distribution of the Company's remaining assets in proportion to their respective shareholdings;</p> <p>(vii) to request the Company to acquire their shares when shareholders disagree on the resolutions passed at the shareholder's meeting with regard to the Company's merger or division; and</p> <p>(viii) other rights conferred by laws, administrative regulations, departmental rules and the Articles of Association.</p>	<p>Holders of ordinary shares of the Company shall have the following rights:</p> <p>(i) to receive dividends and other forms of profit distribution in proportion to their respective shareholdings;</p> <p>(ii) to legally request <b>to hold</b>, convene, host, attend or authorize a proxy to attend and speak at <del>shareholder's</del> <b>general</b> meetings and to exercise relevant voting rights;</p> <p>(iii) to supervise the operation of the Company and to give advice or raises inquiries;</p> <p>(iv) to transfer, give or pledge the shares held by them pursuant to the provisions of laws, administrative regulations and the Articles of Association;</p> <p>(v) shareholders' right to inspect <u>or reproduce the</u> <del>these</del> Articles of Association, the register of shareholders, <del>the bond stubs of the Company</del>, the minutes of the <del>shareholder's</del> <b>general</b> meeting, the resolutions of the board of directors' meeting, <del>the resolutions of the supervisory committee's meeting</del>, and the published and disclosed financial accounting reports <b>and the shareholders who meet the requirements may inspect the accounting books and accounting evidence of the Company;</b></p> <p>When a shareholder requests to inspect <u>or reproduce</u> the relevant information described above or demands for information, he/ she shall <b>comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations, and</b> provide a written document of the class and number of the Company's shares held by him/her. The Company shall provide such information and data at the request of the shareholder after verification of his/ her shareholder identity.</p> <p>(vi) to participate in, upon the Company's termination or liquidation, the distribution of the Company's remaining assets in proportion to their respective shareholdings;</p> <p>(vii) to request the Company to acquire their shares when shareholders disagree on the resolutions passed at the <del>shareholder's</del> <b>general</b> meeting with regard to the Company's merger or division; and</p> <p>(viii) other rights conferred by laws, administrative regulations, departmental rules and the Articles of Association.</p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 46 (Article 49 as amended)	<p>If the content of the resolutions of the Company's meeting of shareholders or board of directors contravenes the law or administrative regulation, the shareholders can request the People's Court to void the resolutions.</p> <p>If the convening procedure or voting method of a shareholder's meeting or board of director's meeting contravenes the law, administrative regulation or these Articles, or if the contents of the resolutions contravene the Articles, the shareholders can request the People's Court to cancel the resolutions within 60 days.</p>	<p>If the content of the resolutions of the Company's <u>general</u> meeting <del>of shareholders</del> or board of directors contravenes the law or administrative regulation, the shareholders can request the People's Court to void the resolutions.</p> <p>If the convening procedure or voting method of a <del>shareholder's</del> <u>general</u> meeting or board of director's meeting contravenes the law, administrative regulation or these Articles, or if the contents of the resolutions contravene the Articles, the shareholders can request the People's Court to cancel the resolutions within 60 days, <u>except when there are only minor defects in the convening procedures or voting method of a general meeting or a board meeting, which do not materially affect the resolutions.</u></p> <p><u>Where the board of directors, shareholders and other stakeholders dispute the validity of a resolution of a general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes such judgement or ruling as canceling the resolution, the stakeholders shall execute the resolution of the general meeting. The Company, directors and senior management shall perform their duties effectively to ensure the normal operation of the Company.</u></p> <p><u>Where the people's court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, the requirements of the CSRC and the stock exchange, fully explain the impact, and actively co-operate in 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>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
(Newly added) Article 50	Newly added	<p><u>Resolutions of the general meeting or board meeting of the Company shall not be valid under any of the following circumstances:</u></p> <p><u>(1) no general meeting or board meeting has been convened to pass a resolution;</u></p> <p><u>(2) no voting is conducted on the resolution at the general meeting or board meeting;</u></p> <p><u>(3) the number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or these Articles;</u></p> <p><u>(4) the number of persons or voting rights held approving the resolution does not reach the number of persons or voting rights held as stipulated in the Company Law or these Articles.</u></p>
Article 47 (Article 51 as amended)	<p>If a director or a senior management personnel contravenes the law, administrative regulation, or these Articles when carrying out his duties in the Company, resulting in losses to the Company, shareholders individually or together holding 1% or more of shares for 180 days continuously, can request the supervisory board in writing to start litigation in the People's Court. If a supervisory board contravenes the law, administrative regulation or these Articles, when carrying out his duties in the Company, resulting in losses to the Company, the shareholders can request the board of directors in writing to start litigation in the People's Court.</p> <p>If the supervisory board or board of directors refuses to start litigation after receiving the shareholder's written request under the preceding paragraph, or does not start litigation within 30 days of receiving the request, or the situation is so urgent that without an immediate litigation it will lead to irreparable losses to be suffered by the Company, the shareholder under the previous paragraph may litigate directly at the People's Court under his own name, for the interest of the Company.</p>	<p>If a director or a senior management personnel <u>other than any member of the audit committee</u> contravenes the law, administrative regulation, or these Articles when carrying out his duties in the Company, resulting in losses to the Company, shareholders individually or together holding 1% or more of shares for 180 days continuously, can request the <del>supervisory board</del><u>audit committee</u> in writing to start litigation in the People's Court. If a <del>supervisory board</del><u>any member of the audit committee</u> contravenes the law, administrative regulation or these Articles, when carrying out his duties in the Company, resulting in losses to the Company, the <u>aforesaid</u> shareholders can request the board of directors in writing to start litigation in the People's Court.</p> <p>If the <del>supervisory board</del><u>audit committee</u> or board of directors refuses to start litigation after receiving the shareholder's written request under the preceding paragraph, or does not start litigation within 30 days of receiving the request, or the situation is so urgent that without an immediate litigation it will lead to irreparable losses to be suffered by the Company, the shareholder under the previous paragraph may litigate directly at the People's Court under his own name, for the interest of the Company.</p>

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No.	Existing Article	Amended Article
	<p>If any person intervenes with the legal interests of the Company, resulting in losses suffered by the Company, the shareholder under the first paragraph may start litigation at the People's Court in accordance with the two preceding paragraphs.</p>	<p>If any person intervenes with the legal interests of the Company, resulting in losses suffered by the Company, the shareholder under the first paragraph may start litigation at the People's Court in accordance with the two preceding paragraphs.</p> <p><u><b>If a director, supervisor or senior management of a wholly-owned subsidiary of the Company causes any losses to the Company for violation of the requirements of laws, administrative regulations or these Articles during performance of his/her duties, or if others infringe on the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause any losses to it, shareholders who hold 1% or more, individually or collectively, of the Company's shares for 180 or more consecutive days, may request the board of supervisors or the board of directors of the wholly-owned subsidiary in writing to start litigation at the People's Court or directly start litigation at the People's Court in their own name in accordance with the first three paragraphs in Article 189 of the Company Law.</b></u></p> <p><u><b>If a wholly-owned subsidiary of the Company does not have a board of supervisors or any supervisors, but has an audit committee instead, the provisions of the first and second paragraphs of this Article shall apply.</b></u></p>
Article 48 (Article 52 as amended)	<p>If a director or senior management personnel contravenes the law, administrative regulation, or these Articles, thereby damaging a shareholder's interests, the shareholder can start litigation in a court.</p>	<p>If a director or senior management personnel contravenes the law, administrative regulation, or these Articles, thereby damaging a shareholder's interests, the shareholder can start litigation in a <u><b>people's</b></u> court.</p>
Article 49 (Article 53 as amended)	<p>A holder of ordinary shares of the Company shall assume the following obligations:</p> <ul style="list-style-type: none"> <li>(1) to abide by the Articles of Association;</li> <li>(2) to pay funds pursuant to the number of subscribed shares and the method of subscription;</li> <li>(3) cannot give up those shares except as prescribed by the law or administrative regulations;</li> <li>.....</li> </ul>	<p>A holder of ordinary shares of the Company shall assume the following obligations:</p> <ul style="list-style-type: none"> <li>(1) to abide by the Articles of Association;</li> <li>(2) to pay funds pursuant to the number of subscribed shares and the method of subscription;</li> <li>(3) cannot <del>give up those shares</del><u><b>withdraw his share capital</b></u> except as prescribed by the law or administrative regulations;</li> <li>.....</li> </ul>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
(Newly added) Article 55	Newly added	<p><u>The controlling shareholder or de facto controller of the Company shall exercise their rights and fulfil their obligations in accordance with the laws, administrative regulations, the provisions of the CSRC and the stock exchange, and safeguard the interests of the listed company.</u></p>
(Newly added) Article 56	Newly added	<p><u>The controlling shareholder or de facto controller of the Company shall comply with the following provisions:</u></p> <p><u>(1) to exercise their rights as shareholders in accordance with the laws and not to abuse their control or use their connected relationships to prejudice the legitimate interests of the Company or other shareholders;</u></p> <p><u>(2) to strictly implement the public representations and undertakings made and shall not change or waive them without authority;</u></p> <p><u>(3) to fulfil obligations of information disclosure in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur;</u></p> <p><u>(4) not to appropriate the Company's funds in any way;</u></p> <p><u>(5) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of the laws and regulations;</u></p> <p><u>(6) not to make use of the Company's undisclosed material information to gain benefits, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;</u></p> <p><u>(7) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related transactions, profit distribution, asset restructuring, external investment or any other means;</u></p> <p><u>(8) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organisation and business, and not to affect the independence of the Company in any way;</u></p>



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No.	Existing Article	Amended Article
		<p><u>(9) other requirements of the laws, administrative regulations, the CSRC, the listing rules of the listing place of the Company's share and these Articles.</u></p> <p><u>Where a controlling shareholder or de facto controller of the Company does not act as a director of the Company but actually carries out the affairs of the Company, the provisions of these Articles relating to the obligations of loyalty and diligence of directors shall apply.</u></p> <p><u>Where a controlling shareholder or de facto controller of the Company instructs a director or senior management to engage in an act that is detrimental to the interests of the Company or the shareholders, he/she shall be jointly liable with such director or senior management.</u></p>
(Newly added) Article 57	Newly added	<p><u>Where a controlling shareholder or de facto controller pledges the shares of the Company held by him/her or at his/her actual disposal, he/she shall maintain the stability of the Company's control as well as its production and operation.</u></p> <p><u>Where a controlling shareholder or de facto controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on the transfer of shares as stipulated in the laws, administrative regulations, the CSRC and the stock exchange, as well as his/her undertakings in respect of the restriction on the transfer of shares.</u></p>
Chapter 7	Shareholder's Meeting	Shareholder's <del>General</del> Meeting
Article 51 (Deleted)	General meeting of shareholders shall be the Company's authority and shall exercise its powers of office in accordance with the law.	Deleted
Article 52 (Article 58 as amended)	<p>A general meeting of shareholders shall exercise the following powers of office:</p> <p>(1) determining the Company's business policies and investment plans;</p> <p>(2) election and replacement of directors who are not employee representatives and determining matters concerning the remuneration of those directors;</p> <p>(3) election and replacement of supervisors who are not staff representatives and determining matters concerning the remuneration of those supervisors;</p>	<p><b><u>The general meeting of the Company is comprised of all shareholders.</u></b> <del>▲The general meeting of shareholders is the authority of the Company and</del> shall exercise the following powers of office:</p> <p><del>(1) determining the Company's business policies and investment plans;</del></p> <p><b><u>(21)</u></b> election and replacement of directors who are not employee representatives and determining matters concerning the remuneration of those directors;</p>



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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
	<p>(4) discussion and approval of reports complied by the board of directors;</p> <p>(5) discussion and approval of reports complied by the supervisory committee;</p> <p>(6) discussion and approval of the Company's annual budget and final accounting plans;</p> <p>(7) discussion and approval of the Company's profit distribution and loss recovery plans;</p> <p>(8) passing resolutions on increase or reduction of the Company's registered capital;</p> <p>(9) passing resolutions on the issue of corporate bonds, other securities and plans of listing;</p> <p>(10) passing resolutions on matters such as merger, division, dissolution, liquidation or changing the form of the Company;</p> <p>(11) amending the Articles of Association;</p> <p>(12) passing resolutions on matters such as engagement, dismissal or non-renewal of the accounting firm;</p> <p>(13) reviewing and approving provision of guarantees which should be decided by shareholder's meetings as required by the law, administrative regulations and these Articles;</p> <p>(14) discussing and approving any acquisition or disposal to the extent that the value of the acquisition or disposal of material assets for the last one year reaches 30% or more of the latest audited total assets;</p> <p>(15) reviewing share incentive plans and employee share ownership plan;</p> <p>(16) discussing proposals raised by the shareholders who represent more than 3% (including 3%) of the Company's shareholders with voting rights;</p> <p>(17) reviewing and approving the change of use of proceeds raised;</p>	<p><del>(3) election and replacement of supervisors who are not staff representatives and determining matters concerning the remuneration of those supervisors;</del></p> <p><del>(42)</del> discussion and approval of reports complied by the board of directors;</p> <p><del>(5) discussion and approval of reports complied by the supervisory committee;</del></p> <p><del>(6) discussion and approval of the Company's annual budget and final accounting plans;</del></p> <p><del>(73)</del> discussion and approval of the Company's profit distribution and loss recovery plans;</p> <p><del>(84)</del> passing resolutions on increase or reduction of the Company's registered capital;</p> <p><del>(95)</del> passing resolutions on the issue of corporate bonds, other securities and plans of listing;</p> <p><del>(106)</del> passing resolutions on matters such as merger, division, dissolution, liquidation or changing the form of the Company;</p> <p><del>(117)</del> amending the Articles of Association;</p> <p><del>(128)</del> passing resolutions on matters such as engagement, dismissal or non-renewal of the accounting firm <b><u>engaged in the audit work of the Company;</u></b></p> <p><del>(139)</del> reviewing and approving provision of guarantees which should be decided by <del>shareholder's</del><b><u>general</u></b> meetings as required by the law, administrative regulations and these Articles;</p> <p><del>(1410)</del> discussing and approving any acquisition or disposal to the extent that the value of the acquisition or disposal of material assets for the last one year reaches 30% or more of the latest audited total assets;</p> <p><del>(1511)</del> reviewing share incentive plans and employee share ownership plan;</p> <p><del>(1612)</del> discussing proposals raised by the shareholders who represent more than <del>31%</del><b><u>31%</u></b> (including <del>31%</del><b><u>31%</u></b>) of the Company's shareholders with voting rights;</p> <p><del>(1713)</del> reviewing and approving the change of use of proceeds raised;</p> <p><del>(18) reviewing the external guarantees stipulated under Article 53 of the Articles of Association;</del></p>

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No.	Existing Article	Amended Article
	<p>(18) reviewing the external guarantees stipulated under Article 53 of the Articles of Association;</p> <p>(19) reviewing other matters which should be decided by shareholder's meetings as required by the law, administrative regulations and these Articles.</p> <p>Without breach of law, regulations and the mandatory clause of the regulations at the place of listing, the shareholder's meeting may authorize or entrust the board of directors to handle matters authorized or entrusted by it.</p>	<p>(19<del>14</del>) reviewing other matters which should be decided by <del>shareholder's</del><b>general</b> meetings as required by the law, administrative regulations and these Articles.</p> <p><b><u>The general meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.</u></b></p> <p>Without breach of law, regulations and the mandatory clause of the regulations at the place of listing, the <del>shareholder's</del><b>general</b> meeting may authorize or entrust the board of directors to handle the matters authorized or entrusted by it.</p>
Article 53 (Article 59 as amended)	<p>The following external guarantees to be provided by the Company shall be reviewed and passed at the shareholder's meeting:</p> <p>.....</p> <p>(3) based on the principle of aggregation of guarantees within 12 consecutive months, any external guarantee to be provided after the total amount of guarantees provided by the Company has exceeded 30% of the Company's latest audited total assets;</p> <p>.....</p> <p>(8) other guarantees required by the stock exchange on which the shares of the Company are listed and the Articles of Association to be considered and approved by the shareholder's meeting.</p> <p>The guarantee mentioned in item (3) of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by shareholders present at the meeting. Where the shareholder's meeting is reviewing a resolution on guarantees to be provided to shareholders, de facto controller and their related parties, such shareholders, or shareholders under the control of such actual controller, shall abstain from voting. Such resolution is subject to the approval of at least half of the voting rights held by the other shareholders present at the meeting.</p> <p>External guarantees other than above shall be reviewed and approved by the board of directors under authorisation, but shall be reviewed, agreed and resolved by at least two-thirds of the directors present at the meeting of the board of directors and passed by more than half of all directors of the Company.</p>	<p>The following external guarantees to be provided by the Company shall be reviewed and passed at the <del>shareholder's</del><b>general</b> meeting:</p> <p>.....</p> <p>(3) <del>based on the principle of aggregation of guarantees within 12 consecutive months, any external guarantee to be provided after the total amount of guarantees provided by the Company has exceeded 30% of the Company's latest audited total assets;</del><b><u>the provision of guarantees to others within one year with an amount exceeding 30% of the latest audited total assets of the Company;</u></b></p> <p>.....</p> <p>(8) other guarantees required by the stock exchange <del>on which</del><b>of the place where</b> the shares of the Company are listed and the Articles of Association to be considered and approved by the <del>shareholder's</del><b>general</b> meeting.</p> <p>The guarantee mentioned in item (3) of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by shareholders present at the <b>general</b> meeting. Where the <del>shareholder's</del><b>general</b> meeting is reviewing a resolution on guarantees to be provided to shareholders, de facto controller and their related parties, such shareholders, or shareholders under the control of such de facto controller, shall abstain from voting. Such resolution is subject to the approval of <del>at least</del><b>more than</b> half of the voting rights held by the other shareholders present at the meeting.</p> <p>External guarantees other than above shall be reviewed and approved by the board of directors under authorisation, but shall be reviewed, agreed and resolved by at least two-thirds of the directors present at the meeting of the board of directors and passed by more than half of all directors of the Company.</p>

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No.	Existing Article	Amended Article
Article 54 (Article 60 as amended)	Except for special circumstances such as a crisis, without the approval of a general meeting of shareholders by way of a special resolution, the Company shall not enter into any contract with a person other than a director, president or other senior management where such contract grants responsibility to that person for the management or major business activities of the Company.	Except for special circumstances such as a crisis, without the approval of a general meeting <del>of shareholders</del> by way of a special resolution, the Company shall not enter into any contract with a person other than a director, president or other senior management where such contract grants responsibility to that person for the management or major business activities of the Company.
Article 55 (Article 61 as amended)	<p>General meeting of shareholders shall be separated into annual and extraordinary meetings. A general meeting of shareholders shall be convened by the board of directors. An annual general meeting of shareholders shall be held once a year within six (6) months after the end of the previous financial year.</p> <p>The Company shall convene an extraordinary general meeting of shareholders within two (2) months from the date of occurrence of any of the following circumstances:</p> <p>(1) where the number of directors does not meet the number stipulated in the Company Law or is less than two thirds of the number required in the Articles of Association;</p> <p>(2) where the Company's losses which have not yet been offset account for one-third of the total number of paid-in share capital;</p> <p>(3) where shareholders holding more than 10% (including 10%) of the issued shares of the Company with voting rights make written request for the convening of an extraordinary general meeting of shareholders;</p> <p>(4) the board of directors believes it is necessary or the supervisory committee proposes that an extraordinary general meeting of shareholders be convened;</p> <p>(5) where more than half (including half) independent directors request to convene an extraordinary general meeting; or</p> <p>(6) other circumstances stipulated by the laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>General meeting <del>of shareholders</del> shall be separated into annual and extraordinary meetings. <del>A general meeting of shareholders shall be convened by the board of directors.</del> An annual general meeting <del>of shareholders</del> shall be held once a year within six (6) months after the end of the previous financial year.</p> <p>The Company shall convene an extraordinary general meeting <del>of shareholders</del> within two (2) months from the date of occurrence of any of the following circumstances:</p> <p>(1) where the number of directors does not meet the number stipulated in the Company Law or is less than two thirds of the number required in the Articles of Association;</p> <p>(2) where the Company's losses which have not yet been offset account for one-third of the total number of <del>paid-in</del> share capital;</p> <p>(3) where shareholders holding more than 10% (including 10%) of the issued shares of the Company with voting rights make written request for the convening of an extraordinary general meeting <del>of shareholders</del>;</p> <p>(4) the board of directors believes it is necessary or the <del>supervisory</del><b>audit</b> committee proposes that an extraordinary general meeting <del>of shareholders</del> be convened;</p> <p>(5) where more than half <del>(including half)</del> <b>of</b> independent directors request to convene an extraordinary general meeting; or</p> <p>(6) other circumstances stipulated by the laws, administrative regulations, departmental rules or the Articles of Association.</p>

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No.	Existing Article	Amended Article
Article 56 (Article 62 as amended)	<p>The venue to hold a shareholder's meeting of the Company is: the Company's domicile or other specified place notified by convener of the shareholder's meeting.</p> <p>The shareholder's meeting should provide a venue for holding the meeting in the form of on-the-spot meeting. The Company shall also provide online voting and other means as permitted by the listing rules of the place where the shares of the Company are listed for the convenience of shareholders attending the meeting. Shareholders attending the shareholder's meeting using the above method are considered present at the meeting.</p> <p>The starting time of voting in the shareholder's meeting convened through online or other forms shall not be earlier than 3:00 pm on the day before the on-site shareholder's meeting and shall not be later than 9:30 am on the day of the on-site shareholder's meeting. The ending time shall not be earlier than 3:00 pm on the day of the on-site shareholder's meeting.</p>	<p>The venue to hold a <del>shareholder's</del><b>general</b> meeting of the Company is: the Company's domicile or other specified place notified by convener of the <del>shareholder's</del><b>general</b> meeting.</p> <p>The <del>shareholder's</del><b>general</b> meeting should provide a venue for holding the meeting in the form of on-the-spot meeting. The Company <del>shall</del><b>may</b> also provide online voting and other means as permitted by the listing rules of the place where the shares of the Company are listed for the convenience of shareholders <del>attending to</del><b>attend, speak and vote at</b> the <del>general</del><b>general</b> meeting. Shareholders attending the <del>shareholder's</del><b>general</b> meeting using the above method are considered present at the meeting.</p> <p>The starting time of voting in the <del>shareholders</del><b>general</b> meeting convened through online or other forms shall not be earlier than 3:00 pm on the day before the on-site <del>shareholders</del><b>general</b> meeting and shall not be later than 9:30 am on the day of the on-site <del>shareholders</del><b>general</b> meeting. The ending time shall not be earlier than 3:00 pm on the day of the on-site <del>shareholders</del><b>general</b> meeting.</p>
Article 57 (Article 63 as amended)	<p>When convening an annual shareholder's meeting, written notification shall be made to the shareholders registered in the shareholders register twenty (20) days (or (when convening an extraordinary shareholder's meeting, then) fifteen (15) days) before the convening of the meeting of those matters to be discussed at the meeting and the date and location of the meeting. Where laws, administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or the regulatory authority of the place where the Company's shares are listed stipulate otherwise on the notice period of annual shareholder's meeting and/or extraordinary shareholder's meeting, such provisions shall prevail.</p> <p>The date of meeting shall not be included in the calculation of the period for issuing such notice.</p>	<p>When convening an annual <del>shareholder's</del><b>general</b> meeting, written notification shall be made to the shareholders registered in the shareholders register twenty (20) days (or (when convening an extraordinary <del>shareholder's</del><b>general</b> meeting, then) fifteen (15) days) before the convening of the meeting of those matters to be discussed at the meeting and the date and location of the meeting. Where laws, administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or the regulatory authority of the place where the Company's shares are listed stipulate otherwise on the notice period of annual <del>shareholder's</del><b>general</b> meeting and/or extraordinary <del>shareholder's</del><b>general</b> meeting, such provisions shall prevail.</p> <p>The date of meeting shall not be included in the calculation of the period for issuing such notice.</p>

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No.	Existing Article	Amended Article
Article 58 (Article 64 as amended)	<p>When the Company convene a shareholder's meeting, the board of the directors, the supervisory committee and the shareholder(s) individually or collectively holding more than 3% of the shares of the Company shall have the right to put forward proposals to the Company. Shareholders who individually or collectively hold more than 3% of the Company's shares shall have the right to submit provisional proposals in writing to the Company and submit them in writing to the convener, and the convener shall add the provisional proposals which relate to the scope of duties of the shareholder's meeting to agenda of the meeting.</p> <p>Shareholders individually or collectively holding more than 3% (including 3%) of the total number of shares of the Company carrying voting right may put forward a provisional proposal and submit it in writing to the convener ten (10) days prior to the convening of the shareholder's meeting or before the period of issuance of a supplementary circular of the shareholder's meeting as required by the Hong Kong Listing Rules, whichever is the earlier. The convener shall issue a supplementary circular or notice of the shareholder's meeting with the content of such provisional proposal within two (2) days upon receipt of the proposal and in accordance with the Hong Kong Listing Rules.</p> <p>Except as provided in the preceding paragraph, the convener shall not amend the proposals already set forth in the notice of the shareholder's meeting or add new proposals after the notice of the shareholder's meeting has been issued.</p> <p>The provisional proposals as raised by the shareholders shall fulfill the following conditions:</p> <p>(1) the contents should not be in breach of laws and regulations and be within the business scope of the Company and the scope of duties of the shareholders' meetings;</p>	<p>When the Company convene a <del>shareholder's</del> <b>general</b> meeting, the board of the directors, the <del>supervisory</del> <b>audit</b> committee and the shareholder(s) individually or collectively holding more than <del>3%</del> <b>31%</b> of the shares of the Company shall have the right to put forward proposals to the Company. Shareholders who individually or collectively hold more than <del>3%</del> <b>31%</b> of the Company's shares shall have the right to submit provisional proposals in writing to the Company and submit them in writing to the convener, and the convener shall add the provisional proposals which relate to the scope of duties of the <del>shareholder's</del> <b>general</b> meeting to agenda of the meeting.</p> <p>Shareholders individually or collectively holding more than <del>3%</del> <b>31%</b> (including <del>3%</del> <b>31%</b>) of the total number of shares of the Company carrying voting right may put forward a provisional proposal and submit it in writing to the convener ten (10) days prior to the convening of the <del>shareholder's</del> <b>general</b> meeting or before the period of issuance of a supplementary circular of the <del>shareholder's</del> <b>general</b> meeting as required by the Hong Kong Listing Rules, whichever is the earlier. The convener shall issue a supplementary circular or notice of the <del>shareholder's</del> <b>general</b> meeting with the content of such provisional proposal within two (2) days upon receipt of the proposal and in accordance with the Hong Kong Listing Rules <b><u>and submit the provisional proposals to the general meeting for consideration, except for the provisional proposals that violates the requirements of the laws, administrative regulations or these Articles, or are not within the terms of reference of the general meeting.</u></b></p> <p>Except as provided in the preceding paragraph, the convener shall not amend the proposals already set forth in the notice of the <del>shareholder's</del> <b>general</b> meeting or add new proposals after the notice of the <del>shareholder's</del> <b>general</b> meeting has been issued.</p> <p>The provisional proposals as raised by the shareholders shall fulfill the following conditions:</p> <p>(1) the contents should not be in breach of laws and regulations and be within the business scope of the Company and the scope of duties of the <del>shareholders'</del> <b>general</b> meetings;</p>

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No.	Existing Article	Amended Article
	<p>(2) should have a clear topic and have concert resolutions; and</p> <p>(3) should be submitted or delivered to the board of directors in writing pursuant to item (2) of this Article.</p>	<p>(2) should have a clear topic and have concert resolutions; and</p> <p>(3) should be submitted or delivered to the board of directors in writing pursuant to item (2) of this Article.</p>
Article 59 (Article 65 as amended)	Proposals which are not contained in the notice of the extraordinary shareholder's meeting or which do not comply with the relevant provisions of these Articles of Association shall not be voted upon and resolved at the shareholder's meeting.	Proposals which are not contained in the notice of the <del>extraordinary shareholder's</del> <b>general</b> meeting or which do not comply with the relevant provisions of these Articles of Association shall not be voted upon and resolved at the <del>shareholder's</del> <b>general</b> meeting.
Article 60 (Article 66 as amended)	<p>The notice of a shareholders' general meeting shall be made in writing, and contain the following:</p> <p>(1) the location, time and duration of the meeting;</p> <p>(2) those matters and proposals to be proposed for consideration at the meeting;</p> <p>(3) specify the date of share registration which the shareholder is entitled to attend the shareholder's meeting;</p> <p>(4) unequivocally state in clear language that all common shareholders (including preferred shareholders whose voting rights have been restored) are entitled to attend the shareholder's meeting, and may, in writing, entrust proxies to attend the meeting and to vote, and that the proxy(s) of that shareholder need not necessarily be shareholder(s); and</p> <p>(5) state clearly the place and date by which a letter of proxy for voting shall be received;</p> <p>(6) name and telephone number of the contact person of the meeting;</p> <p>(7) voting time and voting procedures online or otherwise.</p> <p>Notices and supplementary notices of a shareholders' meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons thereof shall be simultaneously disclosed with the notices or supplementary notices of the shareholders' meeting.</p>	<p>The notice of a <del>shareholders'</del> general meeting shall be made in writing, and contain the following:</p> <p>(1) the location, time and duration of the meeting;</p> <p>(2) those matters and proposals to be proposed for consideration at the meeting;</p> <p>(3) specify the date of share registration which the shareholder is entitled to attend the <del>shareholder's</del> <b>general</b> meeting;</p> <p>(4) unequivocally state in clear language that all common shareholders (including preferred shareholders whose voting rights have been restored), <b>shareholders holding special voting shares and other shareholders</b> are entitled to attend the <del>shareholder's</del> <b>general</b> meeting, and may, in writing, entrust proxies to attend the meeting and to vote, and that the proxy(s) of that shareholder need not necessarily be shareholder(s); and</p> <p>(5) state clearly the place and date by which a letter of proxy for voting shall be received;</p> <p>(6) name and telephone number of the contact person of the meeting;</p> <p>(7) voting time and voting procedures online or otherwise.</p> <p>Notices and supplementary notices of a <del>shareholders'</del> <b>general</b> meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons thereof shall be simultaneously disclosed with the notices or supplementary notices of the <del>shareholders'</del> <b>general</b> meeting.</p>

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No.	Existing Article	Amended Article
Article 61 (Article 67 as amended)	<p>If matters relating to election of directors and supervisors are proposed to be discussed at a shareholders' meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the shareholders' meeting, which shall at least include the following:</p> <p>.....</p> <p>(2) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(3) disclosing the candidates' shareholdings in the Company;</p> <p>(4) whether the candidates have been subject to any punishment by the securities regulatory authority under the State Council or other relevant departments or to any sanction by any stock exchange;</p> <p>.....</p> <p>In addition to the adoption of the cumulative voting mechanism to elect directors and supervisors, each candidate for directors or supervisors shall be proposed in a separate proposal.</p>	<p>If matters relating to election of directors <del>and supervisors</del> are proposed to be discussed at a <del>shareholders'</del><b>general</b> meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the <del>shareholders'</del><b>general</b> meeting, which shall at least include the following:</p> <p>.....</p> <p>(2) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(3) <del>disclosing</del> the candidates' shareholdings in the Company;</p> <p>(4) whether the candidates have been subject to any punishment by the <del>securities regulatory authority under the State Council</del><b>CSRC</b> or other relevant departments or to any sanction by any stock exchange;</p> <p>.....</p> <p>In addition to the adoption of the cumulative voting mechanism to elect directors <del>and supervisors</del>, each candidate for directors <del>or supervisors</del> shall be proposed in a separate proposal.</p>
Article 62 (Article 68 as amended)	<p>Unless otherwise provided in the Articles of Association of the Company, the notice of a shareholder's meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by means of an announcement, by mail, or by such means as may be permitted by the relevant stock exchange or regulatory authorities in the place where the Company's shares are listed.</p> <p>.....</p>	<p>Unless otherwise provided in the Articles of Association of the Company, the notice of a <del>shareholder's</del><b>general</b> meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by means of an announcement, by mail, or by such means as may be permitted by the relevant stock exchange or regulatory authorities in the place where the Company's shares are listed.</p> <p>.....</p>



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No.	Existing Article	Amended Article
Article 64 (Article 70 as amended)	<p>.....</p> <p>(1) the right of shareholders to speak at the shareholder's meeting;</p> <p>.....</p> <p>If a shareholder is a recognised clearing house (or its proxy), it may authorize such person or persons as it thinks fit to act as its representative(s) at any shareholder's meeting of any shareholders of the Company or at any meeting of any class of members or any creditors' meeting provided that if more than one person is authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorized, and may be signed by an authorised officer of the recognised clearing house (or its nominee(s)). Such authorised person shall be entitled to attend the meeting (without having to produce evidence of shareholding, notarised authority and/or further evidence of formal authority) to exercise the same rights and power on behalf if the recognised clearing house (or its proxy) as if such person is an individual shareholder of the Company (and with the same statutory rights, including the right to speak and vote, as are accorded to other shareholders).</p>	<p>.....</p> <p>(1) the right of shareholders to speak at the <del>shareholder's</del> <b>general</b> meeting;</p> <p>.....</p> <p>If a shareholder is a recognised clearing house (or its proxy), it may authorize such person or persons as it thinks fit to act as its representative(s) at any <del>shareholder's general</del> meeting of any shareholders of the Company or at any meeting of any class of members or any creditors' meeting provided that if more than one person is authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorized, and may be signed by an authorised officer of the recognised clearing house (or its nominee(s)). Such authorised person shall be entitled to attend the meeting (without having to produce evidence of shareholding, notarised authority and/or further evidence of formal authority) to exercise the same rights and power on behalf if the recognised clearing house (or its proxy) as if such person is an individual shareholder of the Company (and with the same statutory rights, including the right to speak and vote, as are accorded to other shareholders).</p>
Article 65 (Article 71 as amended)	<p>A shareholder shall use written form when entrusting an proxy. The letter of proxy shall be signed by the principal or the proxy entrusted by the principal in writing. If a principal is a corporation, the letter of proxy shall be affixed with the seal of the corporation or shall be signed by its director or officially entrusted officer or proxy. The letter of proxy shall set out the following:</p> <p>(1) the name of the principal and the name of the proxy;</p> <p>(2) the number of shares represented by the proxy on behalf of the principal. If several proxies are appointed, the letter of proxy shall state the number of shares represented by each proxy;</p> <p>(3) whether the proxy has voting rights;</p> <p>(4) the instructions on whether to vote for or against or abstain from voting on each matter included in the agenda of the shareholders' meeting;</p>	<p>A shareholder shall use written form when entrusting an proxy. The letter of proxy shall be signed by the principal or the proxy entrusted by the principal in writing. If a principal is a corporation, the letter of proxy shall be affixed with the seal of the corporation or shall be signed by its director or officially entrusted officer or proxy. The letter of proxy shall set out the following:</p> <p>(1) the name of the principal and the <del>name of the proxy</del> <b>class and number of shares of the Company held;</b></p> <p>(2) the <del>number</del><b>name</b> of shares represented by the proxy <del>on behalf of the principal</del>. If several <del>proxies</del> are appointed, the letter of proxy shall state the number of shares represented by each proxy;</p> <p>(3) <del>whether the proxy has voting rights;</del></p> <p>(<del>4</del><b>3</b>) the <b>specific</b> instructions <b>from shareholders on, among others,</b> whether to vote for or against or abstain from voting on each matter included in the agenda of the <del>shareholders' general</del> meeting;</p>



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	<p>(5) whether the proxy has voting rights in respect of the provisional proposals as might be included in the agenda of the shareholders' meeting, and, if yes, the instructions on how to exercise the voting rights;</p> <p>(6) the date of issue and effective period of the letter of proxy.</p>	<p>(54) whether the proxy has voting rights in respect of the provisional proposals as might be included in the agenda of the shareholders' <u>general</u> meeting, and, if yes, the instructions on how to exercise the voting rights;</p> <p>(65) the date of issue and effective period of the letter of proxy.</p>
Article 66 (Article 72 as amended)	<p>.....</p> <p>If the principal is a corporation, its legal representative or person authorised by its board of directors or other decision-making department shall be the representative to attend general meeting of shareholder of the Company.</p> <p>The Company has the right to request for identification certificates and the letter of proxy stating the date of issue and signed by the principal or the legal representative or duly authorised attorney of the principal from the proxy when attending the shareholder's meeting on behalf of shareholders.</p> <p>.....</p>	<p>.....</p> <p><del>If the principal is a corporation, its legal representative or person authorised by its board of directors or other decision-making department shall be the representative to attend general meeting of shareholder of the Company.</del></p> <p>The Company has the right to request for identification certificates and the letter of proxy stating the date of issue and signed by the principal or the legal representative or duly authorised attorney of the principal from the proxy when attending the shareholder's <u>general</u> meeting on behalf of shareholders.</p> <p>.....</p>
Article 69 (Article 75 as amended)	<p>The attendance register shall be prepared by the Company, which shall state the names (or names of the corporations), identification document numbers and the addresses of the attendees, the number of voting shares held or represented, names of the principals (or names of the corporations) and so on.</p>	<p>The attendance register shall be prepared by the Company, which shall state the names (or names of the corporations), identification document numbers and <del>the addresses of the attendees,</del> the number of voting shares held or represented, names of the principals (or names of the corporations) and so on.</p>
Article 71 (Article 77 as amended)	<p>When a shareholder's meeting is held, all the directors, supervisors and secretary of the board of directors should attend the meeting. The managers and other senior management personnel without cogent reasons should be present at the meeting.</p>	<p><del>When a shareholder's meeting is held, all the directors, supervisors and secretary of the board of directors should attend the meeting. The managers and other senior management personnel without cogent reasons should be present at the meeting.</del> <u>Where the general meeting requires directors and senior management to attend the meeting, such directors and senior management shall attend without voting rights and answer inquiries from shareholders.</u></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 72 (Article 78 as amended)	The Company shall formulate the Rules of Procedure of the Shareholder's Meeting regulating the convening and voting procedure of shareholder's meetings, including notice, registration, consideration of resolutions, voting, counting of ballots, announcement of voting result, formation of resolution, meeting minutes and signing thereof and announcement, and the principles for authorisation to the board of directors by shareholder's meetings with specific and detailed authorisation content. The Rules of Procedure of the Shareholder's Meeting shall be an appendix to the Articles of Association and shall be formulated by the board of directors and approved by the shareholder's meeting.	The Company shall formulate the Rules of Procedure of the <del>Shareholder's</del> <b>General</b> Meeting regulating the convening and voting procedure of <del>shareholder's</del> <b>general</b> meetings, including notice, registration, consideration of resolutions, voting, counting of ballots, announcement of voting result, formation of resolution, meeting minutes and signing thereof and announcement, and the principles for authorisation to the board of directors by <del>shareholder's</del> <b>general</b> meetings with specific and detailed authorisation content. The Rules of Procedure of the <del>Shareholder's</del> <b>General</b> Meeting shall be an appendix to the Articles of Association and shall be formulated by the board of directors and approved by the <del>shareholder's</del> <b>general</b> meeting.
Article 73 (Article 79 as amended)	The board of directors and the supervisory committee shall report their work in the preceding year at the annual shareholder's meeting. Every independent director shall also make his/her work reports.	The board of directors <del>and the supervisory committee</del> shall report <del>their</del> <b>its</b> work in the preceding year at the annual <del>shareholder's</del> <b>general</b> meeting. Every independent director shall also make his/her work reports.
Article 74 (Article 80 as amended)	Directors, supervisors and senior management shall make explanations in relation to the inquiries and suggestions made by shareholders at shareholders' meetings.	Directors, <del>supervisors</del> and senior management shall make explanations in relation to the inquiries and suggestions made by shareholders at <del>shareholders'</del> <b>general</b> meetings.
Article 76 (Article 82 as amended)	Resolutions of shareholder's meeting of shareholders shall be divided into ordinary and special resolutions. An ordinary resolution at a shareholder's meeting shall require the approval of more than half of the shareholders that have voting rights (including their proxies) who are present at the meeting in order to be valid. A special resolution at a shareholder's meeting shall require the approval of more than two-thirds of the shareholders that have voting rights (including their proxies) who are present at the meeting in order to be valid.	Resolutions of <del>shareholder's</del> <b>general</b> meeting of shareholders shall be divided into ordinary and special resolutions. An ordinary resolution at a <del>shareholder's</del> <b>general</b> meeting shall require the approval of more than half of the shareholders that have voting rights <del>(including their proxies)</del> who are present at the meeting in order to be valid. A special resolution at a <del>shareholder's</del> <b>general</b> meeting shall require the approval of more than two-thirds of the shareholders that have voting rights <del>(including their proxies)</del> who are present at the meeting in order to be valid.

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 77 (Article 83 as amended)	<p>When voting at a shareholder's meeting, a shareholder (including the proxy of a shareholder) shall exercise voting rights according to the number of shares held. Each share held shall represent the equivalent of one voting right.</p> <p>When material issues affecting the interests of minority shareholders are considered at the shareholders' meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner. In such a case, when counting the votes by the minority shareholders, the votes of followings shareholders will not be counted: (1) the directors, supervisors and senior management of the Company; and (2) the shareholders, individually or collectively, holding 5% or more of the issued shares of the Company.</p> <p>Shares held by the Company have no voting rights. This portion of shares is not considered part of the total number of shares with voting rights and attending the shareholder's meetings.</p> <p>In the event that a shareholder's purchase of the Company's voting shares violates the provisions of Article 63(1) and (2) of the Securities Act, the voting right for the portion of the shares in excess of the prescribed ratio shall not be allowed to exercise for a period of 36 months after the purchase and such shares shall not be counted in the total number of voting shares present at the shareholder's meeting.</p> <p>.....</p> <p>When approving the connected parties transactions at the shareholder's meeting, the connected shareholders shall abstain from voting and the number of shares of voting right of it shall not be counted as a valid voting in the aggregate number of valid votings.</p> <p>.....</p>	<p>When voting at a <del>shareholder's</del> <b>general</b> meeting, a shareholder (<del>including the proxy of a shareholder</del>) shall exercise voting rights according to the number of shares held. Each share held shall represent the equivalent of one voting right.</p> <p>When material issues affecting the interests of minority shareholders are considered at the <del>shareholders'</del> <b>general</b> meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner. In such a case, when counting the votes by the minority shareholders, the votes of followings shareholders will not be counted: (1) the directors, <del>supervisors</del> and senior management of the Company; and (2) the shareholders, individually or collectively, holding 5% or more of the issued shares of the Company.</p> <p>Shares held by the Company have no voting rights. This portion of shares is not considered part of the total number of shares with voting rights and attending the <del>shareholders'</del> <b>general</b> meetings.</p> <p>In the event that a shareholder's purchase of the Company's voting shares violates the provisions of Article 63(1) and (2) of the Securities Act, the voting right for the portion of the shares in excess of the prescribed ratio shall not be allowed to exercise for a period of 36 months after the purchase and such shares shall not be counted in the total number of voting shares present at the <del>shareholder's</del> <b>general</b> meeting.</p> <p>.....</p> <p>When approving the connected parties transactions at the <del>shareholder's</del> <b>general</b> meeting, the connected shareholders shall abstain from voting and the number of shares of voting right of it shall not be counted as a valid voting in the aggregate number of valid votings.</p> <p>.....</p>
Article 78 (Article 84 as amended)	<p>The resolutions put forward at the shareholders' meeting shall be voted by poll, except that the chairman of the meeting may allow in good faith the resolutions relating purely to the procedures or administrative matters to be voted by show of hands subject to the listing rules of the place where the shares of the Company are listed.</p>	<p>The resolutions put forward at the <del>shareholders'</del> <b>general</b> meeting shall be voted by poll, except that the <del>chairman</del> <b>presiding person</b> of the meeting may allow in good faith the resolutions relating purely to the procedures or administrative matters to be voted by show of hands subject to the listing rules of the place where the shares of the Company are listed.</p>

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No.	Existing Article	Amended Article
Article 79 (Article 85 as amended)	If it has been requested that a decision to elect the chairman of the meeting or on adjournment of the meeting be made by poll, the poll shall be promptly conducted. In relation to other matters to be decided by poll as requested, the chairman shall decide when the poll shall be conducted, in which case the meeting may continue to proceed to discuss other matters. The results of the vote shall be regarded as a resolution passed by the meeting.	If it has been requested that a decision to elect the <del>chairman</del> <b>presiding person</b> of the meeting or on adjournment of the meeting be made by poll, the poll shall be promptly conducted. In relation to other matters to be decided by poll as requested, the <del>chairman</del> <b>presiding person</b> shall decide when the poll shall be conducted, in which case the meeting may continue to proceed to discuss other matters. The results of the vote shall be regarded as a resolution passed by the meeting.
Article 80 (Article 86 as amended)	When electing directors at the shareholder's meeting, if there are more than two candidates, each share that is holding by the shareholder, including proxy of shareholder shall carry the same voting right as to the number of candidates. Shareholders may concentrate all their votes on one candidate or distribute them among several candidates, but they shall specify the allocation of their voting rights.	When electing directors at the <del>shareholder's</del> <b>general</b> meeting, if there are more than two candidates, each share that is holding by the shareholder, including proxy of shareholder shall carry the same voting right as to the number of candidates. Shareholders may concentrate all their votes on one candidate or distribute them among several candidates, but they shall specify the allocation of their voting rights.
Article 81 (Article 87 as amended)	Should there be a tie between dissenting and affirmative votes on a matter, the chairman of the meeting shall have the casting vote whether or not it is a vote by show of hands or by poll.	Should there be a tie between dissenting and affirmative votes on a matter, the <del>chairman</del> <b>presiding person</b> of the meeting shall have the casting vote whether or not it is a vote by show of hands or by poll.
Article 82 (Article 88 as amended)	Ordinary resolutions shall be proposed on the following matters at a shareholder's meeting: (1) reports of the board of directors and supervisory committee; (2) profit distribution plan and loss recovery plan prepared by the board of directors; (3) appointment and dismissal of members of the board of directors and non-employee representative supervisor and their remuneration and payment methods; (4) the Company's annual financial budget plan and final report plan; (5) the Company's annual report; and (6) matters other than those which shall be approved by special resolutions as stipulated in laws, administrative regulations, listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association.	Ordinary resolutions shall be proposed on the following matters at a <del>shareholder's</del> <b>general</b> meeting: (1) reports of the board of directors <del>and supervisory committee</del> ; (2) profit distribution plan and loss recovery plan prepared by the board of directors; (3) appointment and dismissal of members of the board of directors <del>and non-employee representative supervisor</del> and their remuneration and payment methods; (4) <del>the Company's annual financial budget plan and final report plan</del> ; (5) the Company's annual report; and (6) matters other than those which shall be approved by special resolutions as stipulated in laws, administrative regulations, listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association.

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No.	Existing Article	Amended Article
Article 83 (Article 89 as amended)	<p>Special resolutions shall be passed with respect to the following matters at a shareholder's meeting:</p> <p>.....</p> <p>(3) amendments to the Articles of Association;</p> <p>(4) any acquisition or disposal of material assets by the Company or the amount of guarantees exceeding 30% of the latest audited total assets of the Company within one year;</p> <p>(5) share incentive plans; and</p> <p>(6) other matters required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be passed by a special resolution and considered to have a material impact on the Company if approved by an ordinary resolution at the shareholder's meeting and thus requiring to be passed by a special resolution.</p>	<p>Special resolutions shall be passed with respect to the following matters at a <del>shareholder's</del> <b>general</b> meeting:</p> <p>.....</p> <p>(3) amendments to the Articles of Association;</p> <p>(4) any acquisition or disposal of material assets by the Company or the amount of guarantees <b>provided to others</b> exceeding 30% of the latest audited total assets of the Company within one year;</p> <p>(5) share incentive plans; and</p> <p>(6) other matters required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be passed by a special resolution and considered to have a material impact on the Company if approved by an ordinary resolution at the <del>shareholder's</del> <b>general</b> meeting and thus requiring to be passed by a special resolution.</p>
Article 84 (Article 90 as amended)	<p>Regarding the proposal of the independent director(s) to convene an extraordinary shareholder's meeting, the board of directors shall, according to provisions of the laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary shareholder's meeting within 10 days after receipt of the proposal. If the board of directors agrees to convene the extraordinary shareholder's meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the board of directors. If the board of directors does not agree to hold the extraordinary shareholder's meeting, it shall give the reasons and make an announcement in respect thereof.</p>	<p><b><u>The board of directors shall convene the general meeting on time within the prescribed period. With the consent of more than half of all independent directors, independent directors shall have the right to propose to the board of directors to convene an extraordinary general meeting.</u></b> Regarding the proposal of the independent director(s) to convene an extraordinary <del>shareholder's</del> <b>general</b> meeting, the board of directors shall, according to provisions of the laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary <del>shareholder's</del> <b>general</b> meeting within 10 days after receipt of the proposal. If the board of directors agrees to convene the extraordinary <del>shareholder's</del> <b>general</b> meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the board of directors. If the board of directors does not agree to hold the extraordinary <del>shareholder's</del> <b>general</b> meeting, it shall give the reasons and make an announcement in respect thereof.</p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 85 (Article 91 as amended)	<p>The supervisory committee shall have the right to propose to the board of directors to convene an extraordinary shareholder's meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, according to provisions of the laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting within 10 days after receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary shareholder's meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the board of directors. In the event of any change to the original proposal set forth in the notice, the consent of the supervisory committee is required.</p> <p>If the board of directors does not agree to hold the extraordinary shareholder's meeting or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the shareholder's meeting, and the supervisory committee may convene and preside over the meeting by itself.</p>	<p>The <del>supervisory</del><u>audit</u> committee shall have the right to propose to the board of directors to convene an extraordinary <del>shareholder's</del><u>general</u> meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, according to provisions of the laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting within 10 days after receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary <del>shareholder's</del><u>general</u> meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the board of directors. In the event of any change to the original proposal set forth in the notice, the consent of the <del>supervisory</del><u>audit</u> committee is required.</p> <p>If the board of directors does not agree to hold the extraordinary <del>shareholder's</del><u>general</u> meeting or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the <del>shareholder's</del><u>general</u> meeting, and the <del>supervisory</del><u>audit</u> committee may convene and preside over the meeting by itself.</p>
Article 86 (Article 92 as amended)	<p>Shareholders who request the convening of an extraordinary shareholder's meeting or a class meeting of shareholders shall do so in accordance with the following procedures:</p> <p>(1) Two (2) or more shareholders individually or together holding more than 10% (including 10%) of shares with voting rights at the meeting to be convened may sign one or several written requests in the same format and with the same contents to the board of directors to convene an extraordinary shareholder's meeting or class meeting of shareholders and which shall also specify the meeting's agenda. The aforesaid number of shares held by shareholders shall be calculated as at the date of the written request, and proof of shareholding document in written shall be provided by the shareholder who proposed such request. The board of directors shall, according to provisions of the laws, regulations and the Articles of Association, give a written reply on whether to convene the extraordinary shareholder's meeting or class meeting within 10 days after receipt of the request.</p>	<p>Shareholders who request the convening of an extraordinary <del>shareholder's</del><u>general</u> meeting or a class meeting of shareholders shall do so in accordance with the following procedures:</p> <p>(1) <del>Two (2) or more</del>Shareholders individually or together holding more than 10% (including 10%) of shares with voting rights at the meeting to be convened may sign one or several written requests in the same format and with the same contents to the board of directors to convene an extraordinary <del>shareholder's</del><u>general</u> meeting or class meeting of shareholders and which shall also specify the meeting's agenda. The aforesaid number of shares held by shareholders shall be calculated as at the date of the written request, and proof of shareholding document in written shall be provided by the shareholder who proposed such request. The board of directors shall, according to provisions of the laws, regulations and the Articles of Association, give a written reply on whether to convene the extraordinary <del>shareholder's</del><u>general</u> meeting or class meeting within 10 days after receipt of the request.</p>

No.	Existing Article	Amended Article
	<p>If the board of directors agrees to convene the extraordinary shareholders' meeting, it will issue a notice of shareholders' meeting within 5 days of the decision of the board of directors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders.</p> <p>(2) If the board of directors does not agree to convene the extraordinary shareholders' meeting, or does not reply within 10 days of receipt of the suggestion, shareholders individually or together holding more than 10% of the Company are authorised to request to the supervisory committee to hold an extraordinary shareholders' meeting, and should be presented to the supervisory committee in writing.</p> <p>(3) If the supervisory committee does not issue the notice of shareholders' meeting within the prescribed period, this is treated as the supervisory board not convening and not holding the shareholders' meeting. Then shareholders individually or together holding more than 10% of the shares for more than 90 days can convene and hold the meeting by themselves.</p> <p>In the case of shareholders or the supervisory committee organising the convening of a meeting as a result of the failure of the board of directors to convene a meeting as requested above, reasonable expenses incurred on the meeting shall be borne by the Company and shall be deducted from the bank funds of those directors who were negligent in the performance of their duties.</p> <p>Except for matters involving the Company's trade secret, the board of directors and the supervisory committee should explain with to questions and suggestions from shareholders at the shareholder's meeting.</p>	<p>If the board of directors agrees to convene the extraordinary <del>shareholders'</del><b>general</b> meeting, it will issue a notice of <del>shareholders'</del><b>general</b> meeting within 5 days of the decision of the board of directors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders.</p> <p>(2) If the board of directors does not agree to convene the extraordinary <del>shareholders'</del><b>general</b> meeting, or does not reply within 10 days of receipt of the suggestion, shareholders individually or together holding more than 10% of the Company are authorised to request to the <del>supervisory</del><b>audit</b> committee to hold an extraordinary <del>shareholders'</del><b>general</b> meeting, and should be presented to the <del>supervisory</del><b>audit</b> committee in writing.</p> <p><b><u>If the audit committee agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within five days after receipt of the request. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.</u></b></p> <p>(3) If the <del>supervisory</del><b>audit</b> committee does not issue the notice of <del>shareholders'</del><b>general</b> meeting within the prescribed period, this is treated <b><u>it shall be deemed</u></b> as the <del>supervisory board</del><b>audit committee</b> not convening and not holding the <del>shareholders'</del><b>general</b> meeting. Then shareholders individually or together holding more than 10% of the shares for more than 90 days can convene and hold the meeting by themselves.</p> <p><del>In the case of shareholders or the supervisory audit committee organising the convening of a meeting as a result of the failure of the board of directors to convene a meeting as requested above, reasonable expenses incurred on the meeting shall be borne by the Company and shall be deducted from the bank funds of those directors who were negligent in the performance of their duties.</del></p> <p>Except for matters involving the Company's trade secret, the board of directors and the <del>supervisory</del><b>audit</b> committee should explain with respect to questions and suggestions from shareholders at the <del>shareholder's</del><b>general</b> meeting.</p>



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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 87 (Article 93 as amended)	<p>Where the supervisory committee or the shareholders initiate procedures to convene a shareholder's meeting, it/they shall give a written notice to the board of directors and shall simultaneously file the case with the stock exchange.</p> <p>Prior to the announcement of the resolution of the shareholders' meeting, the shareholding by the convening shareholders shall be no less than 10%.</p> <p>When the convening shareholders deliver a notice of shareholders' meeting and make the announcement of the resolution of the shareholders' meetings, the convening shareholders shall submit the relevant evidencing materials to the stock exchange.</p>	<p>Where the <del>supervisory</del><b>audit</b> committee or the shareholders initiate procedures to convene a <del>shareholder's</del><b>general</b> meeting, it/they shall give a written notice to the board of directors and shall simultaneously file the case with the stock exchange.</p> <p>Prior to the announcement of the resolution of the <del>shareholder's</del><b>general</b> meeting, the shareholding by the convening shareholders shall be no less than 10%.</p> <p>When the convening shareholders deliver a notice of <del>shareholder's</del><b>general</b> meeting and make the announcement of the resolution of the <del>shareholder's</del><b>general</b> meetings, the convening shareholders shall submit the relevant evidencing materials to the stock exchange.</p>
Article 88 (Article 94 as amended)	<p>The board of directors and the secretary of the board of directors shall provide cooperation for the shareholders' meetings initiated by the supervisory committee or shareholders. The board of directors shall provide the register of members as at the date of registration of shareholding.</p>	<p>The board of directors and the secretary of the board of directors shall provide cooperation for the <del>shareholders'</del><b>general</b> meetings initiated by the <del>supervisory</del><b>audit</b> committee or shareholders. The board of directors shall provide the register of members as at the date of registration of shareholding.</p> <p><b><u>If shareholders or the audit committee convene a general meeting themselves/itself, the reasonable expenses incurred in connection thereto shall be borne by the Company and offset against sums owed by the Company to the defaulting directors.</u></b></p>



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No.	Existing Article	Amended Article
Article 89 (Article 95 as amended)	<p>A general meeting shall be convened by the chairman of the board of directors who shall be the chairman of the meeting. If the board chairman is unable to attend the meeting, the vice chairman of the board of directors (or the vice chairman elected by more than half of directors if there are two or more vice chairmen of the Company) shall convene the meeting and shall be the chairman of the meeting. If, for some reasons, both the chairman and the vice chairman are unable to attend the meeting, the board of directors may designate a director of the Company to convene the meeting and to chair the meeting on its behalf. If no chairman of the meeting is designated, shareholders at the meeting may elect a chairman. In a case where shareholders are unable, for any reason, to elect a chairman of the meeting, that a shareholder who holds the majority number of shares with voting rights shall be the chairman of the meeting (including an proxy of a shareholder).</p> <p>The chairman of the supervisory committee shall preside over the shareholders' meetings initiated and convened by the supervisory committee. In the event that the chairman of the supervisory committee is unable to or fails to discharge his duties in convening and presiding the shareholders' meeting, the meeting shall be presided over by a supervisor jointly nominated by more than half of the supervisors.</p> <p>For the shareholders' meetings initiated and convened by shareholders, the convener shall nominate a representative to preside over the meeting.</p>	<p><del>A general meeting shall be convened by the chairman of the board of directors who shall be the chairman of the meeting. If the board chairman is unable to attend the meeting, the vice chairman of the board of directors (or the vice chairman elected by more than half of directors if there are two or more vice chairmen of the Company) shall convene the meeting and shall be the chairman of the meeting. If, for some reasons, both the chairman and the vice chairman are unable to attend the meeting, the board of directors may designate a director of the Company to convene the meeting and to chair the meeting on its behalf. If no chairman of the meeting is designated, shareholders at the meeting may elect a chairman. In a case where shareholders are unable, for any reason, to elect a chairman of the meeting, that a shareholder who holds the majority number of shares with voting rights shall be the chairman of the meeting (including an proxy of a shareholder).</del></p> <p><del>The chairman of the supervisory committee shall preside over the shareholders' meetings initiated and convened by the supervisory committee. In the event that the chairman of the supervisory committee is unable to or fails to discharge his duties in convening and presiding the shareholders' meeting, the meeting shall be presided over by a supervisor jointly nominated by more than half of the supervisors.</del></p> <p><u><b>The chairman of the board of directors shall preside over the general meeting. If the chairman of the board of directors is unable or fails to perform his duties, the vice chairman of the board of directors (or the vice chairman elected by more than half of directors if there are two or more vice chairmen of the Company) shall preside over the meeting; if the vice chairman is unable or fails to perform his duties, a director elected by more than half of the directors shall preside over the meeting.</b></u></p> <p><u><b>A general meeting convened by the audit committee on its own shall be presided over by the chairman of the audit committee. In the event that the chairman of the audit committee is unable or fails to perform his/her duties, a member jointly elected by more than half of the members of the audit committee shall preside over the meeting.</b></u></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
	<p>In the event that the chairman violates the rules of procedure during the shareholders' meeting and results in the shareholders' meeting being unable to continue, upon approval by more than half of the shareholders with voting rights present at the meeting, a person may be nominated to preside over the shareholders' meeting and the meeting may continue.</p>	<p>For the <del>shareholders'</del><b>general</b> meetings initiated and convened by shareholders, the convener <del>or shall nominate</del> a <b>nominated</b> representative <del>to shall</del> preside over the meeting.</p> <p>In the event that the chairman violates the rules of procedure during the <del>shareholders'</del><b>general</b> meeting and results in the <del>shareholders'</del><b>general</b> meeting being unable to continue, upon approval by more than half of the shareholders with voting rights present at the meeting, a person may be nominated to preside over the <del>shareholders'</del><b>general</b> meeting and the meeting may continue.</p>
Article 90 (Article 96 as amended)	<p>Minutes of a shareholders' meeting shall be kept by the secretary of the board of directors. The minutes shall set out:</p> <p>.....</p> <p>(2) the name of the presider of the meeting, and the directors, supervisors, president and other senior management attending or present at the meeting;</p> <p>.....</p> <p>The attending directors, supervisors, secretary of the board of directors, convener or representative thereof and the chairman shall sign on the minutes of the meeting.</p>	<p>Minutes of a <del>shareholders'</del><b>general</b> meeting shall be kept by the secretary of the board of directors. The minutes shall set out:</p> <p>.....</p> <p>(2) the name of the <del>presider</del><b>presiding person</b> of the meeting, and the directors, <del>supervisors,</del> president and other senior management attending or present at the meeting;</p> <p>.....</p> <p>The attending directors, <del>supervisors,</del> secretary of the board of directors, convener or representative thereof and the <del>chairman</del><b>presiding person</b> shall sign on the minutes of the meeting.</p>

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No.	Existing Article	Amended Article
Article 91 (Article 97 as amended)	The convener shall ensure the shareholders' meeting is held unceasingly until final resolutions are arrived at. If the shareholders' meeting is terminated or fails to reach any resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the shareholders' meeting as soon as possible, or the shareholders' meeting should be simply terminated, and in both cases a timely announcement shall be made. Meanwhile, the convener shall report to the local office of China Securities Regulatory Commission where the Company is located and to the stock exchange.	The convener shall ensure the <del>shareholders'</del> <b>general</b> meeting is held unceasingly until final resolutions are arrived at. If the <del>shareholders'</del> <b>general</b> meeting is terminated or fails to reach any resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the <del>shareholders'</del> <b>general</b> meeting as soon as possible, or the <del>shareholders'</del> <b>general</b> meeting should be simply terminated, and in both cases a timely announcement shall be made. Meanwhile, the convener shall report to the local office of China Securities Regulatory Commission where the Company is located and to the stock exchange.
Article 92 (Article 98 as amended)	If the chairman of a meeting has any doubts as to the results of a resolution proposed at a meeting, the chairman may count the number of the votes; if the chairman of the meeting has not tallied the votes and a shareholder or an proxy of a shareholder attending the meeting objects to a result declared by the chairman of the meeting, the shareholder or proxy shall have the right to request a re-count of votes followed by an immediate declaration; the chairman of the meeting shall promptly count the votes.	If the <del>chairman</del> <b>presiding person</b> of a meeting has any doubts as to the results of a resolution proposed at a meeting, the <del>chairman</del> <b>presiding person</b> may count the number of the votes; if the <del>chairman</del> <b>presiding person</b> of the meeting has not tallied the votes and a shareholder or an proxy of a shareholder attending the meeting objects to a result declared by the <del>chairman</del> <b>presiding person</b> of the meeting, the shareholder or proxy shall have the right to request a re-count of votes followed by an immediate declaration; the <del>chairman</del> <b>presiding person</b> of the meeting shall promptly count the votes.
Article 93 (Article 99 as amended)	If counting of votes is held at a shareholder's general meeting, the result of vote counting at the general meeting shall be recorded in the minutes of the meeting. The minutes of the meeting should be kept together with the signature book of shareholders attending the meeting, authorization letters of proxies and valid information on the results of voting online or through other means in the Company's domicile. The aforementioned minutes, signature book and letters of proxies shall be kept for no less than 10 years.	If counting of votes is held at a <del>shareholder's</del> <b>general</b> general meeting, the result of vote counting at the general meeting shall be recorded in the minutes of the meeting. The minutes of the meeting should be kept together with the signature book of shareholders attending the meeting, authorization letters of proxies and valid information on the results of voting online or through other means in the Company's domicile. The aforementioned minutes, signature book and letters of proxies shall be kept for no less than 10 years.

No.	Existing Article	Amended Article
Article 94 (Article 100 as amended)	<p>The list of candidates for directors and supervisors shall be proposed in the form of resolution to the shareholders' meeting for voting.</p> <p>When a voting is made on the election of two or more directors or supervisors at a shareholder's meeting, a cumulative voting mechanism shall be adopted in accordance with the provisions of the Articles of Association or the resolutions of the shareholder's meeting.</p> <p>The cumulative voting system as mentioned in the preceding paragraph means that every share shall, on the occasion of electing directors or supervisors at the shareholders' meeting, have the same voting rights as the number of directors or supervisors to be elected, and the voting rights held by the shareholders may be used collectively when the directors or supervisors are elected at the general meeting. The board of directors shall simultaneously provide shareholders with the biographical details and basic information about the candidates for directors and supervisors.</p>	<p>The list of candidates for directors<del>and supervisors</del> shall be proposed in the form of resolution to the shareholders'<u>general</u> meeting for voting.</p> <p>When a voting is made on the election of two or more directors<del>or supervisors</del> at a shareholder's <u>general</u> meeting, a cumulative voting mechanism shall be adopted in accordance with the provisions of the Articles of Association or the resolutions of the shareholder's <u>general</u> meeting.</p> <p><b><u>When the general meeting elects two or more independent directors, a cumulative voting mechanism shall be implemented.</u></b></p> <p><del>The cumulative voting system as mentioned in the preceding paragraph means that every share shall, on the occasion of electing directors or supervisors at the shareholders' meeting, have the same voting rights as the number of directors or supervisors to be elected, and the voting rights held by the shareholders may be used collectively when the directors or supervisors are elected at the general meeting. The board of directors shall simultaneously provide shareholders with the biographical details and basic information about the candidates for directors and supervisors.</del></p>
Article 95 (Article 101 as amended)	<p>Where directors are elected based on the cumulative voting mechanism, independent directors and other directors shall be elected separately, and the elected directors and supervisors shall be determined in the descending order of the number of votes received in the election based on the number of directors and supervisors to be elected.</p> <p>Except for the adoption of the cumulative voting mechanism to elect directors and supervisors, each candidate for directors or supervisors shall be proposed in a separate proposal.</p> <p>Shareholders attending the shareholder's meeting shall have the same number of votes for the election of directors or supervisors as the number of directors or supervisors to be elected under each group of proposals for each share held under the cumulative voting mechanism. The number of election votes owned by shareholders can be casted on only one candidate or on several candidates.</p> <p>.....</p>	<p>Where directors are elected based on the cumulative voting mechanism, independent directors and other directors shall be elected separately, and the elected directors<del>and supervisors</del> shall be determined in the descending order of the number of votes received in the election based on the number of directors<del>and supervisors</del> to be elected.</p> <p>Except for the adoption of the cumulative voting mechanism to elect directors<del>and supervisors</del>, each candidate for directors<del>or supervisors</del> shall be proposed in a separate proposal.</p> <p>Shareholders attending the shareholder's <u>general</u> meeting shall have the same number of votes for the election of directors<del>or supervisors</del> as the number of directors<del>or supervisors</del> to be elected under each group of proposals for each share held under the cumulative voting mechanism. The number of election votes owned by shareholders can be casted on only one candidate or on several candidates.</p> <p>.....</p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 96 (Article 102 as amended)	Other than the cumulative voting mechanism, the shareholders' meeting shall vote on all proposals one by one. Where different proposals for the same issue are proposed, such proposals shall be voted on in the order of time in which they are proposed. Other than special reasons such as force majeure which results in the interruption of the shareholders' meeting or makes it impossible to come to resolution, the shareholders' meeting shall not set aside the proposals or withhold from voting.	Other than the cumulative voting mechanism, the <del>shareholders'</del> <b>general</b> meeting shall vote on all proposals one by one. Where different proposals for the same issue are proposed, such proposals shall be voted on in the order of time in which they are proposed. Other than special reasons such as force majeure which results in the interruption of the <del>shareholders'</del> <b>general</b> meeting or makes it impossible to come to resolution, the <del>shareholders'</del> <b>general</b> meeting shall not set aside the proposals or withhold from voting.
Article 97 (Article 103 as amended)	A resolution being considered at the shareholders' meeting shall not be revised, otherwise it shall be regarded as a new resolution and shall not be voted at the same shareholders' meeting.	A resolution being considered at the <del>shareholders'</del> <b>general</b> meeting shall not be revised, otherwise it shall be regarded as a new resolution and shall not be voted at the same <del>shareholders'</del> <b>general</b> meeting.
Article 98 (Article 104 as amended)	The voting right of the same shares shall be exercised by one of the following means only: on-site voting, online voting or other means of voting. In case of repeated voting by the same shares, only the first vote is valid.	The voting right of the same shares shall be exercised by one of the following means only: on-site voting, online voting or other means of voting. In case of repeated voting by the same shares, only the first vote is valid.
Article 99 (Article 105 as amended)	Voting is conducted by open ballot at the shareholders' meeting.	Voting is conducted by open ballot at the <del>shareholders'</del> <b>general</b> meeting.
Article 100 (Article 106 as amended)	<p>Prior to the voting on a resolution at the shareholders' meeting, two shareholder representatives shall be elected to participate in the counting and ballot examination. If any shareholder has connected relation in the matter being considered, the shareholder and his/her/its proxy shall not participate in the counting and ballot examination.</p> <p>When voting on the resolutions at the shareholders' meeting, the lawyer, shareholder representatives, supervisor representatives and either the share registrar of H Shares or external accountant with auditor qualification shall be jointly responsible for the counting and ballot examination and announcing the voting results on the resolution on the spot, which shall be included in the minutes of meeting.</p> <p>.....</p>	<p>Prior to the voting on a resolution at the <del>shareholders'</del><b>general</b> meeting, two shareholder representatives shall be elected to participate in the counting and ballot examination. If any shareholder has connected relation in the matter being considered, the shareholder and his/her/its proxy shall not participate in the counting and ballot examination.</p> <p>When voting on the resolutions at the <del>shareholders'</del><b>general</b> meeting, the lawyer, shareholder representatives, <del>supervisor representatives</del> and either the share registrar of H Shares or external accountant with auditor qualification shall be jointly responsible for the counting and ballot examination and announcing the voting results on the resolution on the spot, which shall be included in the minutes of meeting.</p> <p>.....</p>

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No.	Existing Article	Amended Article
Article 101 (Article 107 as amended)	<p>The onsite shareholders' meeting shall not end earlier than the online means or other means. The chairman of the meeting shall announce the voting and results of each of the resolutions, and announce whether or not they are approved in accordance with the results.</p> <p>Before the results are officially announced, all related parties such as the companies, vote counters, vote scrutinizers, substantial shareholders and online voting service provider involved in onsite, online or other means of voting are obliged to keep the results confidential.</p>	<p>The onsite <del>shareholders'</del><b>general</b> meeting shall not end earlier than the online means or other means. The chairman of the meeting shall announce the voting and results of each of the resolutions, and announce whether or not they are approved in accordance with the results.</p> <p>Before the results are officially announced, all related parties such as the companies, vote counters, vote scrutinizers, <del>substantial</del> shareholders and online voting service provider involved in onsite, online or other means of voting are obliged to keep the results confidential.</p>
Article 102 (Article 108 as amended)	<p>Shareholders attending the shareholders' meeting shall express their opinions on the resolutions proposed for voting in one of the following manners: For, Against or Abstain, unless the securities registration and clearing institution, as the nominal holder of the shares under the connection mechanism between the Mainland and Hong Kong stock markets, makes declaration in accordance with the instructions of the actual holder of the shares.</p> <p>.....</p>	<p>S h a r e h o l d e r s   a t t e n d i n g   t h e <del>shareholders'</del><b>general</b> meeting shall express their opinions on the resolutions proposed for voting in one of the following manners: For, Against or Abstain, unless the securities registration and clearing institution, as the nominal holder of the shares under the connection mechanism between the Mainland and Hong Kong stock markets, makes declaration in accordance with the instructions of the actual holder of the shares.</p> <p>.....</p>
Article 103 (Article 109 as amended)	<p>An announcement on the resolutions passed at the shareholders' meeting shall be made in a timely manner, which shall set out the number of proxies present, the number of shares held by them with voting rights and the percentage to total voting shares of the Company, voting method, voting results on each resolution and details of the resolutions passed.</p>	<p>An announcement on the resolutions passed at the <del>shareholders'</del><b>general</b> meeting shall be made in a timely manner, which shall set out the number of proxies present, the number of shares held by them with voting rights and the percentage to total voting shares of the Company, voting method, voting results on each resolution and details of the resolutions passed.</p>
Article 104 (Article 110 as amended)	<p>If a resolution is not passed or if a resolution passed at previous meeting is changed at the meeting, special notes shall be made in the announcement of the resolutions of the shareholders' meeting.</p>	<p>If a resolution is not passed or if a resolution passed at previous <b>general</b> meeting is changed at the meeting, special notes shall be made in the announcement of the resolutions of the <del>shareholders'</del><b>general</b> meeting.</p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 105 (Article 111 as amended)	<p>If a resolution on the election of a director or supervisor is approved at the shareholders' meeting, the term of office of the new director or supervisor shall commence on the date on which the resolution is approved at the shareholders' meeting or the date otherwise determined at the shareholders' meeting.</p> <p>If the staff representative supervisor in the new session of supervisory committee is determined through democratic election before the new session of the board of directors and the new session of supervisory committee are determined, the term of office of the staff representative supervisor shall commence on the date on which the new session of supervisory committee is determined. In any other cases, the term of office of the staff representative supervisor shall commence on the date of democratic election.</p>	<p>If a resolution on the election of a director <del>or supervisor</del> is approved at the <del>shareholders'</del><u>general</u> meeting, the term of office of the new director <del>or supervisor</del> shall commence on the date on which the resolution is approved at the <del>shareholders'</del><u>general</u> meeting or the date otherwise determined at the <del>shareholders'</del><u>general</u> meeting.</p> <p>If the staff representative supervisor in the new session of supervisory committee is determined through democratic election before the new session of the board of directors and the new session of supervisory committee are determined, the term of office of the staff representative supervisor shall commence on the date on which the new session of supervisory committee is determined. In any other cases, the term of office of the staff representative supervisor shall commence on the date of democratic election.</p>
Article 106 (Article 112 as amended)	<p>If a proposal on the distribution of cash dividends, bonus issue or capitalisation of reserve is passed at the shareholders' meeting, it shall be implemented with detailed plans by the Company within two months of the conclusion of the meeting.</p>	<p>If a proposal on the distribution of cash dividends, bonus issue or capitalisation of reserve is passed at the <del>shareholders'</del><u>general</u> meeting, it shall be implemented with detailed plans by the Company within two months of the conclusion of the <u>general</u> meeting.</p>
Article 107 (Article 113 as amended)	<p>In convening a shareholders' meeting, the Company shall engage a lawyer to provide legal opinions and publish an announcement on the following matters:</p> <p>(1) whether the convening procedure of the meeting and the convening itself comply with the laws, administrative regulations and the Articles of Association;</p> <p>.....</p>	<p>In convening a <del>shareholders'</del><u>general</u> meeting, the Company shall engage a lawyer to provide legal opinions and publish an announcement on the following matters:</p> <p>(1) whether the convening procedure of the meeting and the convening itself comply with the laws, administrative regulations and the <u>provisions of these Articles of Association</u>;</p> <p>.....</p>
Article 109 (Article 115 as amended)	<p>If a Company intends to change or abolish the rights of a class of shareholder, this shall be passed by a special resolution proposed at a shareholder's meeting and at a class meeting according to the provisions of Articles 111 to 116 respectively.</p>	<p>If a Company intends to change or abolish the rights of a class of shareholder, this shall be passed by a special resolution proposed at a <del>shareholder's</del><u>general</u> meeting and at a class meeting according to the provisions of Articles <del>111</del><u>117</u> to <del>116</del><u>122</u> respectively.</p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 111 (Article 117 as amended)	Regardless of whether an affected class of shareholders originally has voting rights or not, concerned shareholders shall have voting rights at a shareholder's meeting on those matters mentioned in items (2) to (8) and items (11) and (12) of Article 110; however, if a shareholder is an interested party, he/she shall not have voting rights at a class meeting. .....	Regardless of whether an affected class of shareholders originally has voting rights or not, concerned shareholders shall have voting rights at a <del>shareholder's</del> <b>general</b> meeting on those matters mentioned in items (2) to (8) and items (11) and (12) of Article <del>110</del> <b>116</b> ; however, if a shareholder is an interested party, he/she shall not have voting rights at a class meeting. .....
Article 112 (Article 118 as amended)	A resolution at a class meeting may be proposed only after obtaining approval of more than two-thirds of shareholders with voting rights present at the meeting, in accordance with the provisions of Article 111 of the Articles of Association.	A resolution at a class meeting may be proposed only after obtaining approval of more than two-thirds of shareholders <b>representing shares</b> with voting rights present at the meeting, in accordance with the provisions of Article 11 <b>7</b> of the Articles of Association.
Article 113 (Article 119 as amended)	When convening a class meeting, the period of issuance of the written notice shall be the same as that of the non-class meeting proposed to be convened together with the class meeting. The notice of the meeting shall notify that class of registered shareholders of those matters to be discussed at the meeting and the date and location of the meeting.	When convening a class meeting, the period of issuance of the written notice shall be the same as that of the non-class <b>general</b> meeting proposed to be convened together with the class meeting. The notice of the meeting shall notify that class of registered shareholders of those matters to be discussed at the meeting and the date and location of the meeting.
Article 115 (Article 121 as amended)	..... The procedures to be followed at a class meeting shall be, as far as possible, the same as the procedures to be followed at a general meeting of shareholders. The articles in the Articles of Association dealing with the procedures to be followed at a general meeting of shareholders shall apply to a class meeting.	..... The procedures to be followed at a class meeting shall be, as far as possible, the same as the procedures to be followed at a general meeting <b>of shareholders</b> . The articles in the Articles of Association dealing with the procedures to be followed at a general meeting <b>of shareholders</b> shall apply to a class meeting.
Article 116 (Article 122 as amended)	..... (1) Subject to approval by a special resolution of a shareholder's meeting, the Company issues domestic shares and/or foreign invested shares listed overseas separately or simultaneously once every twelve (12) months, and each of the number of domestic shares and foreign invested shares listed overseas to be issued does not exceed 20% of the shares of this class already issued; .....	..... (1) Subject to approval by a special resolution of a <del>shareholder's</del> <b>general</b> meeting, the Company issues domestic shares and/or foreign invested shares listed overseas separately or simultaneously once every twelve (12) months, and each of the number of domestic shares and foreign invested shares listed overseas to be issued does not exceed 20% of the shares of this class already issued; .....



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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 117 (Article 123 as amended)	The Company shall establish the Party Committee consisting of a secretary and several other members. Eligible members of the Party Committee may be considered and appointed as members of the board of directors, the supervisory committee and the management through the statutory procedures. Eligible members in the board of directors, the supervisory committee and the management who are members of the Communist Party of China may be considered and appointed as members of the Party Committee in accordance with relevant requirements and procedures. Meanwhile, the discipline inspection committee shall be established as required.	<del>The Company shall establish the Party Committee consisting of a secretary and several other members. Eligible members of the Party Committee may be considered and appointed as members of the board of directors, the supervisory committee and the management through the statutory procedures. Eligible members in the board of directors, the supervisory committee and the management who are members of the Communist Party of China may be considered and appointed as members of the Party Committee in accordance with relevant requirements and procedures. Meanwhile, the discipline inspection committee shall be established as required.</del> <u>According to the Constitution of the Communist Party of China and other requirements, and with the approval of the superior Party organizations, the Company shall set up the CPC Party Committee of China Suntien Green Energy Corporation Limited. Meanwhile, in accordance with relevant requirements, the Company shall set up a disciplinary inspection committee of the Party.</u>
(Newly added) Article 124	Newly added	<u>The Party Committee of the Company shall be elected by the Party member representative assembly, with each term of office generally for five (5) years. Upon the expiration of the term of office, a re-election shall be conducted as scheduled. Each term of office of the disciplinary inspection committee of the Party shall be the same as that of the Party Committee.</u>
(Newly added) Article 125	Newly added	<u>The Party Committee of the Company consists of 8 members, including 1 secretary of the Party Committee. The disciplinary inspection committee of the Company consists of 5 members, including 1 secretary of the disciplinary inspection committee.</u>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
(Newly added) Article 126	Newly added	<u>The Party Committee of the Company shall set up the office of Party Committee, the organisation department of Party Committee, the supervision department (office of disciplinary inspection committee), the Party and mass work department and other working bodies under the Party Committee, of which the supervision department (office of disciplinary inspection committee) and the Party and mass work department are co-located. Party affairs personnel shall be allocated according to the principle of not being less than the average staffing of departments at the same level.</u>
Article 118 (Article 127 as amended)	<p>The Party Committee shall perform its duties in accordance with the “Constitution of the Communist Party of China” and other internal regulations of the Party.</p> <p>(1) To ensure and supervise the Company’s implementation of policies and guidelines of the Party and the State and implement major strategic decisions of the Communist Party of China Central Committee and the State Council, as well as important work arrangements of the superior party organization.</p> <p>(2) To uphold the integration of the principle of management of cadres by the Party with the function of management team in the lawful exercise of authority of employment of personnel. The Party Committee shall consider and comment on the candidates nominated by the management team, or recommend candidates to the management team. The Party Committee shall establish a management team to evaluate the proposed candidates and put forth comments and suggestions collectively.</p> <p>(3) To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and provide comments and suggestions thereon.</p>	<p>The Party Committee shall perform its duties in accordance with the “Constitution of the Communist Party of China” and other internal regulations of the Party.</p> <p>(1) To ensure and supervise the Company’s implementation of policies and guidelines of the Party and the State and implement major strategic decisions of the Communist Party of China Central Committee and the State Council, as well as important work arrangements of the superior party organization.</p> <p>(2) To uphold the integration of the principle of management of cadres by the Party with the function of management team in the lawful exercise of authority of employment of personnel. The Party Committee shall consider and comment on the candidates nominated by the management team, or recommend candidates to the management team. The Party Committee shall establish a management team to evaluate the proposed candidates and put forth comments and suggestions collectively.</p> <p>(3) To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and provide comments and suggestions thereon.</p>

No.	Existing Article	Amended Article
	<p>(4) To undertake the main responsibility to strictly administer the Party in all aspects, lead the Company's ideological and political work, united front work, spiritual civilization construction, corporate culture construction and the work of organisations such as the labour union and the communist youth league, and lead the construction of the party conduct and of an honest and clean administration and support the fulfilment of the supervision responsibility by the discipline inspection committee.</p>	<p>(4) To undertake the main responsibility to strictly administer the Party in all aspects, lead the Company's ideological and political work, united front work, spiritual civilization construction, corporate culture construction and the work of organisations such as the labour union and the communist youth league, and lead the construction of the party conduct and of an honest and clean administration and support the fulfilment of the supervision responsibility by the discipline inspection committee.</p> <p><u>The Party Committee of the Company shall play a leading role, supervising the direction of development, managing the major fundamentals and ensuring the policy implementation, discussing and making decisions on significant matters of the Company in accordance with the regulations. The main duties are:</u></p> <p><u>(1) to enhance the political construction of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educating and guiding all the Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</u></p> <p><u>(2) to thoroughly study and adhere to Xi Jinping's socialist ideology with Chinese characteristics in the new era, learn and propagate the Party's theory, consistently implement the Party's path, principles and policies as well as supervise and ensure the implementation of major decision-makings and deployments of the Party Central Committee as well as the resolutions of the Party organization at a higher level in the Company;</u></p> <p><u>(3) to study and discuss the significant operation and management matters of the Company and support the general meetings, the board of directors, and the management to exercise their authorities in accordance with the laws;</u></p>

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THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
		<p><u>(4) to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team of the Company;</u></p> <p><u>(5) to fulfill the main responsibility in improving the Party's conduct and upholding integrity, lead and support the internal disciplinary inspection organisation to fulfil their supervisory, disciplining and accountability responsibilities as well as strictly enforce political discipline and political rules and promote the overall and strict governance of the Party to the grassroots extension;</u></p> <p><u>(6) to strengthen the building of grassroot Party organizations and team of Party members, unite and lead employees to actively devote themselves into the reform and development of the Company;</u></p> <p><u>(7) to lead the Company's ideological and political work, the spirit and civilization construction, the united front work and lead mass organizations such as the Labour Union, Communist Youth League and Women's Organization of the Company;</u></p> <p><u>(8) to discuss and decide other important matters within the scope of duties of the Party Committee.</u></p>
Article 119 (Article 128 as amended)	<p>Operating mechanism for the Party Committee to study and discuss major issues will be established. In accordance with the requirement that "study and discussion by the Party Committee of major issues is a prerequisite procedure for any decision-making by the board of directors and the management on such issues," a simple, practicable and efficient operating mechanism for the Party Committee to study and discuss major issues shall be established.</p>	<p><del>Operating mechanism for the Party Committee to study and discuss major issues will be established. In accordance with the requirement that "study and discussion by the Party Committee of major issues is a prerequisite procedure for any decision-making by the board of directors and the management on such issues," a simple, practicable and efficient operating mechanism for the Party Committee to study and discuss major issues shall be established.</del></p> <p><u>The Company shall formulate a list of major operation and management matters in accordance with relevant requirements. Major operation and management matters shall be subject to prior study and discussion by the Party Committee before decisions are made by the board of directors and others in accordance with their terms of reference and prescribed procedures. Matters to be studied and discussed in advance mainly include:</u></p>

No.	Existing Article	Amended Article
		<p><u>(1) Adhering to the decisions and deployments of the Party Central Committee and the implementation of major initiatives based on the national development strategy, as well as the work arrangements of the provincial Party Committee and the provincial governments;</u></p> <p><u>(2) Formulation of business principles, development strategies, development planning, business plans and investment plans;</u></p> <p><u>(3) Major investment and financing, asset reorganisation, asset disposal, property rights transfer, capital operation and guarantee matters, annual financial budget and final accounts, profit distribution, loss recovery proposals, proposals for increasing or decreasing registered capital, mobilisation and use of substantial capital within the budget, mobilisation and use of funds exceeding the budget, substantial donations and sponsorships as well as other matters of substantial capital operation;</u></p> <p><u>(4) Major matters of risk control such as internal audit supervision, financial and accounting supervision and internal risk management;</u></p> <p><u>(5) Any proposals on important reforms, any proposals on establishment, merger, division, change of form, dissolution, bankruptcy or change of corporate form of enterprises, and any proposals on formation and adjustment of internal management bodies;</u></p> <p><u>(6) The formulation of the Articles of Association and the submission of amendment proposals, and the formulation of the basic management system;</u></p> <p><u>(7) Important matters involving the rights and interests of employees, such as the distribution of wages and income, democratic management of the enterprise, the streaming and resettlement of employees, as well as production safety, ecological and environmental protection, the maintenance of stability, and social responsibilities;</u></p> <p><u>(8) Decision-making proposals authorised by the board of directors;</u></p> <p><u>(9) Other important matters requiring prior study and discussion by the Party Committee.</u></p>

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No.	Existing Article	Amended Article
(Newly added) Article 129	Newly added	<p><u>The Party Committee of the Company shall study and discuss major operation and management matters in advance in line with the Party's theories, routes, principles and policies, adhere to the decision-making and deployment of the Party Central Committee and the provincial Party Committee, and implement the development strategies of the country and the province; it shall be conducive to promoting the high-quality development of the enterprise, enhancing the competitive strength of the enterprise, and realising the preservation and appreciation of the value of state-owned assets; and it shall be conducive to safeguarding the public interests of society and the lawful rights and interests of the employees.</u></p>
(Newly added) Article 130	Newly added	<p><u>The Party Committee of the Company shall study and discuss major operation and management matters in advance, adhere to the unity of decision-making quality and efficiency, grasp the procedures of study and discussion in advance taking the actual situations into account, and achieve scientific standardisation, simplicity and high efficiency. If there are significant disagreements regarding any proposal during pre-meeting communications of the board of directors, it shall generally be postponed from being presented at the meeting. For proposals that have been postponed from being presented at the meeting or not yet passed by the meeting of the board of directors, analyses, studies, communications and coordinations shall be strengthened, and adjustments and improvements shall be made in accordance with the procedures; where any significant adjustments to the proposals are required, the Party Committee shall study and discuss the matter again. If it is still difficult to reach a consensus after repeated communications, the matter shall, if necessary, be promptly reported to the superior Party organisation or the provincial SASAC.</u></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
(Newly added) Article 131	Newly added	<u>The Company shall implement the leadership system of “Dual Entry and Cross Appointment”. Eligible members of the leading group of the Party Committee may be appointed to join the board of directors and the management through legal procedures, and eligible Party members in the board of directors and the management may be appointed to join the leading group of the Party Committee in accordance with the relevant regulations and procedures.</u>
Article 120 (Article 132 as amended)	The Company shall have a board of directors. The board of directors shall consist of 9 directors, of which three shall be independent directors. The board of directors shall have one chairman and two vice chairmen.	The Company shall have a board of directors. The board of directors shall consist of <u>9<del>11</del></u> directors, of which <u>three<del>four</del></u> shall be independent directors. The board of directors shall have one chairman and two vice chairmen. <u>The chairman and vice chairmen are elected by the board of directors by a majority of all directors.</u>
(Newly added) Article 133	Newly added	<u>Directors of the Company shall be natural persons. A person who falls under any of the following circumstances shall not serve as a director of the Company:</u> <u>(1) the person has no civil capacity or has restricted civil capacity;</u> <u>(2) the person who has been sentenced to a term of imprisonment for the offences of corruption, bribery, misappropriation of property, embezzlement of property or violating the socialist market economic order, or has been deprived of his/her political rights as a result of a criminal conviction and five years have not elapsed since the date on which execution of the sentence was completed; if he/she is pronounced for suspension of sentence, a two-year period has not elapsed since the expiration of the suspension of sentence;</u> <u>(3) the person who has served as a director, the factory chief or the manager of an insolvent and liquidated company or enterprise and is held personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of such company or enterprise;</u>

No.	Existing Article	Amended Article
		<p><u>(4) the person who has served as the legal representative of a company or enterprise whose business license is revoked and is ordered to close down due to any violation of the laws, and the person is held personally liable therefor, where less than three years have elapsed since the date when the business license has been revoked or the company or enterprise has been ordered to close down;</u></p> <p><u>(5) the person who has been listed as a dishonest person subject to enforcement by the People's Court due to the failure to pay off a relatively large sum of due debt;</u></p> <p><u>(6) the person who has been banned by the CSRC from entering the securities market for a term which has not expired;</u></p> <p><u>(7) the person who has been publicly identified by the stock exchange as unsuitable to serve as a director, senior management, etc. of listed companies and whose term has not yet expired;</u></p> <p><u>(8) Other circumstances stipulated by the laws, administrative regulations or departmental rules.</u></p> <p><u>Any election, appointment or hiring of a director in violation of the provisions of this Article shall be invalid. If a director, during his/her term of office, falls under any of the circumstances listed in this Article, the Company shall remove him/her from his/her position and stop him/her from performing duties.</u></p>
Article 121 (Article 134 as amended)	<p>Directors shall be elected or removed by a shareholder's meeting and may be discharged from their positions by the shareholder's meeting prior to the expiry of the terms of office. The term of office of a director shall be three years. If the term of office of a director expires, he/she may be re-appointed for consecutive terms if re-elected.</p> <p>.....</p> <p>The president or other senior management officer can concurrently serve as a director, but the number of directors who also serve as the president or other senior management positions and the employee representative directors shall not be more than one-half of the total number of directors of the Company.</p>	<p>Directors shall be elected or removed by a <del>shareholder's</del> <b>general</b> meeting and may be discharged from their positions by the <del>shareholder's</del> <b>general</b> meeting prior to the expiry of the terms of office. The term of office of a director shall be three years. If the term of office of a director expires, he/she may be re-appointed for consecutive terms if re-elected.</p> <p>.....</p> <p>The <del>president or other</del> senior management officer can concurrently serve as a director, but the number of directors who also serve as the <del>president or other</del> senior management positions and the employee representative directors shall not be more than one-half of the total number of directors of the Company.</p>



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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
	<p>Subject to the provisions of the relevant laws and administrative regulations, the shareholder's meeting shall have the power by ordinary resolution to remove any director before the expiration of his/her term of office, but without prejudice to any claim made under any contract.</p> <p>A director shall not be required to hold the Company's shares.</p>	<p>Subject to the provisions of the relevant laws and administrative regulations, the <del>shareholder's</del> <b>general</b> meeting shall have the power by ordinary resolution to remove any director before the expiration of his/her term of office, but without prejudice to any claim made under any contract.</p> <p>A director shall not be required to hold the Company's shares.</p>
(Newly added) Article 135	Newly added	<p><u>Directors shall comply with the laws, administrative regulations and these Articles and shall perform their obligations of loyalty to the Company. They shall take measures to avoid conflicts between their own interests and the Company's interests, and shall not use their powers to gain undue benefits.</u></p> <p><u>Directors shall perform the following obligations of loyalty to the Company:</u></p> <p><u>(I) not to take illegal possession of the property of the Company or misappropriation of the Company's funds;</u></p> <p><u>(II) not to deposit the Company's funds in an account in his or her personal name or in the name of any other individual;</u></p> <p><u>(III) not to exploit his/her power to bribe or accept other illegal income;</u></p> <p><u>(IV) not to conclude any contract or enter into any transaction with the Company directly or indirectly, without reporting to the board of directors or the general meeting, and without being approved by a resolution of the board of directors or the general meeting in accordance with the provisions of these Articles;</u></p> <p><u>(V) not to take advantage of their positions to seek business opportunities for themselves or others that should have otherwise been available to the Company, except when reported to the board of directors or the general meeting and approved by a resolution of the general meeting, or when the Company, according to the laws, administrative regulations, or the provisions of these Articles, cannot utilize such business opportunities;</u></p> <p><u>(VI) not to operate for themselves or others any business similar to that of the Company, without reporting to the board of directors or the general meeting and obtaining approval through a resolution of the general meeting;</u></p>

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No.	Existing Article	Amended Article
		<p><u>(VII) no commissions from transactions with the Company shall be accepted for personal use;</u></p> <p><u>(VIII) no unauthorised disclosure of the Company's secrets is allowed;</u></p> <p><u>(IX) not to use their connected relationships to harm the interests of the Company;</u></p> <p><u>(X) other obligations of loyalty as stipulated by the laws, administrative regulations, departmental rules and these Articles.</u></p> <p><u>Any income derived by a director from a breach of this Article shall accrue to the Company. Where any losses are caused to the Company, the violating director shall be responsible to compensate.</u></p> <p><u>Immediate family members of directors and senior management, enterprises directly or indirectly controlled by directors, senior management or their immediate family members, and related parties with other connected relationships with directors and senior management, when entering into contracts or conducting transactions with the Company, are subject to the provisions of item (IV) of the second paragraph of this Article.</u></p>
(Newly added) Article 136	Newly added	<p><u>The directors shall comply with the laws, administrative regulations and these Articles and shall diligently perform their obligations to the Company. In performing their obligations, they shall exercise the reasonable care that a manager shall typically have for the Company's best interests.</u></p> <p><u>The directors shall diligently perform the following obligations to the Company:</u></p> <p><u>(1) They shall exercise the rights granted by the Company with care, seriousness and diligence to ensure that the Company's business acts comply with the national laws, administrative regulations and the requirements of various national economic policies, and that the business activities do not exceed the scope of business as stipulated in the business license;</u></p> <p><u>(2) They shall treat all shareholders fairly;</u></p> <p><u>(3) They shall keep abreast of the Company's business operations and management;</u></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
		<p><u>(4) They shall sign a written confirmation of the Company's periodic reports, and ensure that the information disclosed by the Company is true, accurate and complete;</u></p> <p><u>(5) They shall truthfully provide the audit committee with the relevant circumstances and information, and shall not obstruct the audit committee in exercising their powers and functions;</u></p> <p><u>(6) Other obligations of diligence as stipulated by the laws, administrative regulations, departmental rules, and these Articles.</u></p>
Article 122 (Article 137 as amended)	The minimum period during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his willingness to be elected may be given will be at least 7 days, and that the period for lodgment of the notices aforementioned shall commence no earlier than the day after the dispatch of the notice of the shareholder's meeting appointed for such election and end no later than 7 days prior to the date of such meeting.	The minimum period during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his willingness to be elected may be given will be at least 7 days, and that the period for lodgment of the notices aforementioned shall commence no earlier than the day after the dispatch of the notice of the <del>shareholder's</del> <b>general</b> meeting appointed for such election and end no later than 7 days prior to the date of such meeting.
Article 123 (Article 138 as amended)	<p>A director can resign before the expiry of his term of service. When a director resigns, he should submit a written resignation report to the board of directors.</p> <p>If the members of the board of directors fall below the minimum legal requirement due to a director's resignation, the director's resignation shall take effect only after a newly elected director takes his position vacated due to the director's resignation. The remaining of the board of directors shall convene an extraordinary general meeting to elect a new director to take the position vacated due to the last director's resignation as soon as possible.</p> <p>Except as specified in the preceding paragraph, the director's resignation takes effect when his resignation report is delivered to the board of directors.</p>	<p>A director can resign before the expiry of his term of service. When a director resigns, he should submit a written resignation report to the board of directors, <u>with the resignation becoming effective on the day when the Company receives the resignation report, and the board of directors will disclose the relevant information within two trading days upon receipt of the resignation report by the Company.</u></p> <p>If the members of the board of directors fall below the minimum legal requirement due to a director's resignation, <del>the director's resignation shall take effect only after a newly elected director takes his position vacated due to the director's resignation.</del> <u>The remaining of the board of directors shall convene an extraordinary general meeting to elect a new director to take the position vacated due to the last director's resignation as soon as possible</u><del>the resigned director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules, and these Articles until a newly elected director takes office.</del></p>

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No.	Existing Article	Amended Article
		<del>Except as specified in the preceding paragraph, the director's resignation takes effect when his resignation report is delivered to the board of directors.</del>
Article 124 (Article 139 as amended)	When a director's resignation takes effect or his term of service expires, his duty of keeping the Company's trade secret will not expire after the expiry of his term of service, until such secret has gone public.	<del>When a director's resignation takes effect or his term of service expires, his duty of keeping the Company's trade secret will not expire after the expiry of his term of service, until such secret has gone public.</del> <u>The Company shall establish a management system for resignations of directors, clearly specifying the protective measures on accountability and compensation for unfulfilled public commitments and other outstanding matters. When a director's resignation becomes effective or his/her term of office expires, he/she shall complete all handover procedures with the board of directors. His/her obligations of loyalty to the Company and shareholders shall not be automatically released upon resignation or expiry of his/her term of office, but shall remain valid for 2 years thereafter. The responsibilities that a director shall bear during his/her term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.</u>
(Newly added) Article 140	Newly added	<u>The general meeting may resolve to dismiss a director, and the dismissal shall take effect from the date when the resolution is made.</u> <u>If a director is dismissed before the expiration of his term of office without justifiable reasons, the director may demand compensation from the Company.</u>
Article 126 (Article 142 as amended)	When a director contravenes the law, administrative regulations or these Articles when carrying out his duties, causing losses to the Company, he should be responsible to compensate.	<u>Where a director causes any damage to others during the performance of his duties for the Company, the Company shall be liable for compensation; where a director acts with willful or material default, he shall also be liable for compensation.</u> When a director contravenes the law, administrative regulations or these Articles when carrying out his duties, causing losses to the Company, he should be responsible to compensate.
Article 127 (Article 143 as amended)	..... If a director fails to personally attend two consecutive meetings, and does not appoint other directors to attend board of director's meeting, he is deemed as not being able to carry out his duties, the board of directors should recommend to the shareholders' meeting to replace him.	..... If a director fails to personally attend two consecutive meetings, and does not appoint other directors to attend board of director's meeting, he is deemed as not being able to carry out his duties, the board of directors <del>should</del> <u>shall</u> recommend to the <del>shareholders'</del> <u>general</u> meeting to replace him.

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No.	Existing Article	Amended Article
Article 128 (Article 144 as amended)	<p>The Company has independent directors. Independent directors refer to those who do not serve non-director positions in the Company and have no direct or indirect interest in the Company and the controlling shareholders, and the de facto controller, or any other relationship that may affect their independent and objective judgment as a director of the Company.</p> <p>The term of office of independent directors is three years and may be re-appointed for consecutive terms if re-elected, but the longest term of office shall be no more than six years, unless otherwise stipulated by the relevant laws, regulations and listing rules of the stock exchange where the Company's shares are listed.</p>	<p>The Company has independent directors. Independent directors refer to those who do not serve non-director positions in the Company and have no direct or indirect interest in the Company and the controlling shareholders, and the de facto controller, or any other relationship that may affect their independent and objective judgment as a director of the Company.</p> <p><b><u>Independent directors shall, in accordance with the provisions of laws, administrative regulations, the CSRC, the stock exchange and these Articles, earnestly perform their duties, play the roles of participating in decision-making, supervising, checking and balancing, and professional consultation in the board of directors, safeguard the interests of the Company as a whole and protect the legitimate rights and interests of minority shareholders.</u></b></p> <p>The term of office of independent directors is three years and may be re-appointed for consecutive terms if re-elected, but the longest term of office shall be no more than six years, unless otherwise stipulated by the relevant laws, regulations and listing rules of the stock exchange where the Company's shares are listed.</p>
(Newly added) Article 145	Newly added	<p><b><u>Independent directors shall maintain their independence. The following persons shall not serve as independent directors:</u></b></p> <p><b><u>(1) employees of the Company or its subsidiaries, and their spouse, parents and children, and major social relatives;</u></b></p> <p><b><u>(2) natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or who rank among the top ten shareholders of the Company, as well as their spouses, parents and children;</u></b></p> <p><b><u>(3) employees of those shareholders who directly or indirectly hold more than 5% of the issued shares of the Company or employees of the top five shareholders of the Company, as well as their spouses, parents and children;</u></b></p> <p><b><u>(4) employees of the subsidiaries of the Company's controlling shareholders or de facto controllers, and their spouses, parents and children;</u></b></p>

No.	Existing Article	Amended Article
		<p><u>(5) persons who have significant business dealings with the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, or employees of the entities which have significant business dealings with the Company and their controlling shareholders or de facto controllers;</u></p> <p><u>(6) persons providing financial, legal, consulting and sponsorship and other services to the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, including but not limited to, all members of the project team of the intermediaries providing the services, reviewers at all levels, persons signing the reports, partners, directors, senior management and principal responsible persons;</u></p> <p><u>(7) any persons who fell within the categories stated in (1) to (6) during the last twelve months;</u></p> <p><u>(8) any other persons who do not possess independence as stipulated under the laws, administrative regulations, the CSRC, the listing rules of the stock exchange of the place where the shares of the Company are listed and these Articles.</u></p> <p><u>The subsidiaries of the controlling shareholders and de facto controllers of the Company mentioned in items (4) to (6) of the preceding paragraph do not include those enterprises which are controlled by the same state-owned assets administrative authority as the Company and do not constitute any connected relationship with the Company under the relevant provisions.</u></p> <p><u>The independent directors shall conduct an annual self-examination of their independence and submit the findings of their self-examination to the board of directors every year. The board of directors shall annually assess the independence of the incumbent independent directors and issue special opinions, which shall be disclosed at the same time in the annual report.</u></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 129 (Article 146 as amended)	<p>An independent director is required to have the following qualifications:</p> <p>.....</p> <p>(2) being independent as required in Rules for the Administration of Independent Directors of Listed Companies of the CSRC and listing rules of the stock exchange where the Company's shares are listed;</p> <p>.....</p>	<p>An independent director is required to have the following qualifications:</p> <p>.....</p> <p>(2) being independent as required in Rules for the Administration of Independent Directors of Listed Companies of the CSRC and listing rules of the stock exchange where the Company's shares are listed <u>complying with the independence requirements as stipulated in these Articles;</u></p> <p>.....</p>
(Newly added) Article 147	Newly added	<p><u>Independent directors, as members of the board of directors, shall be loyal and diligent to the Company and all shareholders, and shall perform the following duties prudently:</u></p> <p><u>(1) to participate in the decision-making of the board of directors and express clear opinions on the matters under consideration;</u></p> <p><u>(2) to supervise the matters with potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors, and senior management, and protect the legitimate rights and interests of minority shareholders;</u></p> <p><u>(3) to provide professional and objective advice on the operation and development of the Company and promote the improvement of the decision-making level of the board of directors;</u></p> <p><u>(4) to perform other duties prescribed by the laws, administrative regulations, provisions of the CSRC, the listing rules of the stock exchange of the place where the shares of the Company are listed and these Articles.</u></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 130 (Article 148 as amended)	<p>In addition to the functions and powers granted to the directors under the Company Law and other relevant laws and regulations, listing rules of the stock exchange where the Company's shares are listed and the Articles of Association, the following special functions and powers should also be granted:</p> <p>.....</p> <p>(2) proposing to the board of directors the convening of an extraordinary shareholder's meeting;</p> <p>.....</p> <p>Independent directors should obtain the consent of at least half of all the independent directors before exercising the functions and powers referred to in items (1), (2) and (3). If any of the aforementioned proposals was not accepted or any of the aforementioned functions and powers could not be exercised normally, the Company should disclose the details thereof.</p> <p>Where laws, administrative regulations and the CSRC have stipulated otherwise, such stipulations shall prevail.</p>	<p>In addition to the functions and powers granted to the directors under the Company Law and other relevant laws and <b>administrative</b> regulations, listing rules of the stock exchange where the Company's shares are listed and the Articles of Association, the following special functions and powers should also be granted:</p> <p>.....</p> <p>(2) proposing to the board of directors the convening of an extraordinary <del>shareholder's</del> <b>general</b> meeting;</p> <p>.....</p> <p>Independent directors should obtain the consent of at least half of all the independent directors before exercising the functions and powers referred to in items (1), (2) and (3). <del>If any of the aforementioned proposals was not accepted or any of the aforementioned functions and powers could not be exercised normally, the Company should disclose the details thereof. If</del> <b><u>an independent director exercises the powers listed in the first paragraph, the Company shall disclose it in a timely manner. If the above-mentioned powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.</u></b></p> <p><del>Where laws, administrative regulations and the CSRC have stipulated otherwise, such stipulations shall prevail.</del></p>
(Newly added) Article 149	Newly added	<p><b><u>The following matters shall be submitted to the board of directors for consideration with the consent by more than half of all independent directors of the Company:</u></b></p> <p><b><u>(1) Related transactions that shall be disclosed;</u></b></p> <p><b><u>(2) Any plans of the Company and related parties to change or waive their commitments;</u></b></p> <p><b><u>(3) The decisions made and measures taken by the board of directors of the acquired listed company regarding the acquisition;</u></b></p> <p><b><u>(4) Other matters as stipulated by the laws, administrative regulations, the CSRC, the listing rules of the stock change of the place where the shares of the Company are listed and these Articles.</u></b></p>



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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
(Newly added) Article 150	Newly added	<p><u>The Company shall establish a mechanism of special meetings attended entirely by independent directors. Where the board of directors considers matters such as related transactions, it shall be approved in advance by a special meeting of independent directors.</u></p> <p><u>The Company shall hold regular or ad hoc meetings attended by all independent directors. Matters listed in items (1) to (3) of the first paragraph of Article 148 and Article 143 of these Articles shall be considered at a special meeting of independent directors.</u></p> <p><u>The special meetings of independent directors may also study and discuss other matters of the Company as needed.</u></p> <p><u>The special meetings of independent directors shall be convened and presided over by an independent director jointly elected by more than half of the independent directors. Where the convener does not perform or fails to perform his/her duties, two or more independent directors may convene and elect one representative to preside over the meeting.</u></p> <p><u>The minutes of special meeting of independent directors shall be prepared as prescribed, and the opinions of independent directors shall be stated in the minutes. Independent directors shall sign and confirm the minutes.</u></p> <p><u>The Company shall provide convenience and support for the convening of the special meetings of independent directors.</u></p>
Article 131 (Article 151 as amended)	<p>.....</p> <p>If an independent director fails to attend in person three consecutive board meetings, the board of directors should request the shareholders' general meeting to replace him.</p>	<p>.....</p> <p>If an independent director fails to attend in person <del>three</del><b>two</b> consecutive board meetings, <b><u>and does not appoint other independent directors to attend on his/her behalf,</u></b> the board of directors should <del>request the shareholders' general meeting to replace him</del><b><u>shall propose the convening of a general meeting to dismiss such independent director within 30 days from the date of such fact.</u></b></p>
Article 132 (Article 152 as amended)	For matters in relation to the system of independent directors not covered herein, the relevant law, regulations and the relevant rules of the stock exchange where the stocks of the Company are listed shall be complied with.	For matters in relation to the system of independent directors not covered herein, the relevant law, <b><u>administrative</u></b> regulations and the relevant rules of the stock exchange where the stocks of the Company are listed shall be complied with.

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No.	Existing Article	Amended Article
Article 133 (Article 153 as amended)	<p>The board of directors shall be accountable to the shareholder's meeting and shall exercise the following function and powers:</p> <p>(1) responsible for convening shareholder's meeting and report to those meetings on work matters;</p> <p>(2) execution of resolutions passed by a shareholder's meeting;</p> <p>(3) determination of the Company's business plans and investment plan;</p> <p>(4) formulation of the Company's annual budget and final accounting plan;</p> <p>(5) formulation of the Company's profit distribution and loss recovery plans;</p> <p>(6) formulation of increase or reduction plans of the Company's registered capital plans;</p> <p>(7) formulation of the bond issue plans or other securities and listing plans;</p> <p>(8) drafting of plans on such matters as merger, division, dissolution or changing of form;</p> <p>(9) determination of the internal administrative structure of the Company, determination of the incorporation or withdraw of subsidiaries or other affiliates of the Company;</p> <p>(10) election of chairman and vice chairmen of the board of directors; deciding the employment or dismissal of the president of the Company and his remuneration;</p> <p>(11) employment or dismissal of the Company secretary of the board of directors, and employment or dismissal of the chiefs of board of directors' special committees;</p> <p>(12) employment or dismissal of the Company's vice president, chief accountant, general engineer in accordance with the president's nominations, and deciding their remuneration, reward and disciplinary matters;</p> <p>(13) formulation of the Company's general management system;</p> <p>(14) formulation of a plan for the amendment of the Articles of Association;</p> <p>(15) formulation of the Company's share incentive plans;</p> <p>(16) determination of the formulation of the board of directors' special committees;</p> <p>(17) managing the disclosure of information of the Company;</p>	<p>The board of directors shall be accountable to the <del>shareholder's</del> <b>general</b> meeting and shall exercise the following function and powers:</p> <p>(1) responsible for convening <del>shareholder's</del> <b>general</b> meetings and report to those meetings on work matters;</p> <p>(2) execution of resolutions passed by a <del>shareholder's</del> <b>general</b> meeting;</p> <p>(3) determination of the Company's business plans and investment plan;</p> <p>(4) <del>formulation</del><b>determination</b> of the Company's annual budget and final accounting plan;</p> <p>(5) formulation of the Company's profit distribution and loss recovery plans;</p> <p>(6) formulation of increase or reduction plans of the Company's registered capital plans <b>and formulation of the bond issue plans or other securities and listing plans;</b></p> <p>(7) <del>formulation of the bond issue plans or other securities and listing plans</del><b>drafting of plans on such matters as major acquisitions of the Company, acquisition of the Company's shares or merger, division, dissolution and changing of form of the Company;</b></p> <p>(8) <del>drafting of plans on such matters as merger, division, dissolution or changing of form;</del></p> <p>(9<b>8</b>) determination of the internal administrative structure of the Company, determination of the incorporation or withdraw of subsidiaries or other affiliates of the Company;</p> <p>(10<b>9</b>) election of chairman and vice chairmen of the board of directors; deciding the employment or dismissal of the president of the Company <b>and his remuneration, the secretary of the board of directors and other senior management, and determination of their remuneration as well as rewards and punishments; appointment or dismissal of the vice president, chief accountant and chief engineer of the Company based on the nomination of the president, and determination of their remuneration as well as rewards and punishments;</b></p> <p>(11) <del>employment or dismissal of the Company secretary of the board of directors, and employment or dismissal of the chiefs of board of directors' special committees;</del></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
	<p>(18) suggesting the shareholder's meeting on the hiring or replacement of the accounting firm as the Company's auditors;</p> <p>(19) receiving the regular or ad hoc working reports of the Company's president or entrusted senior management, approving president's working report;</p> <p>(20) Company's external guarantee matters outside the scope authorised by the shareholders' meeting, as stipulated in the Articles of Association;</p> <p>(21) within the scope authorised by the shareholders' meeting, to decide the Company's external investment, purchase and sale of assets, offering assets as guarantees, appointment to manage finance or to manage connected transactions or donations;</p> <p>(22) other powers as stipulated in laws, regulations and the listing rules of the stock exchange where the Company's shares are listed, and being granted in general meeting and the Articles of Association.</p> <p>When the board of directors proposes resolutions on the aforesaid matters, apart from resolutions on matters in items (6), (7), (8) and (14) which must be approved by more than two-thirds majority of the directors, resolutions on other matters may be approved by more than half of directors. The board of directors shall exercise its powers in accordance with the State law, administrative regulation, the Articles of Association and resolutions of shareholders.</p> <p>The board of directors of the Company should explain at the shareholder's meeting in relation to qualified opinion on the audited financial statement as issued by the certified public accountant.</p>	<p><del>(12) employment or dismissal of the Company's vice president, chief accountant, general engineer in accordance with the president's nominations, and deciding their remuneration, reward and disciplinary matters;</del></p> <p><del>(13)</del><sup>10</sup> formulation of the Company's general management system;</p> <p><del>(14)</del><sup>11</sup> formulation of a plan for the amendment of the Articles of Association;</p> <p><del>(15)</del><sup>12</sup> formulation of the Company's share incentive plans;</p> <p><del>(16)</del><sup>13</sup> determination of the formulation of the board of directors' special committees;</p> <p><del>(17)</del><sup>14</sup> managing the disclosure of information of the Company;</p> <p><del>(18)</del><sup>15</sup> suggesting the shareholder's general meeting on the hiring or replacement of the accounting firm as the Company's auditors;</p> <p><del>(19)</del><sup>16</sup> receiving the regular or ad hoc working reports of the Company's president or entrusted senior management, approving president's working report;</p> <p><del>(20)</del><sup>17</sup> Company's external guarantee matters outside the scope authorised by the shareholders' general meeting, as stipulated in the Articles of Association;</p> <p><del>(21)</del><sup>18</sup> within the scope authorised by the shareholders' general meeting, to decide the Company's external investment, purchase and sale of assets, offering assets as guarantees, appointment to manage finance or to manage connected transactions or donations;</p> <p><del>(22)</del><sup>19</sup> other powers as stipulated in laws, administrative regulations and, the listing rules of the stock exchange of the place where the Company's shares are listed, and these Articles <u>and being granted in the general meeting and the Articles of Association.</u></p> <p>When the board of directors proposes resolutions on the aforesaid matters, <u>apart from the resolutions on matters in items (6), (7), (8) and (14) which must</u><del>shall</del> <u>be passed only upon approved approval by voting of</u> more than two-thirds majority of the directors, resolutions on other matters may be approved by more than half of directors. <u>Approval by voting of more than two-thirds of the directors is required for the passing of resolutions in the following circumstances:</u></p>

No.	Existing Article	Amended Article
		<p><u>(1) to formulate the plan for the increase or decrease of the registered capital of the Company and to formulate the plan for the issuance and listing of bond or other securities of the Company;</u></p> <p><u>(2) to formulate the plan for the merger, division, dissolution or changing the form of the Company;</u></p> <p><u>(3) to formulate the plan for the amendment to the Articles of Association;</u></p> <p><u>(4) the matters subject to the passing by voting of more than two-thirds of the directors as required by the laws, administrative regulations and China Securities Regulatory Commission, as well as the listing rules of the place where the Company's shares are listed and the Articles of Association.</u></p> <p>The board of directors shall exercise its powers in accordance with the State law, administrative regulation, the Articles of Association and resolutions of <del>shareholders</del><u>general meetings</u>.</p> <p>The board of directors of the Company should explain at the <del>shareholder's</del> <u>general</u> meeting <del>in relation to qualified opinion on audited financial statement</del><u>the non-standard audit opinions</u> as issued by the certified public accountant <u>on the Company's financial reports</u>.</p>
Article 134 (Article 154 as amended)	The board of directors shall formulate its rules of procedure to ensure its implementation of the resolutions of the shareholders' meeting, improve its work efficiency and ensure scientific decision-making.	The board of directors shall formulate its rules of procedure to ensure its implementation of the resolutions of the <del>shareholders'</del> <u>general</u> meeting, improve its work efficiency and ensure scientific decision-making.

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 135 (Deleted)	The board of directors shall establish four specific committees, namely the audit committee, the remuneration and appraisal committee, the nomination committee, and the strategy and investment committee. Under the leadership of the board of directors, the committees, the composition and the terms of reference of which are separately considered and determined by the board of directors, shall assist the board of directors to execute its functions and powers or provide advice or consulting opinions to the board of directors for decision making. All the specific committees shall be accountable to the board of directors, perform their duties in accordance with the Articles of Association and the authorization of the board of directors, and submit resolutions to the board of directors for consideration and decision. All members of the specific committees shall be directors, of which independent directors shall account for the majority of members of the audit committee, remuneration and appraisal committee, and nomination committee, and shall serve as chairman thereof. The chairman of the audit committee shall be an accounting professional.	Deleted
Article 136 (Article 155 as amended)	The board of directors shall determine the permissions for external investments, acquisition and sale of assets, pledge of assets, external guarantees, entrustment of finance, connected transactions, and donations by establishing strict procedures for review and decision-making. Major investment projects shall be evaluated by relevant experts and professionals and reported to the shareholder's meeting for approval.	The board of directors shall determine the permissions for external investments, acquisition and sale of assets, pledge of assets, external guarantees, entrustment of finance, connected transactions, and donations by establishing strict procedures for review and decision-making. Major investment projects shall be evaluated by relevant experts and professionals and reported to the <del>shareholder's</del> <b>general</b> meeting for approval.
Article 137 (Article 156 as amended)	The board of directors shall not, without the approval of shareholders in a shareholder's meeting, dispose or agree to dispose of any fixed assets where the aggregate value of the consideration for the proposed disposal and the fixed assets that have been disposed of in the period of four months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets as shown in the latest audited balance sheet considered by the shareholder's meeting. .....	The board of directors shall not, without the approval of shareholders in a <del>shareholder's</del> <b>general</b> meeting, dispose or agree to dispose of any fixed assets where the aggregate value of the consideration for the proposed disposal and the fixed assets that have been disposed of in the period of four months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets as shown in the latest audited balance sheet considered by the <del>shareholder's</del> <b>general</b> meeting. .....

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 138 (Article 157 as amended)	<p>The chairman of the board of directors shall exercise the following powers:</p> <p>(1) to preside over general meeting of shareholders and convene and preside over meetings of the board of directors;</p> <p>.....</p>	<p>The chairman of the board of directors shall exercise the following powers:</p> <p>(1) to preside over general meeting of <del>shareholders</del> and convene and preside over meetings of the board of directors;</p> <p>.....</p>
Article 139 (Article 158 as amended)	<p>The vice chairman assists the chairman of the board of directors. When the chairman cannot or does not carry out his duties, they will be carried out by the vice chairman (if the Company has two or more vice chairmen, then these duties will be carried out by the vice chairman nominated by the majority of directors). If the vice chairman cannot or does not carry out his duties, a director nominated by the majority of directors will carry out the duties.</p>	<p>The vice chairman assists the chairman of the board of directors. When the chairman cannot or does not carry out his duties, they will be carried out by the vice chairman (if the Company has two or more vice chairmen, then these duties will be carried out by the vice chairman nominated by <del>the majority</del><b>more than half</b> of directors). If the vice chairman cannot or does not carry out his duties, a director nominated by <del>the majority</del><b>more than half</b> of directors will carry out the duties.</p>
Article 140 (Article 159 as amended)	<p>The board of directors shall hold at least four meetings per annum and shall be convened by the chairman of the board of directors who shall notify all the directors 14 days before the date of such meeting is held.</p> <p>An extraordinary meeting of the board of directors may be convened under any of the following circumstances:</p> <p>(1) when more than one-third (1/3) of the directors proposes;</p> <p>(2) when the supervisory committee proposes;</p> <p>.....</p>	<p>The board of directors shall hold at least four meetings per annum and shall be convened by the chairman of the board of directors who shall notify all the directors 14 days before the date of such meeting is held.</p> <p>An extraordinary meeting of the board of directors may be convened under any of the following circumstances:</p> <p>(1) when more than one-third (1/3) of the directors proposes;</p> <p>(2) when the <del>supervisory</del><b>audit</b> committee proposes;</p> <p>.....</p>
Article 144 (Article 163 as amended)	<p>In the event that a director is connected to companies (it means that the director acts as a director or senior management of the counter party, or can exercise direct or indirect control over a legal person entity of the counter party, or acts as a director or senior management in a legal person entity under direct or indirect control of the counter party) associated with matters to be resolved at the board meeting, such director shall not exercise his/her voting rights on such resolution, nor shall he/she votes on behalf of other director. The board meeting may be convened with a majority of the directors without such connected relationship. Resolutions shall be approved by a majority of directors without such connected relationship at the board meeting. When there is less than three directors without such connected relationship present at the board meeting, such matters shall be submitted to the shareholders' general meeting for consideration.</p>	<p>In the event that a director is connected to companies (it means that the director acts as a director or senior management of the counter party, or can exercise direct or indirect control over a legal person entity of the counter party, or acts as a director or senior management in a legal person entity under direct or indirect control of the counter party) associated with matters to be resolved at the board meeting, such director shall not exercise his/her voting rights on such resolution, nor shall he/she votes on behalf of other director. The board meeting may be convened with a majority of the directors without such connected relationship. Resolutions shall be approved by a majority of directors without such connected relationship at the board meeting. When there is less than three directors without such connected relationship present at the board meeting, such matters shall be submitted to the <del>shareholders'</del> general meeting for consideration.</p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
(Newly added) Section 4	Newly added	<u>Special Committees of the Board of Directors</u>
(Newly added) Article 169	Newly added	<u>The board of directors of the Company shall establish an audit committee to exercise the powers and functions of the board of supervisors as stipulated in the Company Law.</u>
(Newly added) Article 170	Newly added	<u>Members of the audit committee shall consist of director who do not hold senior management positions in the Company. Among them, more than half of the members shall be independent directors, and an accounting professional among the independent directors shall serve as the chairperson.</u>
(Newly added) Article 171	Newly added	<p><u>The audit committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration with the consent by more than half of all members of the audit committee:</u></p> <p><u>(1) disclosure of financial information in the financial accounting reports and regular reports, and the evaluation reports on internal control;</u></p> <p><u>(2) engagement or dismissal of the accounting firm that conducts auditing for the Company;</u></p> <p><u>(3) appointment or dismissal of the financial controller of the Company;</u></p> <p><u>(4) changes in accounting policies, accounting estimates or correction of significant accounting errors for reasons other than changes in accounting standards;</u></p> <p><u>(5) other matters as stipulated by the laws, administrative regulations, requirements of the CSRC, the listing rules of the listing place of the Company's shares and these Articles.</u></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
(Newly added) Article 172	Newly added	<p><u>The audit committee shall meet at least once every quarter.</u></p> <p><u>The audit committee may convene an extraordinary meeting upon the proposal of two or more members, or when the convener deems necessary. Meetings of the audit committee shall be held with the attendance of at least two-thirds of the members.</u></p> <p><u>Resolutions of the audit committee shall be passed by more than half of the members of the audit committee. Each member of the audit committee shall have one vote for any voting to be resolved by the audit committee. The resolutions of the audit committee shall be recorded in minutes as required, and the members of the audit committee attending the meeting shall sign the minutes.</u></p> <p><u>The rules of procedure of the audit committee shall be formulated by the board of directors.</u></p>
(Newly added) Article 173	Newly added	<p><u>In addition to the audit committee, the board of directors of the Company shall also establish the strategic and investment committee, the nomination committee, and the remuneration and appraisal committee. They shall perform their duties in accordance with these Articles and the authorization of the board of directors. Proposals of the special committees shall be submitted to the board of directors for consideration and decision. The working procedures of the special committees shall be formulated by the board of directors. The independent directors in the nomination committee and the remuneration and appraisal Committee shall account for more than half of the members, and the independent directors shall serve as the conveners.</u></p>



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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
(Newly added) Article 174	Newly added	<p><u>More than half of the members of the nomination committee shall be independent directors, and one chairperson shall be appointed, who shall be an independent director. The nomination committee shall be responsible for formulating criteria and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for appointment, and making recommendations to the board of directors in respect of the following matters:</u></p> <p><u>(1) nomination or removal of directors;</u></p> <p><u>(2) appointment or dismissal of senior management;</u></p> <p><u>(3) other matters as stipulated by the laws, administrative regulations, requirements of the CSRC, the listing rules of the listing place of the Company's shares and these Articles.</u></p> <p><u>If the board of directors does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinions of the nomination committee and the specific reasons for its non-adoption in the resolution of the board of directors and disclose the same.</u></p>
(Newly added) Article 175	Newly added	<p><u>More than half of the members of the remuneration and appraisal committee shall be independent directors, and one chairperson shall be appointed, who shall be an independent director. The remuneration and appraisal committee shall be responsible for formulating assessment standards and conducting assessments for directors and senior management, formulating and reviewing remuneration policies and plans such as the remuneration determination mechanism, decision-making process, payment of remuneration and recourse arrangements to stop payment for directors and senior management, and making recommendations to the board of directors on the following matters:</u></p> <p><u>(1) remuneration of directors and senior management;</u></p>

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COMPARISON TABLE OF AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
		<p><u>(2) to formulate or change equity incentive schemes and employee stock ownership schemes, and to ensure that participants are granted with interests and the conditions for exercising their interests are met;</u></p> <p><u>(3) directors and senior management to arrange the stock ownership schemes in the subsidiaries to which the Company intends to spin-off;</u></p> <p><u>(4) other matters as stipulated by the laws, administrative regulations, requirements of the CSRC, the listing rules of the listing place of the Company's shares and these Articles.</u></p> <p><u>If the board of directors does not adopt or does not fully adopt the recommendations of the remuneration and appraisal committee, it shall record the opinions of the remuneration and appraisal committee and the specific reasons for its non-adoption in the resolution of the board of directors and disclose the same.</u></p>
(Newly added) Article 176	Newly added	<p><u>The strategic and investment committee shall have one chairperson, who shall be the chairman of the board of directors or a member designated by the chairman. The strategic and investment committee shall be responsible for studying and making recommendations on the Company's long-term development strategies and major investment decisions. Subject to the authorization by the board of directors, it shall supervise and inspect the implementation of the annual business plan and investment proposals, and makes recommendations to the board of directors on the following matters:</u></p> <p><u>(1) to study the Company's development strategies and major investment decisions and make recommendations;</u></p> <p><u>(2) to organize the formulation of the Company's medium and long-term development plannings, guide and approve the strategic development plannings of key subsidiaries;</u></p> <p><u>(3) to consider the Company's annual business plan and investment plan;</u></p> <p><u>(4) to study and make recommendations on major investment, financing and capital operation plans that require the approval of the board of directors;</u></p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
		<p><u>(5) to study and put forward recommendations on other major matters that affect the Company's development, such as corporate restructuring and organizational structure adjustment;</u></p> <p><u>(6) other matters as stipulated by the laws, administrative regulations, requirements of the CSRC and these Articles.</u></p>
Chapter 11 (Chapter title deleted)	The Secretary of Board of Directors	Chapter title deleted
Article 151 (Article 184 as amended)	<p>The secretary of the board of directors shall be a natural person who has the requisite professional knowledge and experience and shall be appointed by the board of directors. The main duties of the secretary are:</p> <p>.....</p> <p>(4) arrange for the general meeting of shareholders and meeting of board of directors in accordance with the stipulated procedures, prepare and submit for the relevant minutes and information;</p> <p>.....</p> <p>(6) responsible for the disclosure of the confidential information of the Company, develop security measures, to ensure the directors, supervisors, president and other senior management, and the related personnel to keep secret before disclosure, and remedial measures to be taken in a timely manner in case of breach of any inside information, and report to the stock exchange;</p> <p>(7) responsible for the custody of the Company's register of shareholders and directors, and the information of the shares of the Company holding by the controlling shareholders and directors, supervisors, president and other senior management officers, and the documents and minutes of the general meeting of shareholders and the board of directors meeting, to ensure the Company has a complete record of the organization and, to ensure the relevant record and documents be provided to the person that has the right of access to the Company records and documents in time;</p>	<p>The secretary of the board of directors shall be a natural person who has the requisite professional knowledge and experience and shall be appointed by the board of directors. The main duties of the secretary are:</p> <p>.....</p> <p>(4) arrange for the general meeting of <del>shareholders</del> and meeting of board of directors in accordance with the stipulated procedures, prepare and submit for the relevant minutes and information;</p> <p>.....</p> <p>(6) responsible for the disclosure of the confidential information of the Company, develop security measures, to ensure the directors, <del>supervisors</del>, president and other senior management, and the related personnel to keep secret before disclosure, and remedial measures to be taken in a timely manner in case of breach of any inside information, and report to the stock exchange;</p> <p>(7) responsible for the custody of the Company's register of shareholders and directors, and the information of the shares of the Company holding by the controlling shareholders and directors, <del>supervisors</del>, president and other senior management officers, and the documents and minutes of the general meeting of <del>shareholders</del> and the board of directors meeting, to ensure the Company has a complete record of the organization and, to ensure the relevant record and documents be provided to the person that has the right of access to the Company records and documents in time;</p>

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No.	Existing Article	Amended Article
	<p>(8) assist the directors, supervisors, president and other senior management, to understand the relevant laws, statutes, regulations, other requirements of the listing rules of the stock exchange and the Articles of Association of the Company in relation to disclosure of information and the contents on its legal responsibilities in the listing agreement;</p> <p>(9) to ensure the board of directors exercise their function and powers in compliance with law. To remind the participating directors and draw attention to the supervisors attended meeting to express their views when the proposed resolution of the board of directors may violate laws, statutes, regulations, listing rules of the stock exchange and other provisions or the Articles of Association of the Company; if the board of directors insist to make the above resolutions, the secretary of the board of directors shall record the relevant supervisors and individual's view in the minutes and report it to the stock exchange;</p> <p>.....</p>	<p>(8) assist the directors, <del>supervisors</del>, president and other senior management, to understand the relevant laws, statutes, regulations, other requirements of the listing rules of the stock exchange and the Articles of Association of the Company in relation to disclosure of information and the contents on its legal responsibilities in the listing agreement;</p> <p>(9) to ensure the board of directors exercise their function and powers in compliance with law. To remind the participating directors <del>and draw attention to the supervisors attended meeting to express their views</del> when the proposed resolution of the board of directors may violate laws, statutes, regulations, listing rules of the stock exchange and other provisions or the Articles of Association of the Company; if the board of directors insist to make the above resolutions, the secretary of the board of directors shall record the relevant <u>views of the board of directors and directors supervisors and individual's view</u> in the minutes and report it to the stock exchange;</p> <p>.....</p>
Chapter 12 (Chapter 11 as amended)	President of the Company	<del>President</del> <u>Senior Management</u> of the Company
Article 153 (Article 177 as amended)	<p>.....</p> <p>The senior management of the Company receives salaries only from the Company and is not paid by the controlling shareholders on its behalf.</p>	<p>.....</p> <p>The senior management of the Company receives salaries only from the Company and is not paid by the controlling shareholders on its behalf.</p> <p><u>The provisions of these Articles regarding the circumstances under which one is not allowed to serve as a director and the management system on resignations shall also apply to the senior management. The provisions of these Articles regarding the duty of loyalty and diligence of directors shall also apply to the senior management.</u></p>
Article 156 (Article 180 as amended)	<p>The president of the Company shall report the status of signing and fulfillment of material contracts and application of funds to the board of directors or the supervisory committee according to the requirements of the board of directors and the supervisory committee. The president shall ensure the authenticity of the report.</p> <p>.....</p>	<p>The president of the Company shall report the status of signing and fulfillment of material contracts and application of funds to the board of directors <del>or the supervisory committee</del> according to the requirements of the board of directors <del>and the supervisory committee</del>. The president shall ensure the authenticity of the report.</p> <p>.....</p>

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 157 (Article 181 as amended)	<p>The president shall lay down his detailed working regulations, to be implemented after approval by the board of directors. The detailed work rules of the president shall contain the following:</p> <p>.....</p> <p>(3) funds of the Company, use of funds, authority to enter into material contracts and systems for reporting to the board of directors and the supervisory committee;</p> <p>.....</p>	<p>The president shall lay down his detailed working regulations, to be implemented after approval by the board of directors. The detailed work rules of the president shall contain the following:</p> <p>.....</p> <p>(3) funds of the Company, use of funds, authority to enter into material contracts and systems for reporting to the board of directors <del>and the supervisory committee;</del></p> <p>.....</p>
Article 158 (Article 182 as amended)	<p>The president and other senior management may resign prior to the expiration of his/her term of office. The detailed procedures and methods for the resignation of the president and other senior management shall be set out in the labour contracts between the president and other senior management and the Company, unless otherwise provided by the laws, administrative regulations and the rules of the place where the shares of the Company are listed.</p>	<p>The president and other senior management may resign prior to the expiration of his/her term of office. The detailed procedures and methods for the resignation of the president and other senior management shall be set out in the labour contracts between the president and other senior management and the Company, unless otherwise provided by the laws, administrative regulations and the rules of the place where the shares of the Company are listed.</p>
Article 159 (Article 186 as amended)	<p>The president and other senior management shall be liable for any losses caused to the Company by their breach of any laws, administrative regulations, departmental rules or the Articles of Association during performance of their duties to the Company.</p>	<p><b><u>If the senior management perform their duties for the Company and cause any damage to others, the Company shall be liable for compensation. The senior management who acts with willful or material defaults shall also be liable for compensation.</u></b></p> <p>The president and other senior management shall be liable for any losses caused to the Company by their breach of any laws, administrative regulations, departmental rules or the Articles of Association during performance of their duties to the Company.</p>
Chapter 13 (Deleted)	Supervisory Committee	Deleted
Article 161 (Deleted)	The Company shall establish a supervisory committee.	Deleted

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THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Existing Article</b>	<b>Amended Article</b>
Article 162 (Deleted)	<p>The supervisory committee shall comprise three (3) supervisors, of which one (1) is an external supervisor, one (1) is an employee representative supervisor and one (1) is an independent supervisor. A supervisor's term of office is three (3) years. He/She may be re-appointed for consecutive terms if re-elected.</p> <p>If, upon the expiry of a supervisor's term of office, a new supervisor cannot be elected on a timely basis, or if any supervisor resigns before the expiry of his/her term of office so that the number of the members of the supervisory committee is below the quorum, before the re-elected supervisor starts his/her term of office, such supervisor shall continue to perform his/her duties in accordance with provisions of laws, administrative regulations and the Articles of Association.</p> <p>The supervisory committee shall have one chairman. Any appointment and removal of the chairman of the supervisory committee shall be approved by more than half of the members of the supervisory committee.</p>	Deleted
Article 163 (Deleted)	<p>The shareholders' representatives shall be elected and removed by the shareholders' general meeting, and the representative of the Company's staff shall be democratically elected and removed by the Company's staff and workers. The number of representatives of the Company's staff and workers shall be no less than one-third of the number of all supervisors.</p>	Deleted
Article 164 (Deleted)	<p>A director, the president or other senior management of the Company shall be prohibited from concurrently holding the position of supervisor.</p>	Deleted
Article 165 (Deleted)	<p>Supervisors should ensure that the information disclosed by the Company is true, accurate and complete, and sign a written confirmation of the periodic report.</p>	Deleted
Article 166 (Deleted)	<p>Meetings of the supervisory committee shall be convened at least twice a year, once every six months by the chairman of the supervisory committee. Supervisors may propose to convene interim meeting of the supervisory committee. If the chairman of the supervisory committee is unable to perform his duty, or failed to perform his duty, a supervisor elected by more than half of the supervisors shall convene or preside over the meeting of supervisory committee.</p>	Deleted

No.	Existing Article	Amended Article
Article 167 (Deleted)	<p>The supervisory committee shall be accountable to the general meeting of shareholders and shall exercise the following function and powers in accordance with law:</p> <p>(1) to examine the Company's financial affairs;</p> <p>(2) to supervise conducts of the Company's directors, president and senior management during the performance of their duties, and shall make recommendations for removal of directors and senior management for any violation of laws, administrative regulations, the Articles of Association or resolutions of the general meeting;</p> <p>(3) to request the Company's directors, president and other senior management to rectify the situation if their acts are harmful to the interests of the Company;</p> <p>(4) to inspect financial information such as financial reports, business reports, profit distribution plans and other financial documents to be submitted to general meeting of shareholders by the board of directors and, in case of doubt, professionals such as registered accountants and certified auditors may be hired to provide assistance in the name of the Company;</p> <p>(5) suggest to convene an extraordinary general meeting, to convene and preside over general meetings when the board of directors fails to perform its duties in convening and presiding over general meetings in accordance with the Articles of Association;</p> <p>(6) to make proposals to the general meetings;</p> <p>(7) to propose to convene interim meetings of the board of directors;</p> <p>(8) to elect chairman of the supervisory committee;</p> <p>(9) to institute legal proceedings to the directors or senior officers of the Company in accordance with the Company Law;</p> <p>(10) other powers of office as stipulated in laws, regulations and the Articles of Association.</p> <p>Supervisors shall attend meetings of the board of directors and to propose questions or suggestions on resolution matters discussed on board of directors.</p>	Deleted

**APPENDIX I****COMPARISON TABLE OF AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION**

No.	Existing Article	Amended Article
Article 168 (Deleted)	<p>At least ten days' notice by telephone or facsimile shall be given to all supervisors for regular meetings of the supervisory committee. In justified cases, supervisors have the right to request the chairman of the supervisory committee to convene an interim meeting of supervisory committee. At least two days' notice by telephone or facsimile shall be given to all supervisors for interim meetings of the supervisory committee. The aforesaid limit does not apply to any emergent meetings. A notice of meeting shall include the date, location, meeting agenda and date of notice issued.</p> <p>A meeting of the supervisory committee shall require more than half of supervisors to be present in order to be convened. Supervisory committee meeting is to be voted by poll, and each supervisor has one vote. The supervisory committee meeting should be attended by the supervisors in person. Where a supervisors is for any reason unable to attend, other supervisors may be delegated in writing to attend the meeting of supervisory committee which the letter of proxy shall set forth the authorized range.</p> <p>Resolutions of regular meeting or interim meeting of the supervisory committee are resolutions of the supervisory committee and shall be passed by more than half of supervisors.</p>	Deleted
Article 169 (Deleted)	<p>The supervisory committee should prepare minutes of meeting on decisions of matters discussed. A supervisor is entitled to request the addition to the minutes of some explanatory record concerning his speech made during the meeting. Supervisors attending the meeting should sign on the minutes. Minutes of the supervisory committee meeting, as a company file, shall be kept by the secretary of the board of directors for 10 years.</p>	Deleted
Article 170 (Deleted)	<p>Supervisory committee shall implement recording system on execution of resolutions of supervisory committee. The resolutions of supervisory committee shall be executive and supervised by designated supervisors. The designated supervisor should record and report result of the execution to the supervisory committee.</p>	Deleted



**APPENDIX I****COMPARISON TABLE OF AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Existing Article</b>	<b>Amended Article</b>
Article 171 (Deleted)	<p>When exercising its powers of office, a supervisory committee needs to employ a lawyer, certified public accountant, certified practising auditor or other professional, reasonable fees incurred in so doing shall be borne by the Company.</p> <p>Reasonable fees incurred in attending to a supervisory committee meeting for a supervisor, including transportation cost from the supervisor to where the meeting is held (if the place to hold the meeting is not where the supervisor is), accommodations during the meeting, rental of the meeting place, local transportation, etc., shall be borne by the Company.</p>	Deleted
Article 172 (Deleted)	<p>A supervisor shall faithfully perform his/her duties of supervision in accordance with laws, administrative regulations and the Articles of Association.</p>	Deleted
Chapter 14 (Deleted)	<p>Qualifications and Obligations of Directors, Supervisors, President and Other Senior Management</p>	Deleted
Article 173 (Deleted)	<p>A person may not hold the position of director, supervisor, president or other senior management in any of the following circumstances: .....</p>	Deleted
Article 174 (Deleted)	<p>The validity of actions of the director, president and other senior management when acting as representatives of the Company on bona fide third parties shall not be affected as a result of those representatives not conforming to the rules pertaining to the holding of their posts, their election or qualifications.</p>	Deleted
Article 175 (Deleted)	<p>Apart from obligations as stipulated in laws, administrative regulations or the listing rules of stock exchanges where the Company's shares are listed, a director, supervisor, president, and other senior management shall, in addition, when exercising his/her powers of office as stipulated by the Company, assume the following obligations towards the shareholders: .....</p>	Deleted
Article 176 (Deleted)	<p>Directors, supervisors, president and other senior management of the Company shall all have responsibility, when exercising their rights and performing their obligations, to adopt the prudence, diligence and skill which would be displayed by a reasonably prudent person in similar circumstances.</p>	Deleted

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 177 (Deleted)	The directors shall comply with the laws, administrative regulations and these Articles of Association and shall have the following obligations of loyalty to the Company: .....	Deleted
Article 178 (Deleted)	The directors shall comply with the laws, administrative regulations and these Articles of Association and shall have the following obligations of diligence to the Company: .....	Deleted
Article 179 (Deleted)	The provisions of Article 177 of these Articles of Association regarding the duty of loyalty of directors and Article 178 (4), (5) and (6) regarding the duty of diligence shall also apply to the senior management.	Deleted
Article 180 (Deleted)	The obligations assumed in good faith by a director, supervisor, president or other senior management are not necessarily terminated at the conclusion of his/her post and the obligations of maintaining confidential information concerning the Company's business shall remain valid after the conclusion of his/her post. The periods of validity for other obligations shall be determined in accordance with the principle of fairness and shall depend on the length of time intervening between the occurrence of an event and the time of vacating the post and on the circumstances under which that director, supervisor, president and other senior management ended his/her relationship with the Company.	Deleted
Article 186 (Article 193 as amended)	The Company shall submit its annual financial reports to the CSRC and the stock exchange within four months following the end of each financial year, submit its interim financial reports to the CSRC and the stock exchange within two months following the end of the first six months of each financial year, and submit its quarterly financial reports to the local office of the CSRC and the stock exchange within one month following the end of the first three and nine months of each financial year. .....	The Company shall submit its annual financial reports to the <u>local office of the CSRC</u> and the stock exchange within four months following the end of each financial year <u>(or within such other period as required by the stock exchange of the place where the Company's shares are listed)</u> , submit its interim financial reports to <u>the local office of</u> the CSRC and the stock exchange within two months following the end of the first six months of each financial year <u>(or within such other period as required by the stock exchange of the place where the Company's shares are listed)</u> , and submit its quarterly financial reports to the local office of the CSRC and the stock exchange within one month following the end of the first three and nine months of each financial year. .....

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No.	Existing Article	Amended Article
Article 187 (Article 194 as amended)	The Company shall not be permitted to establish account books other than statutory account books. The Company's assets shall not be permitted to be deposited under any personal accounts.	The Company shall not be permitted to establish account books other than statutory account books. The Company's <del>assets</del> <b>capital</b> shall not be permitted to be deposited under any personal accounts.
Article 188 (Article 195 as amended)	The Company establishes a fund of board of directors which is to be withdrawn once a year, and the maximum amount of withdrawal is restricted to 0.1 per cent (0.1%) of the profits before tax in the year. Fund is mainly used to award the directors, supervisors, president, other senior officers and employees of the Company who have made special contributions or as a source of risk fund of the directors, supervisor, president and other senior management, with the specific management measures to be formulated separately by the remuneration and appraisal committee.	The Company establishes a fund of board of directors which is to be withdrawn once a year, and the maximum amount of withdrawal is restricted to 0.1 per cent (0.1%) of the profits before tax in the year. Fund is mainly used to award the directors, <del>supervisors</del> , president, other senior officers and employees of the Company who have made special contributions or as a source of risk fund of the directors, <del>supervisor</del> , president and other senior management, with the specific management measures to be formulated separately by the remuneration and appraisal committee.
Article 190 (Article 197 as amended)	<p>.....</p> <p>After the Company making allocation to the statutory reserve fund from the after-tax profits, the Company, subject to resolution adopted at a shareholder's meeting, may also allocate funds from the after-tax profits to the discretionary reserve fund.</p> <p>After the Company making up for the losses and making contributions to the reserve fund, any remaining profits shall be distributed to the shareholders in proportion to their respective shareholdings, except where it is stipulated in the Articles of Association that profit distributions shall not be made in accordance with the shareholding proportion.</p> <p>If the shareholder's meeting has, in violation of the provisions of the preceding paragraph, distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory reserve fund, the shareholders must return the profits distributed so distributed to the Company.</p> <p>.....</p>	<p>.....</p> <p>After the Company making allocation to the statutory reserve fund from the after-tax profits, the Company, subject to resolution adopted at a <del>shareholder's</del> <b>general</b> meeting, may also allocate funds from the after-tax profits to the discretionary reserve fund.</p> <p>After the Company making up for the losses and making contributions to the reserve fund, any remaining profits shall be distributed to the shareholders in proportion to their respective shareholdings, except where it is stipulated in the Articles of Association that profit distributions shall not be made in accordance with the shareholding proportion.</p> <p>If the <del>shareholder's</del> <b>general</b> meeting has, in violation of the provisions of the <del>preceding paragraph</del> <b>Company Law</b>, distributed profits to the shareholders <del>before the Company has made up for its losses and made allocations to the statutory reserve fund</del>, the shareholders <del>must</del> <b>shall</b> return the profits so distributed to Company. <b><u>If any losses are caused to the Company, shareholders and the directors and senior management who are responsible shall be liable for compensation.</u></b></p> <p>.....</p>

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No.	Existing Article	Amended Article
Article 191 (Article 198 as amended)	<p>.....</p> <p>The dividends and other payments paid by the Company to its domestic shareholders shall be valued and declared in Renminbi, and paid in Renminbi within two months after the date of the declaration of dividends. The dividends and other payments paid by the Company to its overseas listed foreign invested shareholders shall be valued and declared in Renminbi, and paid in foreign currency within two months after the date of the declaration of dividends. The exchange rate from related foreign currency to Renminbi shall be the average closing rate posted by People's Bank of China five days before the date of distribution of dividend or other distribution, and the foreign currency the Company needs to pay its foreign invested shareholders is subject to the regulations of the State Administration of Foreign Exchange. The board of directors shall implement the distribution of the Company's dividend as authorised by the shareholder's meeting as an ordinary resolution.</p>	<p>.....</p> <p>The dividends and other payments paid by the Company to its domestic shareholders shall be valued and declared in Renminbi, and paid in Renminbi within two months after the date of the declaration of dividends. The dividends and other payments paid by the Company to its overseas listed foreign invested shareholders shall be valued and declared in Renminbi, and paid in foreign currency within two months after the date of the declaration of dividends. The exchange rate from related foreign currency to Renminbi shall be the average closing rate posted by People's Bank of China five days before the date of distribution of dividend or other distribution, and the foreign currency the Company needs to pay its foreign invested shareholders is subject to the regulations of the State Administration of Foreign Exchange. The board of directors shall implement the distribution of the Company's dividend as authorised by the <del>shareholder's</del> <b>general</b> meeting as an ordinary resolution.</p>
Article 193 (Article 200 as amended)	<p>.....</p> <p>(iv) If the conditions for cash dividends set out in the Articles of Association are met, the Company shall actively distribute dividends in cash and shall distribute dividends in cash once each year in principle. The board of directors may propose the distribution of interim dividends in view of the profitability and capital needs of the Company;</p> <p>.....</p>	<p>.....</p> <p>(iv) If the conditions for cash dividends set out in the Articles of Association are met, the Company shall actively distribute dividends in cash and shall distribute dividends in cash once each year in principle. The board of directors may propose the distribution of interim dividends in view of the profitability and capital needs of the Company;</p> <p>.....</p>
Article 194 (Article 201 as amended)	<p>Procedures for reviewing the profit distribution proposal of the Company:</p> <p>(1) The annual profit distribution proposal of the Company shall be raised and prepared by the board of directors in accordance with the requirements of the Articles of Association and in view of the profitability and capital supply and needs. Independent directors shall issue their independent opinions on the profit distribution proposal, which is subject to the consideration and approval by the board of directors before submission to the shareholder's meeting for consideration and approval by the shareholders. Independent directors may seek opinions of minority shareholders, prepare a distribution proposal and submit it directly to the board of directors for consideration.</p>	<p>Procedures for reviewing the profit distribution proposal of the Company:</p> <p>(1) The annual profit distribution proposal of the Company shall be raised and prepared by the board of directors in accordance with the requirements of the Articles of Association and in view of the profitability and capital supply and needs. <del>Independent directors shall issue their independent opinions on the profit distribution proposal,</del> which is subject to the consideration and approval by the board of directors before submission to the <del>shareholder's</del> <b>general</b> meeting for consideration and approval by the shareholders. <del>Independent directors may seek opinions of minority shareholders, prepare a distribution proposal and submit it directly to the board of directors for consideration.</del></p>

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No.	Existing Article	Amended Article
	<p>(2) In considering the profit distribution proposal at the shareholder's meeting, the Company shall provide shareholders with the channel for online voting, or the board of directors, independent directors and the shareholders who meet certain conditions may solicit voting rights from shareholders, in particular the minority shareholders, in respect of the voting on the profit distribution proposal during the period from the date of registration of shareholding of the shareholder's meeting to the date of the shareholder's meeting.</p> <p>(3) Subject to the conditions for cash dividends set out in the Articles of Association, if the Company is under special circumstances such as material investment opportunity, great prospects for investment and significant capital needs, and the Company intends not to implement the cash dividend proposal in the immediate future, the board of directors shall explain the specific reason for no cash dividends, the actual and planned uses of proceeds not distributed as dividends and disclose the same in regular reports, which shall be proposed at the shareholder's meeting for consideration after the independent directors have expressed their opinions and shall be disclosed on the media designated by the Company.</p> <p>(4) If any adjustment or change to the policy for cash dividends of the Company is indeed necessary, they shall be made in order to protect the interests of the shareholders. The board of directors shall thoroughly discuss the reasonableness of the adjustment or change to the profit distribution proposal and pass it as a resolution before submission to the shareholder's meeting for consideration. When being considered at the shareholder's meeting, it shall be passed by shareholders holding more than 2/3 voting rights of all shareholders attending the shareholder's meeting.</p>	<p>(2) In considering the profit distribution proposal at the shareholder's <b>general</b> meeting, the Company shall provide shareholders with the channel for online voting, <del>or the board of directors, independent directors and the shareholders who meet certain conditions may solicit voting rights from shareholders, in particular the minority shareholders,</del> in respect of the voting on the profit distribution proposal during the period <del>from the date of registration of shareholding of the shareholder's meeting to the date of the shareholder's meeting.</del></p> <p>(3) Subject to the conditions for cash dividends set out in the Articles of Association, if the Company is under special circumstances such as material investment opportunity, great prospects for investment and significant capital needs, and the Company intends not to implement the cash dividend proposal in the immediate future, the board of directors shall explain the specific reason for no cash dividends, the actual and planned uses of proceeds not distributed as dividends and disclose the same in regular reports, which shall be proposed at the shareholder's <b>general</b> meeting for consideration <del>after the independent directors have expressed their opinions</del> and shall be disclosed on the media designated by the Company.</p> <p>(4) If any adjustment or change to the policy for cash dividends of the Company is indeed necessary, they shall be made in order to protect the interests of the shareholders. The board of directors shall thoroughly discuss the reasonableness of the adjustment or change to the profit distribution proposal and pass it as a resolution before submission to the shareholder's <b>general</b> meeting for consideration. When being considered at the shareholder's <b>general</b> meeting, it shall be passed by shareholders holding more than 2/3 voting rights of all shareholders attending the shareholder's <b>general</b> meeting.</p>
Article 195 (Article 202 as amended)	<p>.....</p> <p>(2) the Company suffers loss as a result of material adverse effect on the production and operation of the Company due to significant changes in the national laws, regulations and industry policies;</p> <p>.....</p>	<p>.....</p> <p>(2) the Company suffers loss as a result of material adverse effect on the production and operation of the Company due to significant changes in the national laws, <b>administrative</b> regulations and industry policies;</p> <p>.....</p>

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No.	Existing Article	Amended Article
Article 196 (Article 203 as amended)	The reserves of the Company may be utilised to make up for the losses of the Company, expand its production and operation or increase its capital. However, capital reserve may not be utilised to make up for the losses of the Company. .....	The reserves of the Company may be utilised to make up for the losses of the Company, expand its production and operation or increase its <b>registered</b> capital. However, capital reserve may not be utilised to make up for the losses of the Company. <b><u>To make up for the Company's losses, the discretionary reserve fund and the statutory reserve fund shall be utilised first. If still insufficient, the capital reserve fund may be utilised in accordance with the regulations.</u></b> .....
Article 199 (Article 206 as amended)	The Company implements an internal audit system and is equipped with full-time auditors. The Company's financial revenues and expenditures and economic activities are under internal auditing supervision.	The Company implements an internal audit system and is equipped with full-time auditors. The Company's financial revenues and expenditures and economic activities are under internal auditing supervision. <b><u>The leadership system, responsibilities and authorities, personnel allocation, financial guarantee, application of audit results and accountability for internal audit work shall be clearly set forth. The internal audit system of the Company shall be implemented after being approved by the board of directors and disclosed externally.</u></b>
Article 200 (Article 207 as amended)	The internal audit system and the responsibilities of the auditors of the Company shall be implemented upon the approval by the board of directors. The person in charge of audit shall be responsible and report on his/her work to the board of directors.	The internal audit system and the responsibilities of the auditors of the Company shall be implemented upon the approval by the board of directors. The person in charge of audit shall be responsible and report on his/her work to the board of directors. <b><u>The internal audit institution of the Company shall supervise and inspect matters such as the Company's business activities, risk management, internal control, and financial information.</u></b>
(Newly added) Article 208	Newly added	<b><u>The internal audit institution is accountable to the board of directors.</u></b> <b><u>During the supervision and inspection of the Company's business activities, risk management, internal control, and financial information, the internal audit institution shall be subject to the supervision and guidance of the audit committee. If the internal audit institution discovers any significant issues or clues, it shall report directly to the audit committee forthwith.</u></b>

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No.	Existing Article	Amended Article
(Newly added) Article 209	Newly added	<u>The internal audit institution shall be responsible for the specific organization and implementation of the Company's internal control evaluation. Based on the evaluation report issued by the internal audit institution and reviewed by the audit committee, as well as relevant information, the Company shall issue its annual evaluation report on internal control.</u>
(Newly added) Article 210	Newly added	<u>When the audit committee communicates with external audit units such as accounting firms and national audit institutions, the internal audit institutions shall actively cooperate and provide necessary supports and collaborations.</u>
(Newly added) Article 211	Newly added	<u>The audit committee shall participate in the assessment of the person in charge of internal audit.</u>
Article 201 (Article 212 as amended)	.....  The appointment of an accounting firm by the Company must be decided at the shareholder's meeting, and the board of directors shall not appoint an accounting firm before the decision at the shareholder's meeting is made.	.....  The appointment of an accounting firm by the Company <del>must</del> <u>shall</u> be decided at the <del>shareholder's</del> <u>general</u> meeting, and the board of directors shall not appoint an accounting firm before the decision at the <del>shareholder's</del> <u>general</u> meeting is made.
Article 203 (Article 214 as amended)	The audit fee of an accounting firm shall be decided at a shareholder's meeting.	The audit fee of an accounting firm shall be decided at a <del>shareholder's</del> <u>general</u> meeting.
Article 204 (Article 215 as amended)	The Company shall give at least 15 days' notice to the accounting firm if it is to be dismissed or not to be reappointed. The accounting firm is allowed to make a statement in respect of voting on its dismissal at the shareholder's meeting of the Company. If an accounting firm resigns, it shall explain to the shareholder's meeting whether or not the Company has been involved in any improper dealings.	The Company shall give at least 15 days' notice to the accounting firm if it is to be dismissed or not to be reappointed. The accounting firm is allowed to make a statement in respect of voting on its dismissal at the <del>shareholder's</del> <u>general</u> meeting of the Company. If an accounting firm resigns, it shall explain to the <del>shareholder's</del> <u>general</u> meeting whether or not the Company has been involved in any improper dealings.
Article 206 (Article 217 as amended)	The Company shall formulate a liability insurance system for directors, supervisors, president and other senior management.	The Company shall formulate a liability insurance system for directors, <del>supervisors,</del> president and other senior management.

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 212 (Article 223 as amended)	<p>Merger of the Company may be made by the consolidation merger method or by the new establishment merger method.</p> <p>When the Company is undergoing a merger, the various parties to the merger shall sign a merger agreement and a balance sheet and inventory of properties shall be drawn up. Within 10 days of the proposal of a resolution on a company merger, the Company shall notify the various creditors and a public announcement shall be made in the press within 30 days. The creditors shall have the right, within 30 days of receipt of the notice or within 45 days of the date of the public announcement if the notice has not been received, to require the Company to pay its debts or provide guarantee to the amount of its debts.</p> <p>Following the merger, the debts receivable and debts payable of the parties to the merger shall be continued or successes by a takeover company or a company newly established as the result of the merger.</p>	<p>Merger of the Company may be made by the consolidation merger method or by the new establishment merger method. <u>The circumstance under which a company consolidates another company is known as consolidation merger whereby the company being consolidated shall be dissolved. The merger of two or more companies by the establishment of a new company is known as the new establishment merger whereby the merged companies shall be dissolved.</u></p> <p>When the Company is undergoing a merger, the various parties to the merger shall sign a merger agreement and a balance sheet and inventory of properties shall be drawn up. Within 10 days of the proposal of a resolution on a company merger, the Company shall <u>will</u> notify the various creditors and a public announcement shall <u>will</u> be made in the press <u>or on the National Enterprise Credit Information Publicity System</u> within 30 days. The creditors shall have the right, within 30 days of receipt of the notice or within 45 days of the date of the public announcement if the notice has not been received, to require the Company to pay its debts or provide guarantee to the amount of its debts.</p> <p>Following the merger, the debts receivable and debts payable of the parties to the merger shall be assumed by the surviving company or a company newly established as the result of the merger.</p>
(Newly added) Article 224	Newly added	<p><u>Where the payment for the merger of companies does not exceed 10 percent of the net assets of the Company, it may be made without a resolution of the general meeting, except as otherwise provided in these Articles.</u></p> <p><u>Where any merger of the Company is not subject to a resolution of the general meeting in accordance with the provisions of the preceding paragraph, it shall be subject to a resolution of the board of directors.</u></p>



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No.	Existing Article	Amended Article
Article 213 (Article 225 as amended)	<p>.....</p> <p>In case of any division, the parties to the division shall sign a division agreement and a balance sheet and inventory of properties shall be drawn up. Within 10 days of the proposal of a resolution on a division, the Company shall notify the various creditors and within 30 days a public announcement shall be made in the newspaper which is recognised by the stock exchange where the Company's stock lists.</p> <p>.....</p>	<p>.....</p> <p>In case of any division, the parties to the division shall sign a division agreement and a balance sheet and inventory of properties shall be drawn up. Within 10 days of the proposal of a resolution on a division, the Company <del>shall</del> <b><u>will</u></b> notify the various creditors and within 30 days a public announcement shall be made in the newspaper which is recognised by the stock exchange <b><u>of the place</u></b> where the Company's stocks <del>lists</del> <b><u>are listed or on the National Enterprise Credit Information Publicity System.</u></b></p> <p>.....</p>
Article 215 (Article 227 as amended)	<p>.....</p> <p>(2) a general meeting of shareholders resolves that there shall be a dissolution;</p> <p>.....</p> <p>(5) the operation and management of the Company experience a great difficulty, continuation will lead to significant losses suffered by the shareholders, and the crisis cannot be solved by other means. Shareholders with more than 10% of the voting rights can request the People's Court to dissolve the Company.</p>	<p>.....</p> <p>(2) a general meeting <del>of shareholders</del> resolves that there shall be a dissolution;</p> <p>.....</p> <p>(5) the operation and management of the Company experience a great difficulty, continuation will lead to significant losses suffered by the shareholders, and the crisis cannot be solved by other means. Shareholders with more than 10% of the voting rights can request the People's Court to dissolve the Company.</p> <p><b><u>Where the Company encounters the cause of dissolution as prescribed in the preceding paragraph, it shall, within ten days, make public the cause of dissolution through the National Enterprise Credit Information Publicity System.</u></b></p>
Article 216 (Article 228 as amended)	<p>The Company may survive by amending its Articles of Association in the case of Article 215(1) of these Articles of Association.</p> <p>Amendments to the Articles of Association in accordance with the preceding paragraph shall be approved by more than two-thirds of the voting rights held by the shareholders present at the shareholder's meeting.</p>	<p>The Company may survive by amending its Articles of Association in the case of Article 215(1) of these Articles of Association <del>Where the Company encounters circumstances as stipulated in items (1) and (2) of Article 227 of these Articles and has not yet distributed its property to shareholders, it may survive by amending the Articles of Association or by a resolution of the general meeting.</del></p> <p>Amendments to the Articles of Association in accordance with the preceding paragraph <b><u>or by the resolution of general meeting</u></b> shall be approved by more than two-thirds of the voting rights held by the shareholders present at the shareholder's <b><u>general</u></b> meeting.</p>

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No.	Existing Article	Amended Article
Article 217 (Article 229 as amended)	<p>In the case of the Company being dissolved in accordance with the provisions of items (1), (2), (4) and (5) of the Article 215, the Company shall, within 15 days, establish a liquidation committee, commence liquidation.</p> <p>The liquidation committee shall consist of the directors or such persons as may be determined by the general meeting. If a liquidation committee is not formed to carry out liquidation after the expiration date, the creditors may apply to the People's Court to appoint relevant persons to do so.</p>	<p>In the case of the Company being dissolved in accordance with the provisions of items (1), (2), (4) and (5) of the Article 215<del>227</del>, <b><u>it should be liquidated. The directors shall be the liquidation obligors of the Company, and</u></b> the Company shall, within 15 days, establish a liquidation committee; <del>commence</del><b><u>for</u></b> liquidation.</p> <p>The liquidation committee shall <del>consist of the directors or such persons as may be determined by the general meeting</del> <b><u>be comprised of directors, except as otherwise provided in these Articles or as resolved by the general meeting to elect other persons. If the liquidation obligors fails to perform the liquidation obligation in a timely manner and causes any losses to the Company or creditors, it shall be liable for compensation.</u></b> If a liquidation committee is not formed to carry out liquidation after the expiration date, the creditors may apply to the People's Court to appoint relevant persons to do so.</p>
Article 218 (Article 230 as amended)	<p>The liquidation committee shall, within 10 days of its establishment, notify creditors and make a public announcement in the press within 60 days. The creditors shall, within 30 days of receipt of the notice or within 45 days of the date of the first public announcement if the notice has not been received, report their creditors' right to the liquidation committee. When reporting creditors' right, the matters regarding the creditors' right shall be explained and the supporting documents shall be provided. The liquidation committee shall register the creditors' rights in accordance with the law. During the period of creditors' declaration, the liquidation committee is not permitted to pay debts to creditors.</p>	<p>The liquidation committee shall, within 10 days of its establishment, notify creditors and make a public announcement in the press <b><u>or on the National Enterprise Credit Information Publicity System</u></b> within 60 days. The creditors shall, within 30 days of receipt of the notice or within 45 days of the date of the first public announcement if the notice has not been received, report their creditors' right to the liquidation committee. When reporting creditors' right, the matters regarding the creditors' right shall be explained and the supporting documents shall be provided. The liquidation committee shall register the creditors' rights in accordance with the law. During the period of creditors' declaration, the liquidation committee is not permitted to pay debts to creditors.</p>
Article 219 (Article 231 as amended)	<p>.....</p> <p>(6) dispose of the remaining assets after all debts have been paid;</p> <p>.....</p>	<p>.....</p> <p>(6) <del>dispose of</del><b><u>allocate</u></b> the remaining assets after all debts have been paid;</p> <p>.....</p>
Article 220 (Article 232 as amended)	<p>A liquidation plan shall be formulated by the liquidation committee after the stocktake of the Company property has been performed and the balance sheet and property inventory have been compiled, and this shall be submitted to the shareholders at a shareholder's meeting or to the People's Court for confirmation.</p> <p>.....</p>	<p>A liquidation plan shall be formulated by the liquidation committee after the stocktake of the Company property has been performed and the balance sheet and property inventory have been compiled, and this shall be submitted to the shareholders at a <del>shareholder's</del> <b><u>general</u></b> meeting or to the People's Court for confirmation.</p> <p>.....</p>

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No.	Existing Article	Amended Article
Article 221 (Article 233 as amended)	<p>Where liquidation is carried out as a result of dissolution of the Company, after stocktaking of the Company's assets and compilation of a balance sheet and property inventory, the liquidation committee found that the amount of assets is insufficient to settle debts, it shall promptly apply to the People's Court for a declaration of bankruptcy.</p> <p>If a company has been declared bankrupt by the People's Court, the liquidation committee shall hand over liquidation matters to the People's Court.</p>	<p>Where liquidation is carried out as a result of dissolution of the Company, after stocktaking of the Company's assets and compilation of a balance sheet and property inventory, the liquidation committee found that the amount of assets is insufficient to settle debts, it shall promptly apply to the People's Court for a declaration of bankruptcy <b>and liquidation.</b></p> <p><del>If a company has been declared bankrupt</del> <b><u>After the bankruptcy application is accepted</u></b> by the People's Court, the liquidation committee shall hand over liquidation matters to the <b><u>bankruptcy administrator designated by the</u></b> People's Court.</p>
Article 222 (Article 234 as amended)	<p>After the conclusion of liquidation proceedings, the liquidation committee shall compile a liquidation report which shall be submitted to the shareholders at shareholder's meeting or the People's Court for confirmation, and filed with the company registrar to apply for cancellation of the Company's registration and publicly announce the Company's termination.</p>	<p>After the conclusion of liquidation proceedings, the liquidation committee shall compile a liquidation report which shall be submitted to the shareholders at <del>shareholder's</del> <b><u>general</u></b> meeting or the People's Court for confirmation, and filed with the company registrar to apply for cancellation of the Company's registration <del>and publicly announce the Company's termination.</del></p>
Article 223 (Article 235 as amended)	<p>Members of the liquidation committee shall be devoted to their duties and perform their liquidation obligations in accordance with the law. They shall not take advantage of their functions and powers to accept bribes or other illegal income, or to take illegal possession of the property of the Company.</p> <p>Where a member of the liquidation committee causes losses to the Company or its creditors intentionally or through gross negligence, he or she shall be liable for compensation.</p>	<p>Members of the liquidation committee shall be devoted to their duties and perform their liquidation obligations in accordance with the law. <del>They shall not take advantage of their functions and powers to accept bribes or other illegal income, or to take illegal possession of the property of the Company</del> <b><u>perform their liquidation duties and are obligated to be loyal and diligent.</u></b></p> <p>Where a member of the liquidation <b><u>committee who is negligent in performing his/her liquidation duties and causes any losses to the Company shall be liable for compensation. If any member of the liquidation</u></b> committee causes losses to <del>the Company or its</del> creditors intentionally or through gross negligence, he or she shall be liable for compensation.</p>
Article 225 (Article 237 as amended)	<p>The Company shall amend the Articles of Association in any of the following circumstances:</p> <p>(1) the provisions of the Articles of Association are in conflict with those of the Company Law or the relevant laws or administrative regulations following their amendments;</p> <p>(2) any change in the position of the Company, resulting in inconsistency with the records in the Articles of Association;</p> <p>(3) it is decided at the shareholders' meeting to amend the Articles of Association.</p>	<p>The Company shall amend the Articles of Association in any of the following circumstances:</p> <p>(1) the provisions of the Articles of Association are in conflict with those of the Company Law or the relevant laws or administrative regulations following their amendments;</p> <p>(2) any change in the position of the Company, resulting in inconsistency with the records in the Articles of Association;</p> <p>(3) it is decided at the <del>shareholders'</del> <b><u>general</u></b> meeting to amend the Articles of Association.</p>

# APPENDIX I

# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 226 (Article 238 as amended)	<p>Amendments to the Company's Articles of Association resolved by the shareholder's meeting shall be reported to the competent authorities for approval if such amendments should be subject to the approval of the competent authorities; where an amendment to the Company's Articles of Association involves matters of company registration, the registration shall be amended according to law.</p>	<p>Amendments to the Company's Articles of Association resolved by the <del>shareholder's</del> <b>general</b> meeting shall be reported to the competent authorities for approval if such amendments should be subject to the approval of the competent authorities; where an amendment to the Company's Articles of Association involves matters of company registration, the registration shall be amended according to law.</p>
Article 227 (Deleted)	<p>The Company shall comply with the following rules of settlement of disputes:</p> <p>(1) In relation to disputes and claims relating to the Company's affairs (i) between the Company and its directors or other senior management; and (ii) between the holders of foreign invested shares listed overseas and the Company, between the holders of foreign invested shares listed overseas and the Company's directors, supervisors, president or other senior management, or between the holders of foreign invested shares listed overseas and the holders of domestic shares arising out of rights and obligations provided for in the Articles of Association, the Company Law or other laws and administrative regulations, the parties concerned shall refer the dispute to arbitration for settlement.</p> <p>When referring to the aforesaid dispute or claim to arbitration, it shall be the whole dispute or entire claim which is so referred; where those persons who have a cause of action arising out of the same facts or those persons required to participate in the resolution of a dispute or claim are the Company's shareholders, directors, supervisors, president or other senior management or such person is the Company itself, such person shall be subject to arbitration.</p> <p>Regarding disputes on definition of shareholders or shareholders register, it can be resolved other than by arbitration.</p> <p>(2) An applicant for arbitration may select the China International Economic and Foreign Trade Arbitration Commission to undertake arbitration according to its rules or, alternatively, may choose the Hong Kong International Arbitration Centre to undertake arbitration according to its rules on securities arbitration. After the applicant for arbitration refers the dispute or claim for arbitration, the opposing party shall participate in the arbitration at the arbitral body chosen by the applicant.</p>	Deleted

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# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
	<p>If an applicant chooses the Hong Kong International Arbitration Centre, any party concerned may, in accordance with the rules of the Hong Kong International Arbitration Centre on securities arbitration, request the arbitration to be undertaken in Shenzhen.</p> <p>(3) In resolving disputes or claims as mentioned in item (1) of this Article through arbitration, the laws of the People's Republic of China shall apply except laws and administrative regulations stipulate otherwise.</p> <p>(4) An award made by the arbitral body shall be final and have binding effect on the parties concerned.</p>	
Article 229 (Article 240 as amended)	<p>In relation to the way the Company provides and/or distributes corporate communications to the shareholders in accordance with the Hong Kong Listing Rules requirements, the Company may, in accordance with the related laws and regulations and the requirements of the Hong Kong listing rules as amended from time to time, send or provide corporate communications to the shareholders of the Company by electronic means or by way of announcement on the websites of the Hong Kong Stock Exchange and/or the Company. Corporate communications include, but are not limited to: circulars, annual report, interim report, quarterly results, notice of a shareholder's meeting, as well as other types of corporate communications as listed in the Hong Kong Listing Rules.</p>	<p>In relation to the way the Company provides and/or distributes corporate communications to the shareholders in accordance with the Hong Kong Listing Rules requirements, the Company may, in accordance with the related laws and regulations and the requirements of the Hong Kong listing rules as amended from time to time, send or provide corporate communications to the shareholders of the Company by electronic means or by way of announcement on the websites of the Hong Kong Stock Exchange and/or the Company. Corporate communications include, but are not limited to: circulars, annual report, interim report, quarterly results, notice of a <del>shareholder's</del> <b>general</b> meeting, as well as other types of corporate communications as listed in the Hong Kong Listing Rules.</p>
Article 230 (Article 241 as amended)	<p>In the Articles of Association, 'over', 'within', 'below' all include the number immediately proceeding. 'exceed', 'over' do not include the preceding number.</p>	<p>In the Articles of Association, 'over', 'within', <del>'below'</del> all include the number immediately proceeding. <b>'more than'</b>, 'exceed', 'over' do not include the preceding number.</p>

# APPENDIX I

# COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Article	Amended Article
Article 232 (Article 243 as amended)	<p>.....</p> <p>As the context may require and pursuant to the regulatory requirements of the places where the securities of the Company are listed, the terms “related” and “related party” used in the Articles of Association shall have the same meaning as (1) “connected” and “connected person” as defined under the Hong Kong Listing Rules, or (2) “related” and “related party” as defined under the SSE Listing Rules respectively.</p> <p>The term “de facto controller” as used in the Articles of Association means the person who is not a shareholder of the Company but is able to control the Company through investment, agreement or other arrangement.</p>	<p>.....</p> <p>As the context may require and pursuant to the regulatory requirements of the places where the securities of the Company are listed, the terms “related” and “related party” used in the Articles of Association shall have the same meaning as (1) “connected” and “connected person” as defined under the Hong Kong Listing Rules, or (2) “related” and “related party” as defined under the SSE Listing Rules respectively.</p> <p><b><u>The term “controlling shareholder” as referred in these Articles means a shareholder whose shareholdings account for more than 50% of the total share capital of a company, or a shareholder whose shareholdings are less than 50%, but the voting rights on the basis of his/her shareholdings are sufficient to exercise significant influence over the resolutions of the general meeting.</u></b></p> <p>The term “de facto controller” as used in the Articles of Association means the <b><u>natural person, legal person or other organization</u></b> who/ <b><u>which</u></b> is not a shareholder of the Company but is able to control the Company through investment, agreement or other arrangement.</p>
Article 233 (Article 244 as amended)	<p>.....</p> <p>The board of directors of the Company has the right to interpret the Articles of Association; matters not covered in the Articles of Association shall be submitted by board of directors to the shareholder’s meeting for resolution and approval.</p>	<p>.....</p> <p>The board of directors of the Company has the right to interpret the Articles of Association; matters not covered in the Articles of Association shall be submitted by board of directors to the <del>shareholder’s</del> <b><u>general</u></b> meeting for resolution and approval.</p>
Article 234 (Article 245 as amended)	<p>These Articles of Association shall become effective and enforceable on the date of passing a special resolution at the shareholder’s meeting of the Company. The original Articles of Association of the Company shall automatically become null and void as of the effective date of these Articles of Association.</p>	<p>These Articles of Association shall become effective and enforceable on the date of passing a special resolution at the <del>shareholder’s</del> <b><u>general</u></b> meeting of the Company. The original Articles of Association of the Company shall automatically become null and void as of the effective date of these Articles of Association.</p>

## APPENDIX II

## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
Name	China Suntien Green Energy Corporation Ltd Rules of Procedure of Shareholder's Meetings	China Suntien Green Energy Corporation Ltd Rules of Procedure of <del>Shareholder's</del> <b>General</b> Meetings
Article 1	In order to safeguard the lawful rights of all shareholders, regulate the behavior of China Suntien Green Energy Corporation Ltd (hereinafter referred to as the "Company"), guarantee the regulated and efficient operation of shareholder's meetings of the Company, and ensure the equality its shareholders and the exercise of their rights effectively, these Rules are stipulated in accordance with laws, regulations, and regulatory documents, such as the Company Law of the People's Republic of China (hereinafter referred o as the "Company Law"), the Securities Law of the People's Republic of China, the Rules of General Meetings of Listed Companies (《上市公司股東大會規則》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and the Articles of Association of China Suntien Green Energy Corporation Ltd (hereinafter referred to as the "Articles of Association").	In order to safeguard the lawful rights of all shareholders, regulate the behavior of China Suntien Green Energy Corporation Ltd (hereinafter referred to as the "Company"), guarantee the regulated and efficient operation of <del>shareholder's</del> <b>general</b> meetings of the Company, and ensure the equality its shareholders and the exercise of their rights effectively, these Rules are stipulated in accordance with laws, regulations, and regulatory documents, such as the Company Law of the People's Republic of China (hereinafter referred o as the "Company Law"), the Securities Law of the People's Republic of China, the Rules of General Meetings of Listed Companies (《上市公司股東大會規則》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and the Articles of Association of China Suntien Green Energy Corporation Ltd (hereinafter referred to as the "Articles of Association").
(Newly added) Article 2	Newly added	<b><u>These Rules shall apply to the convening, proposal, notification and holding of the general meetings of the Company. The general meeting shall exercise its powers within the scope as stipulated in the Company Law and the Articles of Association.</u></b>
Article 3 (Deleted)	The shareholder's meeting is the body exercising the authority of the Company and shall exercise the following functions and powers in accordance with laws: (I) determining the Company's business policies and investment plans; (II) election and replacement of directors who are not staff representatives and determining matters concerning the remuneration of those directors; (III) election and replacement of supervisors who are not staff representatives and determining matters concerning the remuneration of those supervisors; (IV) considering and approving reports complied by the board of directors; (V) considering and approving reports complied by the board of supervisors;	Deleted

<b>APPENDIX II</b>	<b>COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS</b>
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No.	Existing Article	Amended Article
	<p>(VI) considering and approving the Company's annual budget and final accounting plans;</p> <p>(VII) considering and approving the Company's profit distribution and loss recovery plans;</p> <p>(VIII) passing resolutions on the increase or reduction of the Company's registered capital;</p> <p>(IX) passing resolutions on the issue of corporate bonds, other securities and programs of listing;</p> <p>(X) passing resolutions on such matters as the merger, demerger, dissolution, liquidation or changing the form of the Company;</p> <p>(XI) passing resolutions on the engagement, dismissal or non-reappointment of the accounting firm;</p> <p>(XII) amending the Articles of Association;</p> <p>(XIII) considering and approving any guarantees that shall be reviewed by shareholder's meetings as required by laws, administrative regulations and the Articles of Association;</p> <p>(XIV) considering and approving matters relating to the acquisition or disposal of material assets that exceed 30% of the latest audited total assets of the Company within one (1) year;</p> <p>(XV) considering and approving share incentive plans and employee share ownership plans;</p> <p>(XVI) considering proposals raised by the shareholders who individually or collectively hold 3% or more of the Company's shares with voting rights;</p> <p>(XVII) considering and approving matters relating to the changes in the use of proceeds;</p> <p>(XVIII) considering the acts of external guarantee as specified in Article 53 of the Article of Association;</p> <p>(XIX) considering any other matters that shall be resolved by shareholder's meetings as required by laws, administrative regulations, and the Articles of Association.</p>	



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## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
Article 5	<p>Shareholder's meetings shall be divided into annual and extraordinary shareholder's meetings. A shareholder's meeting shall be convened by the board of directors. An annual shareholder's meeting shall be convened once a year and held within six (6) months after the end of the previous accounting year.</p> <p>The Company shall convene an extraordinary shareholder's meeting within two (2) months from the date of occurrence of any of the following circumstances:</p> <p>(I) where the number of directors does not meet the number stipulated in the Company Law or is less than two-thirds of the number required in the Articles of Association;</p> <p>(II) where the Company's losses which have not yet been offset account for one-third of the total number of paid-up share capital;</p> <p>(III) where shareholders individually or collectively holding 10% or more of shares of the Company make written request for the convening of an extraordinary shareholder's meeting;</p> <p>(IV) where the board of directors believes it is necessary or the board of supervisors proposes that an extraordinary shareholder's meeting be convened;</p> <p>(V) where one-half or more of independent directors request to convene an extraordinary shareholder's meeting; or</p> <p>(VI) any other circumstances required by laws, administrative regulations, departmental regulations or the Articles of Association.</p> <p>The calculation of the proportion of shares described in paragraph (III) above shall adopt the date on which the shareholders submit a written request as the base date for calculation.</p> <p>Where the Company fails to convene the shareholder's meeting within the time mentioned above, it shall report such failure to a dispatched institution of the securities regulatory commission of the State Council and a stock exchange, and give the reasons and make an announcement with respect to the failure.</p>	<p><del>Shareholder's</del><u>General</u> meetings shall be divided into annual and extraordinary <del>shareholder's</del><u>general</u> meetings. A <del>general meeting</del> shall be convened by the board of directors. An annual <del>shareholder's</del><u>general</u> meeting shall be convened once a year and held within six (6) months after the end of the previous accounting year.</p> <p><u>Extraordinary general meetings shall be convened on an ad hoc basis and shall be convened within two months in the event of the circumstances stipulated in Article 113 of the Company Law under which an extraordinary general meeting shall be convened.</u> The Company shall convene an extraordinary shareholder's meeting within two (2) months from the date of occurrence of any of the following circumstances:</p> <p><del>(I) where the number of directors does not meet the number stipulated in the Company Law or is less than two-thirds of the number required in the Articles of Association;</del></p> <p><del>(II) where the Company's losses which have not yet been offset account for one-third of the total number of paid-up share capital;</del></p> <p><del>(III) where shareholders individually or collectively holding 10% or more of shares of the Company make written request for the convening of an extraordinary shareholder's meeting;</del></p> <p><del>(IV) where the board of directors believes it is necessary or the board of supervisors proposes that an extraordinary shareholder's meeting be convened;</del></p> <p><del>(V) where one-half or more of independent directors request to convene an extraordinary shareholder's meeting; or</del></p> <p><del>(VI) any other circumstances required by laws, administrative regulations, departmental regulations or the Articles of Association.</del></p> <p><del>The calculation of the proportion of shares described in paragraph (III) above shall adopt the date on which the shareholders submit a written request as the base date for calculation.</del></p> <p>Where the Company fails to convene the <del>shareholder's</del><u>general</u> meeting within the time mentioned above, it shall report such failure to a dispatched institution of <del>the securities regulatory commission of the State Council</del><u>China Securities Regulatory Commission (hereinafter as the "CSRC")</u> and a stock exchange <del>of the place where the Company's shares are listed (hereinafter as the "stock exchange")</del>, and give the reasons and make an announcement with respect to the failure.</p>

## APPENDIX II                      COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
	Shareholders holding different classes of shares shall be regarded as class shareholders. Apart from shareholders with other classes of shares, holders of domestic shares and holders of H Shares shall be regarded as different classes of shareholders. Any plan of the Company to change or abolish the rights of a class shareholder shall be approved at the shareholder's meeting by way of a special resolution and also approved through the convening of a class meeting pursuant to the Articles of Association. Only class shareholders can participate in class meetings.	Shareholders holding different classes of shares shall be regarded as class shareholders. Apart from shareholders with other classes of shares, holders of domestic shares and holders of H Shares shall be regarded as different classes of shareholders. Any plan of the Company to change or abolish the rights of a class shareholder shall be approved at the <del>shareholder's</del> <b>general</b> meeting by way of a special resolution and also approved through the convening of a class meeting pursuant to the Articles of Association. Only class shareholders can participate in class meetings.
Article 8	Two or more shareholders holding in aggregate 10% or more of the shares carrying the right to vote at the meeting sought to be held shall sign one (1) or more copies of written request in the same form and substance, requesting the board of directors to convene an extraordinary shareholder's meeting or a class meeting and clearly stating the topics for discussion thereat. The aforesaid shareholdings shall be determined as of the date on which the written request is submitted by the shareholders.	<del>Two or more</del> Shareholders <b>individually or collectively</b> holding <del>in aggregate</del> 10% or more of the shares carrying the right to vote at the meeting sought to be held shall sign one (1) or more copies of written request in the same form and substance, requesting the board of directors to convene an extraordinary <del>shareholder's</del> <b>general</b> meeting or a class meeting and clearly stating the topics for discussion thereat. The aforesaid shareholdings shall be determined as of the date on which the written request is submitted by the shareholders.
Article 9	<p>The board of directors shall, in accordance with the provision of laws, regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary shareholder's meeting or class meeting within ten (10) days after receiving the written request required by Article 8. In the event that the board of directors agrees to convene the extraordinary shareholder's meeting or class meeting, the notice of the meeting shall be issued within five (5) days after the passing of the relevant resolution of the board of directors. Any change to the original request made in the notice shall be subject to the approval of the shareholders concerned.</p> <p>In the event that the board of directors does not agree to convene the extraordinary shareholder's meeting or class meeting or does not furnish any reply within ten (10) days after receiving such request, shareholders individually or collectively holding 10% or more of the shares carrying the right to vote at the meeting sought to be held shall be entitled to propose to the board of supervisors to convene an extraordinary shareholder's meeting or class meeting, and shall make a request to the board of supervisors in writing.</p>	<p>The board of directors shall, in accordance with the provision of laws, regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary <del>shareholder's</del><b>general</b> meeting or class meeting within ten (10) days after receiving the written request required by Article 8. In the event that the board of directors agrees to convene the extraordinary <del>shareholder's</del><b>general</b> meeting or class meeting, the notice of the meeting shall be issued within five (5) days after the passing of the relevant resolution of the board of directors. Any change to the original request made in the notice shall be subject to the approval of the shareholders concerned.</p> <p>In the event that the board of directors does not agree to convene the extraordinary <del>shareholder's</del><b>general</b> meeting or class meeting or does not furnish any reply within ten (10) days after receiving such request, shareholders individually or collectively holding 10% or more of the shares carrying the right to vote at the meeting sought to be held shall be entitled to propose to the <del>board of supervisors</del><b>audit committee</b> to convene an extraordinary <del>shareholder's</del><b>general</b> meeting or class meeting, and shall make a request to the <del>board of supervisors</del><b>audit committee</b> in writing.</p>

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## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
	<p>In the event that the board of supervisors agrees to convene the extraordinary shareholder's meeting or class meeting, the notice of such meeting shall be issued within five (5) days after receiving such request. Any changes to the original proposal made in the notice shall be subject to the approval of the shareholders concerned. If the board of supervisors fails to issue the notice of meeting within the stipulated period, it shall be deemed not convene and preside over the shareholder's meeting, and shareholders individually or collectively holding 10% or more of the Company's shares for more than ninety (90) consecutive days may convene and preside over the shareholder's meeting on their own.</p> <p>Where shareholders or the board of supervisors convene and hold a meeting due to the failure of the board of directors to hold such meeting at the above request, the reasonable expenses incurred by such shareholders or the board of supervisors shall be borne by the Company and deducted from the sums owed by the Company to the directors with dereliction of duty.</p>	<p>In the event that the <del>board of supervisors</del><u>audit committee</u> agrees to convene the extraordinary <del>shareholder's</del><u>general</u> meeting or class meeting, the notice of such meeting shall be issued within five (5) days after receiving such request. Any changes to the original proposal made in the notice shall be subject to the approval of the shareholders concerned. If the <del>board of supervisors</del><u>audit committee</u> fails to issue the notice of meeting within the stipulated period, it shall be deemed not convene and preside over the <del>shareholder's</del><u>general</u> meeting, and shareholders individually or collectively holding 10% or more of the Company's shares for more than ninety (90) consecutive days may convene and preside over the <del>shareholder's</del><u>general</u> meeting on their own.</p> <p><del>Where shareholders or the board of supervisors convene and hold a meeting due to the failure of the board of directors to hold such meeting at the above request, the reasonable expenses incurred by such shareholders or the board of supervisors shall be borne by the Company and deducted from the sums owed by the Company to the directors with dereliction of duty.</del></p>
Article 10	<p>Independent directors shall be entitled to propose to the board of directors to convene an extraordinary shareholder's meeting. Regarding the proposal of the independent directors to convene an extraordinary shareholder's meeting, the board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply as to its agreement or disagreement to the convening of the extraordinary shareholder's meeting within ten (10) days after receiving the proposal.</p> <p>If the board of directors agrees to convene the extraordinary shareholder's meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If the board of directors does not agree to convene the extraordinary shareholder's meeting, it shall give the reasons and make an announcement with regard to such disagreement.</p>	<p><b><u>With the consents from more than half of all independent directors,</u></b> Independent directors shall be entitled to propose to the board of directors to convene an extraordinary <del>shareholder's</del><u>general</u> meeting. Regarding the proposal of the independent directors to convene an extraordinary <del>shareholder's</del><u>general</u> meeting, the board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply as to its agreement or disagreement to the convening of the extraordinary <del>shareholder's</del><u>general</u> meeting within ten (10) days after receiving the proposal.</p> <p>If the board of directors agrees to convene the extraordinary <del>shareholder's</del><u>general</u> meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If the board of directors does not agree to convene the extraordinary <del>shareholder's</del><u>general</u> meeting, it shall give the reasons and make an announcement with regard to such disagreement.</p>

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## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
Article 11	<p>The board of supervisors shall be entitled to propose to the board of directors to convene an extraordinary shareholder's meeting or class meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, pursuant to provision of laws, administrative regulations and the Articles of Association, give a written reply as to its agreement or disagreement to convene the extraordinary shareholder's meeting or class meeting within ten (10) days after receiving the proposal.</p> <p>If the board of directors agrees to convene the extraordinary shareholder's meeting or class meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. Any change to the original request made in the notice shall be approved by the board of supervisors.</p> <p>If the board of directors does not agree to hold the extraordinary shareholder's meeting or class meeting or fails to give a reply within ten (10) days after receiving the proposal, it shall be deemed to be unable to perform or not to perform the duty of convening the extraordinary shareholder's meeting or class meeting, and the board of supervisors may convene and preside over the meeting by itself.</p>	<p>The <del>board of supervisors</del><u>audit committee</u> <del>shall be entitled to</del><u>may</u> propose to the board of directors to convene an extraordinary <del>shareholder's</del><u>general</u> meeting or class meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, pursuant to provision of laws, administrative regulations and the Articles of Association, give a written reply as to its agreement or disagreement to convene the extraordinary <del>shareholder's</del><u>general</u> meeting or class meeting within ten (10) days after receiving the proposal.</p> <p>If the board of directors agrees to convene the extraordinary <del>shareholder's</del><u>general</u> meeting or class meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. Any change to the original request made in the notice shall be approved by the <del>board of supervisors</del><u>audit committee</u>.</p> <p>If the board of directors does not agree to hold the extraordinary <del>shareholder's</del><u>general</u> meeting or class meeting or fails to give a reply within ten (10) days after receiving the proposal, it shall be deemed to be unable to perform or not to perform the duty of convening the extraordinary <del>shareholder's</del><u>general</u> meeting or class meeting, and the <del>board of supervisors</del><u>audit committee</u> may convene and preside over the meeting by itself.</p>

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## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
Article 12	<p>Where the board of supervisors or shareholders decide(s) to convene a shareholder's meeting on its/their own, it/they shall notify the board of directors in writing and file the same with a stock exchange.</p> <p>Before publicly announcing any resolutions of the shareholder's meeting, the shareholding percentage of convening ordinary shareholders shall be no less than 10%.</p> <p>The board of supervisors and the convening shareholders shall submit relevant evidence to a stock exchange upon the issue of the notice of the shareholder's meeting and the announcement of the resolutions of the shareholder's meeting.</p>	<p>Where the <del>board of supervisors</del><u>audit committee</u> or shareholders decide(s) to convene a <del>shareholder's general</del> meeting on its/their own, it/they shall notify the board of directors in writing and file the same with a stock exchange.</p> <p>Before publicly announcing any resolutions of the <del>shareholder's general</del> meeting, the shareholding percentage of convening ordinary shareholders shall be no less than 10%.</p> <p>The <del>board of supervisors</del><u>audit committee</u> and the convening shareholders shall submit relevant evidence to a stock exchange upon the issue of the notice of the <del>shareholder's general</del> meeting and the announcement of the resolutions of the <del>shareholder's general</del> meeting.</p>
Article 13	<p>The board of directors and the secretary to the board of directors shall offer cooperation in respect of any shareholder's meeting convened by the board of supervisors or the shareholders on its/their own. The board of directors shall provide a register of shareholders as at the date of registration of shareholding. If the board of directors fails to provide the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders upon presentation of the announcement regarding the notice convening the shareholder's meeting. The register of shareholders offered to the conveners shall not be used for any purposes other than the convening of the shareholder's meeting.</p>	<p>The board of directors and the secretary to the board of directors shall offer cooperation in respect of any <del>shareholder's general</del> meeting convened by the <del>board of supervisors</del><u>audit committee</u> or the shareholders on its/their own. The board of directors shall provide a register of shareholders as at the date of registration of shareholding. If the board of directors fails to provide the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders upon presentation of the announcement regarding the notice convening the <del>shareholder's general</del> meeting. The register of shareholders offered to the conveners shall not be used for any purposes other than the convening of the <del>shareholder's general</del> meeting.</p> <p><b><u>Any reasonable expenses incurred in connection with the general meeting convened by shareholders or the audit committee shall be borne by the Company and shall be deducted from any sums due from the Company to those directors in default.</u></b></p>
Article 14	<p>The contents of the proposal shall be within the scope of business of the Company and the scope of authority of the shareholder's meeting, shall have definite topics for consideration and specific items to be decided by resolution, and shall be in compliance with the relevant provision of laws, administrative regulations and the Articles of Association.</p>	<p>The contents of the proposal shall be within the <del>scope of business of the Company and the</del> scope of authority of the <del>shareholder's general</del> meeting, shall have definite topics for consideration and specific items to be decided by resolution, and shall be in compliance with the relevant provision of laws, administrative regulations and the Articles of Association.</p>

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## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
Article 15	<p>When the Company convenes shareholder's meetings, the board of directors, the board of supervisors and shareholders individually or collectively holding 3% or more of the total number of shares of the Company carrying voting rights shares shall be entitled to submit their proposals to the Company in writing.</p> <p>Shareholders individually or collectively holding more than 3% (including 3%) of the total number of shares of the Company carrying voting right may put forward provisional proposals and submit them in writing to the convener ten (10) days prior to the convening of the shareholder's meeting or before the period of issuance of a supplementary circular of shareholder's meeting as required by the Hong Kong Listing Rules, whichever is the earlier. The convener shall issue a supplementary circular or notice of the shareholder's meeting with the content of such provisional proposals within two (2) days upon receipt of the proposal and in accordance with the Hong Kong Listing Rules.</p> <p>Except as provided in the preceding paragraph, the conveners shall not amend any proposal that has been set out in the notice of shareholder's meeting nor add new proposals to it after issuing such notice of shareholder's meeting.</p> <p>Any proposals not set out in the notice of shareholder's meeting or not in compliance with Article 14 shall not be put forward for voting and adopted as resolutions at a shareholder's meeting.</p>	<p>When the Company convenes <del>shareholder's</del><b>general</b> meetings, the board of directors, the <del>board of supervisors</del><b>audit committee</b> and shareholders individually or collectively holding <del>3%</del><b>31%</b> or more of the total number of shares of the Company carrying voting rights shares shall be entitled to submit their proposals to the Company in writing.</p> <p>Shareholders individually or collectively holding more than <del>3% (including 3%)</del><b>31%</b> of the total number of shares of the Company carrying voting right may put forward provisional proposals and submit them in writing to the convener ten (10) days prior to the convening of the <del>shareholder's</del><b>general</b> meeting or before the period of issuance of a supplementary circular of <del>shareholder's</del><b>general</b> meeting as required by the Hong Kong Listing Rules, whichever is the earlier. The convener shall issue a supplementary circular or notice of the <del>shareholder's</del><b>general</b> meeting with the content of such provisional proposals within two (2) days upon receipt of the proposal and in accordance with the Hong Kong Listing Rules, <b>and submit such provisional proposals to the general meeting for consideration, provided that the provisional proposal that violates the provisions of laws, administrative regulations or the Articles of Association, or does not fall within the terms of reference of the general meeting shall not be included. The Company shall not increase the shareholding proportion of any shareholders who put forward the provisional proposals.</b></p> <p>Except as provided in the preceding paragraph, the conveners shall not amend any proposal that has been set out in the notice of <del>shareholder's</del><b>general</b> meeting nor add new proposals to it after issuing such notice of <del>shareholder's</del><b>general</b> meeting.</p> <p>Any proposals not set out in the notice of <del>shareholder's</del><b>general</b> meeting or not in compliance with Article 14 shall not be put forward for voting and adopted as resolutions at a <del>shareholder's</del><b>general</b> meeting.</p>
Article 18	<p>Matters involving the public share offering, etc. that require submitting to the securities regulatory authority of the State Council or other regulatory authority shall be proposed as special proposals.</p>	<p>Matters involving the <del>public</del>-share offering <b>to unspecified persons</b>, etc. that require submitting to the <del>securities regulatory authority of the State Council</del><b>CSRC</b> or other regulatory authority shall be proposed as special proposals.</p>



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No.	Existing Article	Amended Article
Article 20	<p>The candidates of directors who are not staff representatives and supervisors who are not staff representatives shall be proposed to the shareholder's meeting for approval by way of proposal. Directors who are staff representatives and supervisors who are staff representatives shall be democratically elected by the employees of the Company.</p>	<p>The candidates of directors who are not staff representatives <del>and supervisors who are not staff representatives</del> shall be proposed to the <del>shareholder's</del><b>general</b> meeting for approval by way of proposal. Directors who are staff representatives <del>and supervisors who are staff representatives</del> shall be democratically elected by the employees of the Company.</p>
Article 21	<p>Written notice of an annual shareholder's meeting shall be given twenty (20) days before the convening of the meeting, while written notice of an extraordinary shareholder's meeting shall be given fifteen (15) before the convening of the meeting, to notify all shareholders registered in the register of the matters to be considered at the meeting and the date and place of the meeting. Where laws, administrative regulations, departmental rules, regulatory documents, and the relevant stock exchange or the regulatory authority of the place where the Company's shares are listed stipulate otherwise on the notice period of annual shareholder's meeting and/or extraordinary shareholder's meeting, such provisions shall prevail.</p> <p>The date of the meeting shall not be included in the calculation of the period for issuing such notice.</p> <p>An extraordinary shareholder's meeting shall not transact matters not stated in the notice of meeting.</p>	<p>Written notice of an annual <del>shareholder's</del><b>general</b> meeting shall be given <del>by the convenor</del> twenty (20) days before the convening of the meeting, while written notice of an extraordinary <del>shareholder's</del><b>general</b> meeting shall be given fifteen (15) before the convening of the meeting, to notify all shareholders registered in the register of the matters to be considered at the meeting and the date and place of the meeting. Where laws, administrative regulations, departmental rules, regulatory documents, and the relevant stock exchange or the regulatory authority of the place where the Company's shares are listed stipulate otherwise on the notice period of annual <del>shareholder's</del><b>general</b> meeting and/or extraordinary <del>shareholder's</del><b>general</b> meeting, such provisions shall prevail.</p> <p>The date of the meeting shall not be included in the calculation of the period for issuing such notice.</p> <p>An extraordinary <del>shareholder's</del><b>general</b> meeting shall not transact matters not stated in the notice of meeting.</p>
Article 23	<p>.....</p> <p>(3) set out the record date for shareholders who are entitled to attend the shareholder's meeting;</p> <p>(4) contain an express statement that all holders of ordinary shares (including holders of preference shares whose voting rights have been restored) are entitled to attend the shareholder's meeting, and may, in writing, appoint proxies to attend and vote on his behalf and that such proxy need not be a shareholder;</p> <p>.....</p> <p>(7) time and procedures of voting online or otherwise.</p>	<p>.....</p> <p>(3) set out the record date for shareholders who are entitled to attend the <del>shareholder's</del><b>general</b> meeting;</p> <p>(4) contain an express statement that all holders of ordinary shares (including holders of preference shares whose voting rights have been restored) <del>and shareholders holding shares with special voting rights</del> are entitled to attend the <del>shareholder's</del><b>general</b> meeting, and may, in writing, appoint proxies to attend and vote on his behalf and that such proxy need not be a shareholder;</p> <p>.....</p> <p>(7) time and procedures of voting online or otherwise.</p>

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No.	Existing Article	Amended Article
Article 24	<p>Any notice and supplementary notice of shareholder's meetings shall sufficiently and completely disclose all specific contents of all proposals and all the information and explanations necessary for the shareholders to make reasonable judgment on the matters to be discussed. If any matter to be discussed at the shareholder's meetings requires opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed together with the issuance of such notice.</p>	<p>Any notice and supplementary notice of <del>shareholder's</del><u>general</u> meetings shall sufficiently and completely disclose all specific contents of all proposals and all the information and explanations necessary for the shareholders to make reasonable judgment on the matters to be discussed. If any matter to be discussed at the <del>shareholder's</del><u>general</u> meetings requires opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed together with the issuance of such notice.</p>
Article 25	<p>Where the election of directors and supervisors is proposed to be discussed at the shareholder's meeting, the notice of the meeting shall fully disclose the detailed information of the candidates for directors and supervisors, which should at least include the following:</p> <p>.....</p> <p>(III) disclosure of their shareholdings in the Company;</p> <p>(IV) whether or not they have been subject to any punishment by the securities regulatory authority of the State Council and other related authorities or any disciplinary action by the stock exchange of the place of listing;</p> <p>.....</p> <p>In addition to the adoption of the accumulative voting system to elect directors and supervisors, each of the candidates for directors or supervisors shall be proposed in a separate proposal.</p>	<p>Where the election of directors <del>and supervisors</del> is proposed to be discussed at the <del>shareholder's</del><u>general</u> meeting, the notice of the meeting shall fully disclose the detailed information of the candidates for directors <del>and supervisors</del>, which should at least include the following:</p> <p>.....</p> <p>(III) <del>disclosure of</del> their shareholdings in the Company;</p> <p>(IV) whether or not they have been subject to any punishment by the <del>securities regulatory authority of the State Council</del><u>CSRC</u> and other related authorities or any disciplinary action by the stock exchange <del>of the place of listing</del>;</p> <p>.....</p> <p>In addition to the adoption of the accumulative voting system to elect directors <del>and supervisors</del>, each of the candidates for directors <del>or supervisors</del> shall be proposed in a separate proposal.</p>



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No.	Existing Article	Amended Article
Article 28	<p>The Company shall convene the shareholder's meeting at the domicile of the Company or such other specific place as notified by the convener of the shareholder's meeting.</p> <p>A shareholder's meeting shall have a venue where it shall be convened in the form of a physical meeting. Subject to the holding of the shareholder's meeting in a lawful and effective manner, the Company may also provide safe, economic and efficient telephone, online transmission or other ways according to its needs for the convenience of shareholders' attendance at the meeting. Shareholders who attend the meeting in the aforesaid manners shall be deemed as present.</p>	<p>The Company shall convene the <del>shareholder's</del><b>general</b> meeting at the domicile of the Company or such other specific place as notified by the convener of the <del>shareholder's</del><b>general</b> meeting.</p> <p>A <del>shareholder's</del><b>general</b> meeting shall have a venue where it shall be convened in the form of a physical meeting. Subject to the holding of the <del>shareholder's</del><b>general</b> meeting in a lawful and effective manner, the Company may also provide safe, economic and efficient telephone, <b>economical and convenient</b> online <del>transmission or</del> other ways <b>of communication for shareholders' attending, speaking and voting at the general meeting</b> according to its needs for the convenience of shareholders' attendance at the meeting <b>in accordance with provisions of laws, administrative regulations, the CSRC, listing rules of the place where the Company's shares are listed or the Articles of Association.</b> Shareholders who attend the meeting in the aforesaid manners shall be deemed as present <b>may attend the general meeting and exercise voting rights in person or entrust others to attend the meeting and exercise voting rights within the authorized scope.</b></p>
Article 29	<p>The beginning time for voting via internet or other ways for the shareholder's meeting shall not be earlier than 3:00 p.m. on the day prior to date when the on-site shareholder's meeting is convened, and shall not be later than 9:30 a.m. on the date when the on-site shareholder's meeting is convened. Its closing time shall not be earlier than 3:00 p.m. on the date when the on-site shareholder's meeting is concluded.</p>	<p><b>The Company shall clearly set out in the notice of the general meeting the time for voting online or by other means and the voting procedures.</b></p> <p>The beginning time for voting via internet or other ways for the <del>shareholder's</del><b>general</b> meeting shall not be earlier than 3:00 p.m. on the day prior to date when the on-site <del>shareholder's</del><b>general</b> meeting is convened, and shall not be later than 9:30 a.m. on the date when the on-site <del>shareholder's</del><b>general</b> meeting is convened. Its closing time shall not be earlier than 3:00 p.m. on the date when the on-site <del>shareholder's</del><b>general</b> meeting is concluded.</p>

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No.	Existing Article	Amended Article
Article 32	<p>A shareholder can attend the shareholder's meeting in person or appoint a proxy to attend and vote on his behalf. Shareholders shall entrust their proxies by written instruments that shall be signed by the entrusting parties or the proxies entrusted by them in writing. Where the entrusting party is a legal person, the instrument shall be sealed by the legal person or signed by its director(s) or duly authorized proxies. Such authorization letters should contain the following contents:</p> <p>(I) name of the entrusting party and name of the proxy;</p> <p>(II) the number of shares represented by the proxy (in the case where more than one proxy is appointed, the instrument shall state the number of shares represented by each proxy);</p> <p>(III) whether the proxy has voting rights;</p> <p>(IV) the instruction for voting for, against or abstaining from voting for each item as stated in the agenda of shareholder's meeting;</p> <p>(V) whether the proxy has the right to vote for any extraordinary proposals which may be included in the agenda of the shareholder's meeting, if so, specific instruction for the way of voting;</p> <p>(VI) Date of signing of the instrument of appointment and the validity period.</p>	<p>A shareholder can attend the <del>shareholder's</del><u>general</u> meeting in person or appoint a proxy to attend and vote on his behalf. Shareholders shall entrust their proxies by written instruments that shall be signed by the entrusting parties or the proxies entrusted by them in writing. Where the entrusting party is a legal person, the instrument shall be sealed by the legal person or signed by its director(s) or duly authorized proxies. Such authorization letters should contain the following contents:</p> <p>(I) name of the entrusting party and <del>name of the proxy</del><u>the class and number of the Company's shares held</u>;</p> <p>(II) the <del>number of shares represented by</del><u>name of</u> the proxy <del>(in the case where more than one proxy is appointed, the instrument shall state the number of shares represented by each proxy);</del></p> <p><del>(III) whether the proxy has voting rights;</del></p> <p><del>(IV)</del><u>(III)</u> the <u>specific</u> instruction <u>from shareholder for</u>including voting for, against or abstaining from voting for each item as stated in the agenda of <del>shareholder's</del><u>general</u> meeting;</p> <p><del>(V)</del><u>(IV)</u> whether the proxy has the right to vote for any extraordinary proposals which may be included in the agenda of the <del>shareholder's</del><u>general</u> meeting, if so, specific instruction for the way of voting;</p> <p><del>(VI)</del><u>(IV)</u> Date of signing of the instrument of appointment and the validity period.</p>

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No.	Existing Article	Amended Article
Article 33	<p>Individual shareholders attending a meeting in person shall present their personal identification documents or other valid documents or proofs of their identities as well as the evidence of their shareholdings. Proxies attending a shareholder's meeting on behalf of shareholders shall present their personal identification documents and written instruments of appointment signed by the entrusting party or a proxy entrusted by the entrusting party in writing, and the instruments of appointment shall specify the date of signature.</p> <p>A corporate shareholder shall be represented by its legal representative or a proxy entrusted by such legal representative in attending a meeting. In case of attendance by legal representatives, they shall present their personal identification documents and valid proofs of their capacities as legal representatives and, in the case of attendance by proxies of such legal representatives, such proxies shall present their personal identification documents and the written instruments of appointment sealed by the legal person or signed by their duly entrusted proxy, and the instruments of appointment shall specify the date of signature.</p> <p>Any blank form issued by the board of directors to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted during discussions at the meeting. The instrument of appointment shall specify that in the absence of instructions from the shareholder, the proxy may vote as he thinks fit.</p>	<p><del>Individual Shareholders attending a meeting in person shall present their personal identification documents</del><u>cards</u> or other valid documents or proofs of their identities <del>as well as the evidence of their shareholdings</del><u>to attend a general meeting</u>. Proxies <del>attending a shareholder's meeting on behalf of shareholders shall</del> <u>also</u> present their personal identification documents and written instruments of appointment signed by the entrusting party or a proxy entrusted by the entrusting party in writing; <del>and the instruments of appointment shall specify the date of signature.</del></p> <p><del>A corporate shareholder shall be represented by its legal representative or a proxy entrusted by such legal representative in attending a meeting. In case of attendance by legal representatives, they shall present their personal identification documents and valid proofs of their capacities as legal representatives and, in the case of attendance by proxies of such legal representatives, such proxies shall present their personal identification documents and the written instruments of appointment sealed by the legal person or signed by their duly entrusted proxy, and the instruments of appointment shall specify the date of signature.</del></p> <p><del>Any blank form issued by the board of directors to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted during discussions at the meeting. The instrument of appointment shall specify that in the absence of instructions from the shareholder, the proxy may vote as he thinks fit.</del></p>
Article 39	<p>A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain items, including the names of attendants (or names of organizations), identity card numbers, residential addresses, the number of shares with voting rights held or representing and names of the proxies (or names of organizations).</p>	<p>A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain items, including the names of attendants (or names of organizations), identity card numbers, <del>residential</del> addresses, the number of shares with voting rights held or representing and names of the proxies (or names of organizations).</p>

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No.	Existing Article	Amended Article
Article 40	<p>.....</p> <p>Shareholders who have not registered shall not participate in the shareholder's meeting in principle, unless with special approval by the chairman of the meeting; such shareholders shall submit the documents as required by Article 33 of these Rules. Shareholders who comply with the requirements of the notice of the meeting after review can participate in the shareholder's meeting after signing on the registration record of the meeting.</p>	<p>.....</p> <p>Shareholders who have not registered shall not participate in the <del>shareholder's</del><b>general</b> meeting in principle, unless with special approval by the <del>chairman</del><b>presiding person</b> of the meeting; such shareholders shall submit the documents as required by Article 33 of these Rules. Shareholders who comply with the requirements of the notice of the meeting after review can participate in the <del>shareholder's</del><b>general</b> meeting after signing on the registration record of the meeting.</p>
Article 41	<p>Shareholders shall enter the venue before the commencement of the meeting. Persons who enter the meeting during the meeting shall be approved by the chairman of the meeting.</p>	<p>Shareholders shall enter the venue before the commencement of the meeting. Persons who enter the meeting during the meeting shall be approved by the <del>chairman</del><b>presiding person</b> of the meeting.</p>
Article 42	<p>When convening a shareholder's meeting, all directors, supervisors and the secretary to the board of directors of the Company shall attend the meeting and, unless there is reasonable ground, president and other senior management shall attend the meeting as non-voting participants.</p>	<p><del>When convening a shareholder's meeting, all directors, supervisors and the secretary to the board of directors of the Company shall attend the meeting and, unless there is reasonable ground, president and other senior management shall attend the meeting as non-voting participants.</del></p> <p><b><u>If the general meeting requests the directors and senior management to attend the meeting without voting rights, the directors and senior management shall be present and respond to the shareholders' enquiries.</u></b></p>
Article 43	<p>Shareholder's meetings shall be classified into annual shareholder's meetings (AGMs) and extraordinary shareholder's meetings (EGMs). The AGM shall be convened once a year, and shall be held within six months after the prior accounting year ends.</p>	<p><del>Shareholder's meetings shall be classified into annual shareholder's meetings (AGMs) and extraordinary shareholder's meetings (EGMs). The AGM shall be convened once a year, and shall be held within six months after the prior accounting year ends.</del><b><u>The convener and lawyer shall verify the legality of shareholders' qualifications based on the register provided by the securities registration and clearing agency, and register the names of shareholders and the number of shares with voting rights they hold. Registration for the meeting shall be terminated before the presiding person of the meeting announces the number of shareholders and proxies present at the meeting and the total number of shares with voting rights held.</u></b></p>

No.	Existing Article	Amended Article
Article 44	<p>The chairman of the board of directors shall act as the chairman of the shareholder's meeting convened by the board of directors. If the chairman of the board of directors is unable attend the meeting, the vice chairman of the board of directors (if there are two (2) or more vice chairmen of the board of directors, the vice chairman jointly elected by the majority of directors) shall convene the meeting and act as the chairman of the meeting. Where the chairman and vice chairman of the board of directors are unable attending the meeting, a director of the Company elected by the majority of directors shall convene the meeting and act as the chairman of the meeting. If there is no selected chairman of the meeting, shareholders attending the meeting can elect a person to act as the chairman. Where the shareholders fail to elect a chairman of the meeting for any reasons, the shareholder (including his proxy) who holds the largest number of voting shares shall be the chairman of the meeting.</p> <p>The chairman of the board of supervisors shall preside over the shareholder's meeting convened by the board of supervisors on its own. If the chairman of the board of supervisors fails to or does not fulfill his duties, a supervisor jointly elected by the majority of supervisors shall preside over the meeting.</p> <p>A representative elected by the convener shall preside over the shareholder's meeting convened by the shareholders on their own.</p> <p>Where a shareholder's meeting is held and the chairman of the meeting violates these Rules which makes it impossible for the shareholder's meeting to continue, a person may be elected at the shareholder's meeting to act as chairman of the meeting and continue the meeting, subject to the approval of the majority of the attending shareholders with voting rights.</p>	<p>The chairman of the board of directors shall <del>act as the chairman of</del> <u>preside over</u> the <del>shareholder's</del> <u>general</u> meeting convened by the board of directors. If the chairman of the board of directors is <del>unable attend the meeting</del> <u>fails to or does not fulfil his/her duties</u>, the vice chairman of the board of directors (if there are two (2) or more vice chairmen of the board of directors, the vice chairman jointly elected by <del>the majority</del> <u>more than half</u> of directors) shall <del>convene the meeting and act as the chairman of</del> <u>preside over</u> the meeting. <u>If the vice chairman of the board of directors fails to or does not fulfil his/her duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.</u> Where the chairman and vice chairman of the board of directors are unable attending the meeting, a director of the Company elected by the majority of directors shall convene the meeting and act as the chairman of the meeting. If there is no selected chairman of the meeting, shareholders attending the meeting can elect a person to act as the chairman. Where the shareholders fail to elect a chairman of the meeting for any reasons, the shareholder (including his proxy) who holds the largest number of voting shares shall be the chairman of the meeting.</p> <p>The chairman of the <del>board of</del> <u>supervisors</u> <del>audit committee</del> shall preside over the <del>shareholder's</del> <u>general</u> meeting convened by the <del>board of supervisors</del> <u>audit committee</u> on its own. If the chairman of the <del>board of supervisors</del> <u>audit committee</u> fails to or does not fulfill his duties, a <del>supervisor</del> <u>member of the audit committee</u> jointly elected by <del>the majority</del> <u>more than half</u> of <del>supervisors</del> <u>members of the audit committee</u> shall preside over the meeting.</p> <p><u>The convener or Aa</u> representative elected by the convener shall preside over the <del>shareholder's</del> <u>general</u> meeting convened by the shareholders on their own.</p> <p>Where a <del>shareholder's</del> <u>general</u> meeting is held and the chairman of the meeting violates these Rules which makes it impossible for the <del>shareholder's</del> <u>general</u> meeting to continue, a person may be elected at the <del>shareholder's</del> <u>general</u> meeting to act as chairman of the meeting and continue the meeting, subject to the approval of the majority of the attending shareholders with voting rights.</p>

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## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
Article 45	The chairman of meeting shall announce the commencement of meeting at the predetermined time. Under special circumstances, he may also announce the commencement of meeting at a time later than the pre-determined time.	The <del>chairman</del> <u>presiding person</u> of meeting shall announce the commencement of meeting at the predetermined time. Under special circumstances, he may also announce the commencement of meeting at a time later than the pre-determined time.
Article 46	The chairman of the meeting shall, after the announcement of commencement of the meeting, announce the number of shareholders and proxies present at the venue of the meeting and the total shares with voting rights held by them, and the number of shareholders and proxies present at the venue of meeting and the total shares with voting rights held by them shall be subject to the register of the meeting.	The <del>chairman</del> <u>presiding person</u> of the meeting shall, after the announcement of commencement of the meeting, announce the number of shareholders and proxies present at the venue of the meeting and the total shares with voting rights held by them, and the number of shareholders and proxies present at the venue of meeting and the total shares with voting rights held by them shall be subject to the register of the meeting.
Article 47	Issues and proposals set out in the agenda shall be resolved item-by-item under the presiding of the chairman. The chairman can, according to the actual situation, adopt the procedure of “reporting – collective discussion – collective voting” or, for relatively complicated issues, the procedure of “separate reporting – separate discussion and voting”. Reasonable discussion time shall be given for each issue at the shareholder’s meeting.	Issues and proposals set out in the agenda shall be resolved item-by-item under the presiding of the <del>chairman</del> <u>presiding person</u> . The <del>chairman</del> <u>presiding person</u> can, according to the actual situation, adopt the procedure of “reporting – collective discussion – collective voting” or, for relatively complicated issues, the procedure of “separate reporting – separate discussion and voting”. Reasonable discussion time shall be given for each issue at the <del>shareholder’s</del> <u>general</u> meeting.
Article 49 (Deleted)	At the annual shareholder’s meeting, the board of supervisors shall read out their special supervision report of the Company for the last year which shall include: (I) the examination of the financial situation of the Company; (II) the duty performance and the execution of the relevant laws, regulations, the Articles of Association and resolutions of shareholder’s meeting by directors and the senior management in discharging the duties of the Company; (III) other major events which the board of supervisors considers shall be reported to the shareholder’s meeting. If the board of supervisors considers necessary, it may give opinion on the proposal considered at shareholder’s meetings and delivers independent reports.	Deleted

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No.	Existing Article	Amended Article
Article 51 (Article 50 as amended)	The directors, supervisors and senior management shall make explanation and statement on the inquiry and suggestions of shareholders at a shareholder's meeting, except for those involving trade secrets which shall not be disclosed at a shareholder's meeting.	The directors, <del>supervisors</del> and senior management shall make explanation and statement on the inquiry and suggestions of shareholders at a <del>shareholder's</del> <b>general</b> meeting, except for those involving trade secrets which shall not be disclosed at a <del>shareholder's</del> <b>general</b> meeting.
Article 53 (Article 52 as amended)	When the shareholder's meeting considers matters concerning related transactions, the chairman shall announce the list of the relevant related shareholders, and make a brief on the related matters. The chairman shall announce the total number of voting shares held by the non-related party shareholders or their proxies present at the meeting, and the percentage of such voting shares in the total number of shares of the Company, and then proceed to consideration and voting of such matters.	When the <del>shareholder's</del> <b>general</b> meeting considers matters concerning related transactions, the <del>chairman</del> <b>presiding person</b> shall announce the list of the relevant related shareholders, and make a brief on the related matters. The <del>chairman</del> <b>presiding person</b> shall announce the total number of voting shares held by the non-related party shareholders or their proxies present at the meeting, and the percentage of such voting shares in the total number of shares of the Company, and then proceed to consideration and voting of such matters.
Article 55 (Article 54 as amended)	<p>Matters included into the agenda shall all be passed by way of voting in the shareholder's meeting. Shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting shares. Each share shall have one vote. The way of voting shall be open ballot.</p> <p>Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders or proxies present at a shareholder's meeting.</p> <p>In the event that a shareholder's purchase of the Company's voting shares violates the provisions of Article 63(1) and (2) of the Securities Law, the voting right for the portion of the shares in excess of the prescribed ratio shall not be exercised for a period of 36 months after the purchase and such shares shall not be counted in the total number of voting shares held by shareholders attending the shareholder's meeting.</p> <p>Where any shareholder is, under the applicable laws and regulations and listing rules of the stock exchange where the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only in favour of (or only against) any particular resolution, any votes cast by such shareholder (or his proxies) in contravention of such requirement or restriction shall not be counted towards the total number of votes.</p>	<p>Matters included into the agenda shall all be passed by way of voting in the <del>shareholder's</del><b>general</b> meeting. Shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting shares. Each share shall have one vote. The way of voting shall be open ballot.</p> <p>Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders or proxies present at a <del>shareholder's</del><b>general</b> meeting.</p> <p>In the event that a shareholder's purchase of the Company's voting shares violates the provisions of Article 63(1) and (2) of the Securities Law, the voting right for the portion of the shares in excess of the prescribed ratio shall not be exercised for a period of 36 months after the purchase and such shares shall not be counted in the total number of voting shares held by shareholders attending the <del>shareholder's</del><b>general</b> meeting.</p> <p>Where any shareholder is, under the applicable laws and regulations and listing rules of the stock exchange where the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only in favour of (or only against) any particular resolution, any votes cast by such shareholder (or his proxies) in contravention of such requirement or restriction shall not be counted towards the total number of votes.</p>



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No.	Existing Article	Amended Article
		<p><u>The board of directors, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with the laws, administrative regulations or the provisions of the CSRC, may publicly solicit voting rights from shareholders. When soliciting voting rights from shareholders, the specific voting intention and other information shall be fully disclosed to the solicitation targets. Solicitation of shareholders' voting rights in a paid or disguised paid way shall be prohibited. Except for statutory conditions, the Company shall not impose restrictions on the minimum shareholding proportion against the solicitation of voting rights.</u></p>
Article 56 (Article 55 as amended)	<p>The list of candidates for election of directors and supervisors shall be submitted to the shareholder's meeting in the form of proposal for voting.</p> <p>For voting at a shareholder's meeting in relation to the election of two or more directors and supervisors, the accumulative voting system may be adopted.</p> <p>The accumulative voting system referred to in the preceding paragraph shall mean a system used in the election of directors or supervisors at a shareholder's meeting where the holder of each share shall have such number of votes as is equivalent to the number of directors or supervisors to be elected, which votes may be casted for a single candidate. The board of directors shall make an announcement to shareholders concerning the biographies and basic information of the candidates for election as directors and supervisors.</p> <p>The specific procedures of the accumulative voting system are as follows:</p> <p>(I) Non-independent directors, independent directors and supervisors of the Company shall be elected separately through separate voting.</p> <p>(II) The number of vote represented by each share shall be equivalent to the number of the candidates for non-independent directors, independent directors and supervisors elected. Shareholders may freely cast the votes on various candidates of non-independent directors, independent directors and supervisors or cast all votes on one (1) candidate.</p>	<p>The list of candidates for election of directors <del>and supervisors</del> shall be submitted to the <del>shareholder's</del><u>general</u> meeting in the form of proposal for voting.</p> <p>For voting at a <del>shareholder's</del><u>general</u> meeting in relation to the election of two or more directors <del>and supervisors</del>, the accumulative voting system may be adopted.</p> <p><del>The accumulative voting system referred to in the preceding paragraph shall mean a system used in the election of directors or supervisors at a shareholder's meeting where the holder of each share shall have such number of votes as is equivalent to the number of directors or supervisors to be elected, which votes may be casted for a single candidate.</del> The board of directors shall make an announcement to shareholders concerning the biographies and basic information of the candidates for election as directors <del>and supervisors</del>.</p> <p>The specific procedures of the accumulative voting system are as follows:</p> <p>(I) Non-independent directors; <b>and</b> independent directors <del>and supervisors</del> of the Company shall be elected separately through separate voting.</p> <p>(II) The number of vote represented by each share shall be equivalent to the number of the candidates for non-independent directors; <b>and</b> independent directors <del>and supervisors</del> elected. Shareholders may freely cast the votes on various candidates of non-independent directors; <b>and</b> independent directors <del>and supervisors</del> or cast all votes on one (1) candidate.</p>



No.	Existing Article	Amended Article
	<p>(III) The sum of votes cast by shareholders on the candidates of non-independent directors, independent directors and supervisors shall not exceed the total voting rights granted for the election of non-independent directors, independent directors and supervisors, otherwise their votes will become invalid.</p> <p>(IV) Based on the number of votes casted on each of the candidates of non-independent directors, independent directors and supervisors and the number of candidates of non-independent directors, independent directors and supervisors proposed to be elected, candidates who get the most votes shall be elected, and the votes of the non-independent directors, independent directors and supervisors elected shall exceed the votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the shareholder's meeting.</p> <p>(V) If the number of the elected non-independent directors, independent directors and supervisors is less than the number of non-independent directors, independent directors and supervisors that shall be elected in the shareholder's meeting, but the number of elected directors and supervisors represents two-thirds or more of the number of members of the board of directors and board of supervisors as stipulated in the Articles of Association, the vacancies of directors and supervisors shall be elected in the next shareholder's meeting.</p> <p>(VI) If the number of the elected non-independent directors, independent directors and supervisors is less than the number of non-independent directors, independent directors and supervisors that shall be elected in the shareholder's meeting, and does not reach two-thirds of the number of members of the board of directors and board of supervisors as stipulated in the Articles of Association, a shareholder's meeting shall be convened again within two (2) months after the closing of the shareholder's meeting to elect the vacancies of non-independent directors, independent directors and supervisors.</p>	<p>(III) The sum of votes cast by shareholders on the candidates of non-independent directors; <u>and</u> independent directors <del>and supervisors</del> shall not exceed the total voting rights granted for the election of non-independent directors; <u>and</u> independent directors <del>and supervisors</del>, otherwise their votes will become invalid.</p> <p>(IV) Based on the number of votes casted on each of the candidates of non-independent directors; <u>and</u> independent directors <del>and supervisors</del> and the number of candidates of non-independent directors; <u>and</u> independent directors <del>and supervisors</del> proposed to be elected, candidates who get the most votes shall be elected, and the votes of the non-independent directors; <u>and</u> independent directors <del>and supervisors</del> elected shall exceed the votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the <del>shareholder's</del> <u>general</u> meeting.</p> <p>(V) If the number of the elected non-independent directors; <u>and</u> independent directors <del>and supervisors</del> is less than the number of non-independent directors; <u>and</u> independent directors <del>and supervisors</del> that shall be elected in the <del>shareholder's</del> <u>general</u> meeting, but the number of elected directors <del>and supervisors</del> represents two-thirds or more of the number of members of the board of directors <del>and board of supervisors</del> as stipulated in the Articles of Association, the vacancies of directors <del>and supervisors</del> shall be elected in the next <del>shareholder's</del> <u>general</u> meeting.</p> <p>(VI) If the number of the elected non-independent directors; <u>and</u> independent directors <del>and supervisors</del> is less than the number of non-independent directors; <u>and</u> independent directors <del>and supervisors</del> that shall be elected in the <del>shareholder's</del> <u>general</u> meeting, and does not reach two-thirds of the number of members of the board of directors <del>and board of supervisors</del> as stipulated in the Articles of Association, a <del>shareholder's</del> <u>general</u> meeting shall be convened again within two (2) months after the closing of the <del>shareholder's</del> <u>general</u> meeting to elect the vacancies of non-independent directors; <u>and</u> independent directors <del>and supervisors</del>.</p>

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## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
Article 57 (Article 56 as amended)	When there are two (2) or more candidates having the same number of votes and both of them, if elected, will make the number of the elected directors or supervisors larger than the number of candidates that shall be elected, a second election shall be conducted among such candidates. If the second election still cannot determine the winners, another election shall be conducted in the next shareholder's meeting. If the number of elected directors or supervisors is less than two-thirds of the number of the members of the board of directors or board of supervisors prescribed in the Articles of Association as a result thereof, a shareholder's meeting shall be convened again within two (2) months after the closing of this shareholder's meeting for the election of non-independent directors, independent directors or supervisors to fill up the vacancies. Save for those under the accumulative voting system, the shareholder's meeting shall vote on all proposals one by one. When different proposals are put forward for a single matter, such proposals shall be voted in the same sequence in which they were raised. Unless a shareholder's meeting is suspended or no resolution can be made due to force majeure or other special reasons, no proposal shall be set aside or excluded from voting at the shareholder's meeting.	When there are two (2) or more candidates having the same number of votes and both of them, if elected, will make the number of the elected directors <del>or supervisors</del> larger than the number of candidates that shall be elected, a second election shall be conducted among such candidates. If the second election still cannot determine the winners, another election shall be conducted in the next <del>shareholder's</del> <b>general</b> meeting. If the number of elected directors <del>or supervisors</del> is less than two-thirds of the number of the members of the board of directors <del>or board of supervisors</del> prescribed in the Articles of Association as a result thereof, a <del>shareholder's</del> <b>general</b> meeting shall be convened again within two (2) months after the closing of this <del>shareholder's</del> <b>general</b> meeting for the election of non-independent directors; <del>or</del> independent directors <del>or supervisors</del> to fill up the vacancies. Save for those under the accumulative voting system, the <del>shareholder's</del> <b>general</b> meeting shall vote on all proposals one by one. When different proposals are put forward for a single matter, such proposals shall be voted in the same sequence in which they were raised. Unless a <del>shareholder's</del> <b>general</b> meeting is suspended or no resolution can be made due to force majeure or other special reasons, no proposal shall be set aside or excluded from voting at the <del>shareholder's</del> <b>general</b> meeting.
Article 58 (Article 57 as amended)	When a proposal is put forward for consideration at a shareholder's meeting, no modification shall be made to the proposal. Otherwise, the relevant change shall be deemed as a new proposal, which shall not be voted on at that shareholder's meeting.	When a proposal is put forward for consideration at a <del>shareholder's</del> <b>general</b> meeting, no modification shall be made to the proposal. <del>Otherwise</del> <b>In case of any change</b> , the relevant change shall be deemed as a new proposal, which shall not be voted on at that <del>shareholder's</del> <b>general</b> meeting.
Article 61 (Article 60 as amended)	In case of equal affirmative and dissenting votes, whether on a show of hands or by poll, the chairman of the meeting shall be entitled to one (1) casting vote.	In case of equal affirmative and dissenting votes, whether on a show of hands or by poll, the <del>chairman</del> <b>presiding person</b> of the meeting shall be entitled to one (1) casting vote.

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No.	Existing Article	Amended Article
Article 62 (Article 61 as amended)	<p>Before a proposal is voted on at a shareholder's meeting, two (2) shareholder representatives shall be legally elected as vote counters and scrutinizers. Any shareholder who has connected relationship in the matter to be considered and his proxies shall not participate in vote counting or scrutinizing.</p> <p>When a proposal is voted on at a shareholder's meeting, the votes shall be counted and scrutinized jointly by lawyers, shareholder representatives, supervisor representatives, as well as H share registrars or external accountants qualified as auditors, and the voting results shall be announced in a timely manner. Voting results on the resolutions shall be recorded in the minutes of the meeting.</p> <p>Upon completion of voting at a shareholder's meeting, the vote counters and scrutinizers shall count the votes for each of the resolutions. The chairman of the meeting shall announce the voting and results of each of the proposals in a timely manner. Prior to the formal announcement of voting results, the companies, vote counters, scrutinizers, substantial shareholders and other relevant parties involved in the voting at the shareholder's meeting shall be obliged to keep the status of voting confidential.</p> <p>The on-site shareholder's meeting shall not conclude earlier than that online or by other means. Shareholders of the Company or their proxies who cast their votes online or by other means shall have the right to check the results of their votes through the pertinent voting system.</p>	<p>Before a proposal is voted on at a <del>shareholder's</del><b>general</b> meeting, two (2) shareholder representatives shall be legally elected as vote counters and scrutinizers. Any shareholder who has connected relationship in the matter to be considered and his proxies shall not participate in vote counting or scrutinizing.</p> <p>When a proposal is voted on at a <del>shareholder's</del><b>general</b> meeting, the votes shall be counted and scrutinized jointly by lawyers, shareholder representatives, <del>supervisor</del><b>representatives</b>, as well as H share registrars or external accountants qualified as auditors, and the voting results shall be announced in a timely manner. Voting results on the resolutions shall be recorded in the minutes of the meeting.</p> <p>Upon completion of voting at a <del>shareholder's</del><b>general</b> meeting, the vote counters and scrutinizers shall count the votes for each of the resolutions. The <del>chairman</del><b>presiding person</b> of the meeting shall announce the voting and results of each of the proposals in a timely manner. Prior to the formal announcement of voting results, the companies, vote counters, scrutinizers, substantial shareholders and other relevant parties involved in the voting at the <del>shareholder's</del><b>general</b> meeting shall be obliged to keep the status of voting confidential.</p> <p>The on-site <del>shareholder's</del><b>general</b> meeting shall not conclude earlier than that online or by other means. Shareholders of the Company or their proxies who cast their votes online or by other means shall have the right to check the results of their votes through the pertinent voting system.</p>

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No.	Existing Article	Amended Article
Article 65 (Article 64 as amended)	<p>The shareholder's meeting shall form resolutions of the meeting for the matters voted and passed.</p> <p>Resolutions shall be divided into ordinary resolutions and special resolutions. The ordinary resolutions adopted at a shareholder's meeting shall be approved by the shareholders (or their proxies) present at the shareholder's meeting with over half of the voting rights; the special resolutions adopted at a shareholder's meeting shall be approved by the shareholders (or their proxies) present at the shareholder's meeting with two-thirds or more of the voting rights.</p>	<p>The <del>shareholder's</del><b>general</b> meeting shall form resolutions of the meeting for the matters voted and passed.</p> <p>Resolutions shall be divided into ordinary resolutions and special resolutions. The ordinary resolutions adopted at a <del>shareholder's</del><b>general</b> meeting shall be approved by the shareholders (<del>or their proxies</del>) present at the <del>shareholder's</del><b>general</b> meeting with over half of the voting rights; the special resolutions adopted at a <del>shareholder's</del><b>general</b> meeting shall be approved by the shareholders (<del>or their proxies</del>) present at the <del>shareholder's</del><b>general</b> meeting with two-thirds or more of the voting rights.</p>
Article 66 (Article 65 as amended)	<p>The contents of all resolutions made at the shareholder's meeting shall comply with the provision of laws, the listing rules of the place where the Company's shares are listed and the Articles of Association. The contents of a resolution of shareholder's meeting of the Company which violate laws, administrative regulations and the listing rules of the place where the Company's shares are listed shall be invalid.</p> <p>The controlling shareholder and de facto controllers of the Company shall not restrict or hinder medium and small investors to exercise voting rights according to law and shall not harm the legitimate rights of the Company and medium and small investors.</p> <p>If the convening procedures and voting methods of the shareholder's meeting violate laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders can request the People's Court to cancel the resolution within sixty (60) days from the date when the resolution is adopted.</p> <p>The shareholders attending the meeting shall faithfully perform their duties, guarantee the authenticity, accuracy and completeness of resolution's contents, and shall not use any statement easily causing ambiguity.</p>	<p>The contents of all resolutions made at the <del>shareholder's</del><b>general</b> meeting shall comply with the provision of laws, the listing rules of the place where the Company's shares are listed and the Articles of Association. The contents of a resolution of <del>shareholder's</del><b>general</b> meeting of the Company which violate laws, administrative regulations and the listing rules of the place where the Company's shares are listed shall be invalid.</p> <p>The controlling shareholder and de facto controllers of the Company shall not restrict or hinder medium and small investors to exercise voting rights according to law and shall not harm the legitimate rights of the Company and medium and small investors.</p> <p>If the convening procedures and voting methods of the <del>shareholder's</del><b>general</b> meeting violate laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders can request the People's Court to cancel the resolution within sixty (60) days from the date when the resolution is adopted, <b><u>unless there is only a slight defect in the procedure of convening or the method of voting at the general meetings, which has no substantive impact on the resolution.</u></b></p>

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No.	Existing Article	Amended Article
		<p><u>Where relevant parties such as the board of directors or the shareholders dispute the qualifications of the convenor, the convening procedures, the lawfulness of the content of the proposals and the validity of the resolution of the general meeting, they shall file a lawsuit with the People's Court in a timely manner. Before the People's Court makes such judgement or ruling as revoking any resolutions, the relevant parties shall implement the resolutions of the general meeting. The Company, the directors and senior management shall effectively fulfill their duties and timely implement the resolutions of the general meeting in order to ensure the normal operation of the Company.</u></p> <p><u>Where the People's Court has made a judgement or ruling on the relevant matter, the Company shall fulfill the obligation of information disclosure in accordance with the laws, administrative regulations and provision of the CSRC and the stock exchange, including a full explanation of the impacts, and shall actively implement in compliance with such judgement or ruling after the same comes into effect. Where any rectification of previous matters is involved, such rectification shall be promptly processed and the obligation of information disclosure shall be fulfilled accordingly.</u></p> <p>The shareholders attending the meeting shall faithfully perform their duties, guarantee the authenticity, accuracy and completeness of resolution's contents, and shall not use any statement easily causing ambiguity.</p>
Article 67 (Article 66 as amended)	<p>The following matters shall be approved by the shareholder's meeting with ordinary resolutions:</p> <p>(I) the work report of each of the board of directors and the board of supervisors;</p> <p>(II) the profit distribution and loss recovery plans prepared by the board of directors;</p> <p>(III) the appointment and dismissal of directors in the board of directors and supervisors in the board of supervisors (excluding the directors who are staff representatives and the supervisors who are staff representatives), and their remunerations and payment methods;</p>	<p>The following matters shall be approved by the <del>shareholder's</del><u>general</u> meeting with ordinary resolutions:</p> <p>(I) the work report of <del>each</del> of the board of directors <del>and the board of supervisors</del>;</p> <p>(II) the profit distribution and loss recovery plans prepared by the board of directors;</p> <p>(III) the appointment and dismissal of directors in the board of directors <del>and supervisors in the board of supervisors</del> (excluding the directors who are staff representatives <del>and the supervisors who are staff representatives</del>), and their remunerations and payment methods;</p>

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No.	Existing Article	Amended Article
	<p>(IV) the Company's annual financial budget plan and final accounting plan;</p> <p>(V) the Company's annual report;</p> <p>(VI) any matters other than those required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association.</p> <p>.....</p>	<p><del>(IV) the Company's annual financial budget plan and final accounting plan;</del></p> <p><del>(V)</del> (IV) the Company's annual report;</p> <p><del>(VI)</del> (IV) any matters other than those required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association.</p> <p>.....</p>
Article 68 (Article 67 as amended)	<p>The following matters shall be approved by the shareholder's meeting with special resolutions:</p> <p>.....</p> <p>(IV) the acquisition or disposal of material assets or guarantee with an amount exceeding 30% of the latest audited total assets of the Company within one (1) year;</p> <p>.....</p> <p>(VI) any other matters required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association and those that would have substantial influence on the Company if approved by the shareholder's meeting with ordinary resolutions and thus shall be approved with special resolutions.</p>	<p>The following matters shall be approved by the <del>shareholder's</del><b>general</b> meeting with special resolutions:</p> <p>.....</p> <p>(IV) the acquisition or disposal of material assets or guarantee <b>provided to others</b> with an amount exceeding 30% of the latest audited total assets of the Company within one (1) year;</p> <p>.....</p> <p>(VI) any other matters required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association and those that would have substantial influence on the Company if approved by the <del>shareholder's</del><b>general</b> meeting with ordinary resolutions and thus shall be approved with special resolutions.</p>
Article 69 (Article 68 as amended)	<p>If the chairman of meeting questions the results of any resolution put to the vote, he may check the number of votes casted; if the chairman of meeting fails to check the votes, shareholders or their proxies present at the meeting shall have the right to immediately require a vote-count if they have objections against the voting results, in which case the chairman of meeting shall tally the count immediately.</p>	<p>If the <del>chairman</del><b>presiding person</b> of meeting questions the results of any resolution put to the vote, he may check the number of votes casted; if the <del>chairman</del><b>presiding person</b> of meeting fails to check the votes, shareholders or their proxies present at the meeting shall have the right to immediately require a vote-count if they have objections against the voting results, in which case the <del>chairman</del><b>presiding person</b> of meeting shall tally the count immediately.</p>

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No.	Existing Article	Amended Article
	<p>A poll demanded shall be taken in such manner (including the use of ballot box or voting or ballot papers) and at such time and place as the chairman directs. According to the listing rules of the place where the shares of the Company are listed, the Company shall issue a notice for the demanded poll in a timely manner.</p> <p>The result of the poll demanded will be considered a resolution of the meeting for the demanded poll.</p>	<p>A poll demanded shall be taken in such manner (including the use of ballot box or voting or ballot papers) and at such time and place as the <del>chairman</del><b>presiding person</b> directs. According to the listing rules of the place where the shares of the Company are listed, the Company shall issue a notice for the demanded poll in a timely manner.</p> <p>The result of the poll demanded will be considered a resolution of the meeting for the demanded poll.</p>
Article 71 (Article 70 as amended)	<p>Where a resolution is voted on by a show of hands as permitted under the listing rules, the chairman of the meeting shall declare that the resolution has been passed by a show of hands, or adopted unanimously, or passed by a particular majority, or has not been approved, and an entry to that effect in the minutes of meeting of the Company shall be conclusive evidence of that fact without the need to prove the number or proportion of the votes in favour of or against such resolution.</p>	<p>Where a resolution is voted on by a show of hands as permitted under the listing rules, the <del>chairman</del><b>presiding person</b> of the meeting shall declare that the resolution has been passed by a show of hands, or adopted unanimously, or passed by a particular majority, or has not been approved, and an entry to that effect in the minutes of meeting of the Company shall be conclusive evidence of that fact without the need to prove the number or proportion of the votes in favour of or against such resolution.</p>
Article 72 (Article 71 as amended)	<p>The convener shall ensure that the shareholder's meeting continues to proceed until the final resolutions are made. If the shareholder's meeting is terminated or no resolution can be made due to special reasons such as force majeure, necessary action shall be taken to resume the shareholder's meeting as soon as possible, or directly terminate that shareholder's meeting and make a timely announcement. Meanwhile, the convener shall report the same to a dispatched institution of the securities regulatory commission of the State Council at the place where the Company is located and the stock exchange.</p>	<p>The convener shall ensure that the <del>shareholder's</del><b>general</b> meeting continues to proceed until the final resolutions are made. If the <del>shareholder's</del><b>general</b> meeting is terminated or no resolution can be made due to special reasons such as force majeure, necessary action shall be taken to resume the <del>shareholder's</del><b>general</b> meeting as soon as possible, or directly terminate that <del>shareholder's</del><b>general</b> meeting and make a timely announcement. Meanwhile, the convener shall report the same to a dispatched institution of the <del>securities regulatory commission of the State Council</del><b>CSRC</b> at the place where the Company is located and the stock exchange.</p>
Article 73 (Article 72 as amended)	<p>Registered shareholders of the Company or their entrusted proxies, directors, supervisors, presidents, secretary to the board of directors and other senior management, notaries, and the guests and journalists invited by the board of directors can attend shareholder's meetings. Other persons shall not enter the venue of the meetings.</p>	<p>Registered shareholders of the Company or their entrusted proxies, directors, <del>supervisors</del>, presidents, secretary to the board of directors and other senior management, notaries, and the guests and journalists invited by the board of directors can attend <del>shareholder's</del><b>general</b> meetings. Other persons shall not enter the venue of the meetings.</p>



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No.	Existing Article	Amended Article
Article 74 (Article 73 as amended)	<p>The chairman of shareholder's meeting can require the following personnel exiting from the venue: .....</p> <p>If the abovementioned persons disobey the order of exit, the chairman of the meeting shall adopt necessary measures to procure them to exit from the venue.</p>	<p>The <del>chairman</del><u>presiding person</u> of <del>shareholder's general</del> meeting can require the following personnel exiting from the venue: .....</p> <p>If the abovementioned persons disobey the order of exit, the <del>chairman</del><u>presiding person</u> of the meeting shall adopt necessary measures to procure them to exit from the venue.</p>
Article 75 (Article 74 as amended)	<p>When proposals are considered, only shareholders or their proxies shall have the right of speech. The speaking shareholders shall firstly raise their hands to give indication and make a speech on their seat or at the place designated for giving speech upon approval of the chairman.</p> <p>When several shareholders raise hands for giving speech, the chairman shall assign the speaker.</p> <p>The chairman shall specify the time and frequency of speech made by each shareholder according to specific situations. The speech of shareholder shall not be interrupted within the specified time period for speech so that the shareholders can enjoy sufficient right of speech.</p> <p>If any shareholder's speech violates the provisions of the previous three (3) paragraphs, the chairman of the meeting can reject or stop the speech.</p> <p>The attending directors, supervisors, presidents and other senior management as well as those approved by the chairman of the meeting can deliver a speech.</p>	<p>When proposals are considered, only shareholders or their proxies shall have the right of speech. The speaking shareholders shall firstly raise their hands to give indication and make a speech on their seat or at the place designated for giving speech upon approval of the <del>chairman</del><u>presiding person</u>.</p> <p>When several shareholders raise hands for giving speech, the <del>chairman</del><u>presiding person</u> shall assign the speaker.</p> <p>The <del>chairman</del><u>presiding person</u> shall specify the time and frequency of speech made by each shareholder according to specific situations. The speech of shareholder shall not be interrupted within the specified time period for speech so that the shareholders can enjoy sufficient right of speech.</p> <p>If any shareholder's speech violates the provisions of the previous three (3) paragraphs, the chairman of the meeting can reject or stop the speech.</p> <p>The attending directors, <del>supervisors</del>, presidents and other senior management as well as those approved by the <del>chairman</del><u>presiding person</u> of the meeting can deliver a speech.</p>
Article 78 (Article 77 as amended)	<p>There shall be minutes of meeting for shareholder's meetings, which shall be taken charge of by the secretary to the board of directors. The minutes of meeting shall record the following contents: .....</p> <p>(II) the name of the chairman of meeting and the directors, supervisors, secretary to the board, presidents and other senior management who attend the meeting as voting or non-voting participants; .....</p>	<p>There shall be minutes of meeting for <del>shareholder's general</del> meetings, which shall be taken charge of by the secretary to the board of directors. The minutes of meeting shall record the following contents: .....</p> <p>(II) the name of the <del>chairman</del><u>presiding person</u> of meeting and the directors, <del>supervisors</del>, secretary to the board, presidents and other senior management who attend the meeting as voting or non-voting participants; .....</p>



## APPENDIX II

## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
Article 79 (Article 78 as amended)	The convener shall guarantee the authenticity, accuracy and completeness of minutes of meeting. Minutes of meeting shall be signed by the directors, supervisors, secretary to the board, convener or their representatives attending the meeting and the chairman of meeting, and shall be kept together with the attendance register of shareholders attending the meeting and the instruments of appointment of proxies present thereat, as well as the valid information of voting online or by other means, for a term of ten (10) years.	The convener shall guarantee the authenticity, accuracy and completeness of minutes of meeting. Minutes of meeting shall be signed by the directors, <del>supervisors</del> , secretary to the board, convener or their representatives attending the meeting, <b>with or without voting rights</b> , and the <del>chairman</del> <b>presiding person</b> of meeting, and shall be kept together with the attendance register of shareholders attending the meeting and the instruments of appointment of proxies present thereat, as well as the valid information of voting online or by other means, for a term of ten (10) years.
Article 80 (Article 79 as amended)	The chairman of a shareholder's meeting shall have the right to announce the adjournment of the meeting for the time being according to the progress and time arrangement of the meeting. The chairman of shareholder's meeting may also announce the adjournment of the meeting when he thinks necessary.	The <del>chairman</del> <b>presiding person</b> of a <del>shareholder's</del> <b>general</b> meeting shall have the right to announce the adjournment of the meeting for the time being according to the progress and time arrangement of the meeting. The <del>chairman</del> <b>presiding person</b> of <del>shareholder's</del> <b>general</b> meeting may also announce the adjournment of the meeting when he thinks necessary.
Article 81 (Article 80 as amended)	After the chairman announces the voting results of all proposals at the shareholder's meeting and shareholders do not raise any objection, the chairman shall announce the closing of the meeting.	After the <del>chairman</del> <b>presiding person</b> announces the voting results of all proposals at the <del>shareholder's</del> <b>general</b> meeting and shareholders do not raise any objection, the <del>chairman</del> <b>presiding person</b> shall announce the closing of the meeting.
Article 83 (Article 82 as amended)	If the proposals of meeting are not passed, or the resolutions at the former shareholder's meeting are changed by this shareholder's meeting, the board of directors shall make special reminders in the resolutions of this shareholder's meeting.	If the proposals of meeting are not passed, or the resolutions at the former <del>shareholder's</del> <b>general</b> meeting are changed by this <del>shareholder's</del> <b>general</b> meeting, the board of directors shall make special reminders in the <b>announcement on</b> resolutions of this <del>shareholder's</del> <b>general</b> meeting.
Article 84 (Article 83 as amended)	The resolutions formed by the shareholder's meeting shall be implemented by the board of directors, and submitted to the president of the Company who shall organize relevant personnel to implement and undertake specifically according to the contents of resolutions. The matters to be handled by the board of supervisors as required by the resolutions of shareholder's meeting shall be organized and implemented directly by the board of supervisors.	The resolutions formed by the <del>shareholder's</del> <b>general</b> meeting shall be implemented by the board of directors, and submitted to the president of the Company who shall organize relevant personnel to implement and undertake specifically according to the contents of resolutions. <del>The matters to be handled by the board of supervisors as required by the resolutions of shareholder's meeting shall be organized and implemented directly by the board of supervisors.</del>

## APPENDIX II

## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
Article 85 (Article 84 as amended)	If the proposal with respect to the election of directors or supervisors is approved at the shareholder's meeting, the term of office of a new director or supervisor shall commence in accordance with the provisions of the Articles of Association.	If the proposal with respect to the election of directors <del>or supervisors</del> is approved at the <del>shareholder's</del> <u>general</u> meeting, the term of office of a new director <del>or supervisor</del> shall commence in accordance with the provisions of the Articles of Association.
(Newly added) Article 86	Newly added	<b><u>In the event that the Company repurchases ordinary shares for the purpose of reducing its registered capital in order to issue preferred shares to unspecified persons, and in the event that the Company repurchases ordinary shares from specified shareholders of the Company by issuing preferred shares to specified persons as a means of payment, the resolution of the general meeting on the repurchase of the ordinary shares shall be passed by at least two-thirds of the voting rights held by shareholders present at the meeting.</u></b> <b><u>The Company shall announce the resolution to repurchase the ordinary shares on the day following the date on which the resolution is made at the general meeting.</u></b>
Articles 94	Resolutions at a class meeting shall be passed by shareholders present at the class meeting representing two-thirds or more of the shares with voting rights according to Article 92.	Resolutions at a class meeting shall be passed by shareholders present at the class meeting representing two-thirds or more of the shares with voting rights according to Article 92.

## APPENDIX II

## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS

No.	Existing Article	Amended Article
Article 97	<p>.....</p> <p>The special procedures for voting by class shareholders shall not apply to the following circumstances:</p> <p>(I) where the Company issues, upon approval by way of a special resolution at a shareholder's meeting, either separately or concurrently once every twelve (12) months, domestic shares and overseas listed foreign shares, to the extent that the number of the shares to be issued does not exceed 20% of the outstanding shares of their respective class;</p> <p>(II) where the Company's plan to issue domestic shares and overseas listed foreign shares upon its incorporation is completed within fifteen (15) months from the date of approval by the competent securities authorities of the State Council;</p> <p>(III) where all or part of the domestic shares of the Company are transferred by their holders to overseas investors and are subsequently listed and traded on overseas stock exchanges; or all or part of the domestic shares are converted into foreign invested shares listed overseas and are listed and traded on overseas stock exchanges, in each case, with the approval by the competent securities authorities of the State Council.</p>	<p>.....</p> <p>The special procedures for voting by class shareholders shall not apply to the following circumstances:</p> <p>(I) where the Company issues, upon approval by way of a special resolution at a <del>shareholder's</del><b>general</b> meeting, either separately or concurrently once every twelve (12) months, domestic shares and overseas listed foreign shares, to the extent that the number of the shares to be issued does not exceed 20% of the outstanding shares of their respective class;</p> <p>(II) where the Company's plan to issue domestic shares and overseas listed foreign shares upon its incorporation is completed within fifteen (15) months from the date of approval by the <del>competent securities authorities of the State Council</del><b>CSRC</b>;</p> <p>(III) where all or part of the domestic shares of the Company are transferred by their holders to overseas investors and are subsequently listed and traded on overseas stock exchanges; or all or part of the domestic shares are converted into foreign invested shares listed overseas and are listed and traded on overseas stock exchanges, in each case, with the approval by the <del>competent securities authorities of the State Council</del><b>CSRC</b>.</p>

After the Rules of Procedure of General Meetings have been amended with some deleted articles, the numbering of the Articles will be sequentially adjusted. If there are cross-references between articles in the Rules of Procedure of General Meetings, corresponding changes will be made. The term “shareholder’s meeting” in these rules will be globally changed to “general meeting”, while articles with no other substantive amendments are not presented in the table above. Apart from the aforementioned amendments, the content of other articles in the Rules of Procedure of General Meetings remains unchanged.

## APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

### I. Amendments made at the Twelfth Meeting of the Fifth Session of the Board of Directors

No.	Existing Article	Amended Article
Article 17	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) to convene shareholder's meetings and report its work to such meetings;</p> <p>(2) to implement the resolutions passed by a shareholder's meeting;</p> <p>(3) to formulate the Company's development strategies and plans;</p> <p>(4) to formulate the Company's business policies and investment plans;</p> <p>(5) to determine Company's business plans and investment schemes;</p> <p>(6) to formulate the Company's annual budget and financial accounting plans;</p> <p>(7) to formulate the Company's profit distribution and loss recovery plans;</p> <p>(8) to formulate the plan for the increase or decrease of the registered capital of the Company;</p> <p>(9) to formulate the plan for the issuance and listing of bond or other securities of the Company;</p> <p>(10) to determine the capital expenditures of the Company that exceed RMB300,000 or more of the annual budget and are less than 5% of its net assets;</p> <p>(11) to determine, within the authority of the board of directors, the expenses and non-operating expenditures that exceed RMB100,000 or more of the annual budget of the Company;</p> <p>(12) to determine any matters relating to donations within the authority of the board of directors;</p>	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) to convene shareholder's meetings and report its work to such meetings;</p> <p>(2) to implement the resolutions passed by a shareholder's meeting;</p> <p>(3) to formulate the Company's development strategies and plans;</p> <p>(4) to formulate the Company's business policies and investment plans;</p> <p>(5) to determine Company's business plans and investment schemes;</p> <p>(6) to formulate the Company's annual budget and financial accounting plans;</p> <p>(7) to formulate the Company's profit distribution and loss recovery plans;</p> <p>(8) to formulate the plan for the increase or decrease of the registered capital of the Company;</p> <p>(9) to formulate the plan for the issuance and listing of bond or other securities of the Company;</p> <p>(10) to determine the capital expenditures of the Company that exceed RMB300,000 or more of the annual budget and are less than 5% of its net assets;</p> <p>(11) to determine, within the authority of the board of directors, the expenses and non-operating expenditures that exceed RMB100,000 or more of the annual budget of the Company;</p> <p>(12) to determine any matters relating to donations within the authority of the board of directors;</p>

## APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

No.	Existing Article	Amended Article
	<p>(13) to determine the loss, retirement, written-off of assets and the provision for asset impairment or loss of asset not exceeding 1% of the net asset of the Company;</p> <p>(14) to consider matters relating to the acquisition or disposal of material assets or the guarantees with an amount of not exceeding 30% of the total assets of the Company within one (1) year;</p> <p>(15) to formulate the plan for the merger, demerger, dissolution or changing the form of the Company;</p> <p>(16) to determine the establishment of internal management organizations of the Company, and determine the establishment or cancellation of the Company' branches;</p> <p>(17) to elect the chairman and vice chairmen of the board of directors, appoint or dismiss the presidents of the Company and determine their remuneration;</p> <p>(18) to appoint or dismiss the secretary to the board of directors, appoint or dismiss the chairmen of special committees under the board of directors, and determine their remuneration;</p> <p>(19) to appoint or dismiss the vice presidents, chief accountant and chief engineer of the Company based on the nomination made by the president, and determine their remuneration, rewards and punishments;</p> <p>(20) to formulate the Company's basic management system;</p> <p>(21) to formulate the plan for the amendment to the Articles of Association;</p> <p>(22) to formulate the Company's share incentive plans;</p> <p>(23) to determine the establishment of the special committees under the board of directors;</p> <p>(24) to manage the information disclosure of the Company;</p>	<p><del>(13) to determine the loss, retirement, written-off of assets and the provision for asset impairment or loss of asset not exceeding 1% of the net asset of the Company;</del></p> <p><del>(14) to consider matters relating to the acquisition or disposal of material assets or the guarantees with an amount of not exceeding 30% of the total assets of the Company within one (1) year;</del></p> <p>(15<del>3</del>) to formulate the plan for the merger, demerger, dissolution or changing the form of the Company;</p> <p>(16<del>4</del>) to determine the establishment of internal management organizations of the Company, and determine the establishment or cancellation of the Company' branches;</p> <p>(17<del>5</del>) to elect the chairman and vice chairmen of the board of directors, appoint or dismiss the presidents of the Company and determine their remuneration;</p> <p>(18<del>6</del>) to appoint or dismiss the secretary to the board of directors, appoint or dismiss the chairmen of special committees under the board of directors, and determine their remuneration;</p> <p>(19<del>7</del>) to appoint or dismiss the vice presidents, chief accountant and chief engineer of the Company based on the nomination made by the president, and determine their remuneration, rewards and punishments;</p> <p><del>(20<del>1</del>18)</del> to formulate the Company's basic management system;</p> <p>(21<del>19</del>) to formulate the plan for the amendment to the Articles of Association;</p> <p><del>(22<del>0</del>)</del> to formulate the Company's share incentive plans;</p> <p>(23<del>1</del>) to determine the establishment of the special committees under the board of directors;</p> <p>(24<del>2</del>) to manage the information disclosure of the Company;</p>

**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

No.	Existing Article	Amended Article
	<p>(25) to propose to the shareholder's meeting for the engagement or removal of an accounting firm that conducts audits for the Company;</p> <p>(26) to receive regular or ad hoc working reports from the president of the Company or the senior management of the Company entrusted by the president, and approve the working reports of the president;</p> <p>(27) to approve the Company's external guarantees that shall not be considered by the shareholder's meeting as required by the listing rules of the place where the shares of the Company are listed and the Articles of Association;</p> <p>(28) to consider any notifiable transactions discloseable transactions and connected/related party transactions that meet the standards for disclosure specified by the Hong Kong Listing Rules of the place where the shares of the Company are listed;</p> <p>(29) within the scope of authorization of the shareholder's meeting, to decide matters such as the Company's external investment, acquisition and sale of assets, assets mortgage, entrusted wealth management and connected transactions;</p> <p>(30) any other functions and powers stipulated by laws, administrative regulations, departmental rules and the listing rules of the place where the shares of the Company are listed, and granted by the shareholder's meeting and the Articles of Association.</p>	<p>(<del>25</del><b>3</b>) to propose to the shareholder's meeting for the engagement or removal of an accounting firm that conducts audits for the Company;</p> <p>(<del>26</del><b>4</b>) to receive regular or ad hoc working reports from the president of the Company or the senior management of the Company entrusted by the president, and approve the working reports of the president;</p> <p>(<del>27</del><b>5</b>) to approve the Company's external guarantees that shall not be considered by the shareholder's meeting as required by the listing rules of the place where the shares of the Company are listed and the Articles of Association;</p> <p>(<del>28</del><b>6</b>) to consider any notifiable transactions discloseable transactions and connected/related party transactions that meet the standards for disclosure specified by the Hong Kong Listing Rules of the place where the shares of the Company are listed;</p> <p>(<del>29</del><b>7</b>) within the scope of authorization of the shareholder's meeting, to decide matters such as the Company's external investment, acquisition and sale of assets, assets mortgage, entrusted wealth management and connected transactions;</p> <p>(<del>30</del><b>28</b>) any other functions and powers stipulated by laws, administrative regulations, departmental rules and the listing rules of the place where the shares of the Company are listed, and granted by the shareholder's meeting and the Articles of Association.</p>

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**APPENDIX III    COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

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No.	Existing Article	Amended Article
	<p>When the board of directors makes a resolution on the aforesaid matters, save for the resolutions on matters in items (8), (9), (15) and (21) which must be approved by a vote of two-thirds or more of all directors, the resolution on other matters shall be approved by a vote of the majority of all directors; Item (27) of the preceding paragraph must be considered, agreed and resolved by more than two-thirds of the directors present at the Board meeting and passed by more than half of all directors of the Company.</p> <p>The board of directors shall determine the permissions for external investments, acquisition and sale of assets, pledge of assets, external guarantees, entrustment of finance, connected transactions, and donations by establishing strict procedures for review and decision-making. Major investment projects shall be evaluated by relevant experts and professionals and reported to the shareholder's meeting for approval.</p>	<p>When the board of directors makes a resolution on the aforesaid matters, save for the resolutions on matters in items (8), (9), (<del>15</del><b>3</b>) and (<del>21</del><b>19</b>) which must be approved by a vote of two-thirds or more of all directors, the resolution on other matters shall be approved by a vote of the majority of all directors. Item (<del>27</del><b>5</b>) of the preceding paragraph must be considered, agreed and resolved by more than two-thirds of the directors present at the Board meeting and passed by more than half of all directors of the Company.</p> <p>The board of directors shall determine the permissions for external investments, acquisition and sale of assets, pledge of assets, external guarantees, entrustment of finance, connected transactions, and donations by establishing strict procedures for review and decision-making. Major investment projects shall be evaluated by relevant experts and professionals and reported to the shareholder's meeting for approval.</p>



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**APPENDIX III    COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

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**II. Amendments made at the Thirty-third Extraordinary Meeting of the Fifth Session of the Board of Directors**

No.	Existing Article	Amended Article
Article 3	The board of directors shall consist of nine (9) directors, of which three (3) shall be independent directors. The board of directors shall have one (1) chairman and two (2) vice chairmen.	The board of directors shall consist of <del>nine</del> <b>eleven</b> (9 <b>11</b> ) directors, of which <del>three</del> <b>four</b> (3 <b>4</b> ) shall be independent directors. The board of directors shall have one (1) chairman and two (2) vice chairmen.
Article 6	Non-employee representative directors of the board of directors shall be nominated by the previous session of the board of directors or the board of supervisors or nominated by shareholders holding 3% or more of the total voting shares of the Company and shall be elected at a shareholder's meeting of the Company. Employee representative directors shall be elected and removed by employees of the Company democratically.	Non-employee representative directors of the board of directors shall be nominated by the previous session of the board of directors <del>or the board of supervisors or</del> nominated by shareholders holding <del>3</del> <b>1</b> % or more of the total voting shares of the Company and shall be elected at a <del>shareholders'</del> <b>general</b> meeting of the Company. Employee representative directors shall be elected and removed by employees of the Company democratically.
Article 7	A director may concurrently serve as the president or other senior management member of the Company, but the number of directors concurrently serving as the president or other senior management members and directors who are also employee representatives shall not exceed one-half of the total number of directors of the Company.	A director may concurrently serve as <del>the</del> <b>a</b> <del>president or other</del> senior management member of the Company, but the number of directors concurrently serving as <del>the</del> <b>a</b> <del>president or other</del> senior management members and directors who are also employee representatives shall not exceed one-half of the total number of directors of the Company.



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**APPENDIX III    COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

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No.	Existing Article	Amended Article
Article 10	<p>A person may not hold the position of director in any of the following circumstances:</p> <p>(1) a person who has no civil capacity or has restricted civil capacity;</p> <p>(2) a person who committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and was penalized due to the above offences, where less than five (5) years have elapsed since the date of the completion of implementation of the penalty, or who committed crimes and was deprived of his/her political rights due to such crimes, where less than five (5) years have elapsed since the date of the completion of the implementation of such deprivation;</p> <p>(3) a person who was a director or the factory chief or manager of a company or enterprise that became insolvent and was liquidated as a result of mismanagement and was personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;</p> <p>(4) a person who was the legal representative of a company or enterprise that had its business license revoked due to a violation of laws and was personally liable therefor, where less than three (3) years have elapsed since the date of the revocation of the business license;</p> <p>(5) a person who has failed to pay a relatively large debt when due and outstanding;</p>	<p>A person may not hold the position of director in any of the following circumstances:</p> <p>(1) a person who has no civil capacity or has restricted civil capacity;</p> <p>(2) a person who committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and was penalized due to the above offences, <del>where less than five (5) years have elapsed since the date of the completion of implementation of the penalty,</del> or who committed crimes and was deprived of his/her political rights due to such crimes, where less than five (5) years have elapsed since the date of the completion of the implementation of such deprivation, <b><u>or having been granted probation, with less than 2 years having elapsed since the completion date of the probation period;</u></b></p> <p>(3) a person who was a director or the factory chief or manager of a company or enterprise that became insolvent and was liquidated <del>as a result of mismanagement</del> and was personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;</p> <p>(4) a person who was the legal representative of a company or enterprise that had its business license revoked <b><u>and has been ordered to close</u></b> due to a violation of laws and was personally liable therefor, where less than three (3) years have elapsed since the date of the revocation of the business license <b><u>or the order to close;</u></b></p>

**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

No.	Existing Article	Amended Article
	<p>(6) a person who was punished by the securities regulatory authority of the State Council for prohibition from entering into the securities market, where the period of such prohibition has not expired;</p> <p>(7) any other circumstances specified by laws, administrative regulations or the listing rules of the place where the shares of the Company are listed.</p> <p>When a director is elected or appointed in violation of this article, such election, appointment or employment shall be invalid. The Company shall dismiss the director if he/she has the circumstances described in this articles during his/her term of office.</p>	<p>(5) a person who <b><u>was classified as a dishonest person by the People's Court has failed as a result of failure</u></b> to pay a relatively large debt when due and outstanding;</p> <p>(6) a person who was <del>punished</del><b><u>imposed</u></b> by the securities regulatory authority of the State Council <b><u>CSRC with any measure of</u></b> for prohibition from entering into the securities market, where the period of such prohibition has not expired;</p> <p><b><u>(7) a person who has been publicly determined by a stock exchange to be unfit to serve as a director, senior management, or other positions of a listed company, and the period of such determination has not expired;</u></b></p> <p>(78) any other circumstances specified by laws, administrative regulations or the listing rules of the place where the shares of the Company are listed.</p> <p>When a director is elected or appointed in violation of this article, such election, appointment or employment shall be invalid. The Company shall dismiss the director <b><u>and terminate his/her performance of duties</u></b> if he/she has the circumstances described in this articles during his/her term of office.</p>
Article 12	<p>The vice chairman of the Company shall assist the chairman in his/her work. When the chairman is unable to or does not perform his/her duties, such duties shall be performed by the vice chairman (if the Company has two or more vice chairmen, then such duties shall be performed by the vice chairman jointly elected by the majority of directors). If the vice chairman is unable to or does not perform his/her duties, such duties shall be performed by a director jointly elected by the majority of directors.</p>	<p>The vice chairman of the Company shall assist the chairman in his/her work. When the chairman is unable to or does not perform his/her duties, such duties shall be performed by the vice chairman (if the Company has two or more vice chairmen, then such duties shall be performed by the vice chairman jointly elected by the <del>majority</del><b><u>more than half</u></b> of directors). If the vice chairman is unable to or does not perform his/her duties, such duties shall be performed by a director jointly elected by <del>the majority</del><b><u>more than half</u></b> of directors.</p>

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**APPENDIX III    COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

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No.	Existing Article	Amended Article
Article 14	<p>The main duties of the secretary to the board of directors are: .....</p> <p>(4) to arrange for general meetings and meetings of the board of directors in accordance with statutory procedures, prepare and submit the documents and information in relation to such meetings; .....</p> <p>(6) to be in charge of the confidentiality work in relation to the information disclosure of the Company, devise confidentiality measures to procure directors, supervisors, presidents and other senior management, as well as the personnel with relevant knowledge, to keep information confidential before the information disclosure and to take remedial measures in a timely manner when inside information is leaked, and report the same to stock exchanges;</p> <p>(7) to be responsible for the custody of the register of members, register of directors, information relating to the shareholdings of the Company held by substantial shareholders, directors, supervisors, presidents and other senior management, and documents and minutes of shareholder's meetings and meetings of the board of directors and its committees of the Company, etc., to ensure that the Company has a complete set of constitution documents and records, and that any person who is entitled to such records and documents receives the same in a timely manner;</p>	<p>The main duties of the secretary to the board of directors are: .....</p> <p>(4) to arrange for general meetings and meetings of the board of directors in accordance with statutory procedures, prepare and submit the documents and information in relation to such meetings; .....</p> <p>(6) to be in charge of the confidentiality work in relation to the information disclosure of the Company, devise confidentiality measures to procure directors, <del>supervisors</del>, presidents and other senior management, as well as the personnel with relevant knowledge, to keep information confidential before the information disclosure and to take remedial measures in a timely manner when inside information is leaked, and report the same to stock exchanges;</p> <p>(7) to be responsible for the custody of the register of members, register of directors, information relating to the shareholdings of the Company held by substantial shareholders, directors, <del>supervisors</del>, presidents and other senior management, and documents and minutes of <del>shareholder's</del> <b>general</b> meetings and meetings of the board of directors and its committees of the Company, etc., to ensure that the Company has a complete set of constitution documents and records, and that any person who is entitled to such records and documents receives the same in a timely manner;</p>

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**APPENDIX III    COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

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No.	Existing Article	Amended Article
	<p>(8) to assist directors, supervisors, presidents and other senior management in understanding any laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and other requirements in relation to information disclosure, the Articles of Association, as well as the provisions of the listing agreement with respect to their legal liabilities;</p> <p>(9) to procure the board of directors to exercise its function and powers according to law; when the proposed resolution of the board of directors violates laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and other requirements or the Articles of Association, the secretary shall remind the directors attending the board meeting and ask the supervisors attending the meeting as non-voting members to give their opinions in this regard; if the board of directors insists on making such resolutions, the secretary to the board of directors shall record the opinions of the relevant supervisors and his/her opinions in the minutes and report the same to stock exchanges;</p> <p style="text-align: center;">.....</p>	<p>(8) to assist directors, <del>supervisors</del>, presidents and other senior management in understanding any laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and other requirements in relation to information disclosure, the Articles of Association, as well as the provisions of the listing agreement with respect to their legal liabilities;</p> <p>(9) to procure the board of directors to exercise its function and powers according to law; when the proposed resolution of the board of directors violates laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and other requirements or the Articles of Association, the secretary shall remind the directors attending the board meeting <del>and ask the supervisors attending the meeting as non-voting members to give their opinions in this regard</del>; if the board of directors insists on making such resolutions, the secretary to the board of directors shall record the opinions of the relevant <del>supervisors and his/her</del> <u>opinions of the board of directors and directors</u> in the minutes and report the same to stock exchanges;</p> <p style="text-align: center;">.....</p>

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**APPENDIX III    COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

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No.	Existing Article	Amended Article
Article 17	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) to convene shareholder's meetings and report its work to such meetings;</p> <p>(2) to implement the resolutions passed by a shareholder's meeting;</p> <p>(3) to formulate the Company's development strategies and plans;</p> <p>(4) to formulate the Company's business policies and investment plans;</p> <p>(5) to determine Company's business plans and investment schemes;</p> <p>(6) to formulate the Company's annual budget and financial accounting plans;</p> <p>(7) to formulate the Company's profit distribution and loss recovery plans;</p> <p>(8) to formulate the plan for the increase or decrease of the registered capital of the Company;</p> <p>(9) to formulate the plan for the issuance and listing of bond or other securities of the Company;</p> <p>(10) to determine the capital expenditure of the Company that exceed RMB300,000 or more of the annual budget and are less than 5% of its net assets;</p>	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) to convene <del>shareholder's</del> <b><u>general</u></b> meetings and report its work to such meetings;</p> <p>(2) to implement the resolutions passed by a <del>shareholder's</del> <b><u>general</u></b> meeting;</p> <p>(3) to formulate the Company's development strategies and plans;</p> <p><del>(4) to formulate the Company's business policies and investment plans;</del></p> <p><del>(54)</del>to determine Company's business plans and investment schemes;</p> <p><del>(65)</del> to <del>formulated</del><b><u>determine</u></b> the Company's annual budget and financial accounting plans;</p> <p><del>(76)</del> to formulate the Company's profit distribution and loss recovery plans;</p> <p><del>(87)</del> to formulate the plan for the increase or decrease of the registered capital of the Company <b><u>and to formulate the plan for the issuance and listing of bonds or other securities of the Company;</u></b></p> <p><del>(9) to formulate the plan for the issuance and listing of bond or other securities of the Company;</del></p> <p><del>(108)</del> to determine the capital expenditure of the Company that exceed RMB300,000 or more of the annual budget and are less than 5% of its net assets;</p>

## APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

No.	Existing Article	Amended Article
	<p>(11) to determine, within the authority of the board of directors, the expenses and non-operating expenditure that exceed RMB100,000 or more of the annual budget of the Company;</p> <p>(12) to determine any matters relating to donations within the authority of the board of directors;</p> <p>(13) to formulate the plan for the merger, demerger, dissolution or changing the form of the Company;</p> <p>(14) to determine the establishment of internal management organizations of the Company, and determine the establishment or cancellation of the Company' branches;</p> <p>(15) to elect the chairman and vice chairmen of the board of directors, appoint or dismiss the presidents of the Company and determine their remuneration;</p> <p>(16) to appoint or dismiss the secretary to the board of directors, appoint or dismiss the chairmen of special committees under the board of directors, and determine their remuneration;</p> <p>(17) to appoint or dismiss the vice presidents, chief accountant and chief engineer of the Company based on the nomination made by the president, and determine their remuneration, rewards and punishments;</p> <p>(18) to formulate the Company's basic management system;</p> <p>(19) to formulate the plan for the amendment to the Articles of Association;</p> <p>(20) to formulate the Company's share incentive plans;</p> <p>(21) to determine the establishment of the special committees under the board of directors;</p>	<p>(<del>11</del><b>9</b>) to determine, within the authority of the board of directors, the expenses and non-operating expenditure that exceed RMB100,000 or more of the annual budget of the Company;</p> <p>(<del>12</del><b>10</b>) to determine any matters relating to donations within the authority of the board of directors;</p> <p>(<del>13</del><b>11</b>) to <del>formulate</del><b>prepare</b> the plan for <b><u>major acquisition, acquisition of the Company's shares or</u></b> merger, demerger, dissolution <del>or</del><b>and</b> changing the form of the Company;</p> <p>(<del>14</del><b>12</b>) to determine the establishment of internal management organizations of the Company, and determine the establishment or cancellation of the Company' branches;</p> <p>(<del>15</del><b>13</b>) to elect the chairman and vice chairmen of the board of directors, appoint or dismiss the presidents of the Company and <del>determine their remuneration,</del> <b><u>the secretary to the board of directors and other senior management, and determine their remuneration, rewards and punishments; based on the nomination of the president, appoint or dismiss the Company's vice president, chief accountant and chief engineer, and determine their remuneration, rewards and punishments;</u></b></p> <p><del>(16) to appoint or dismiss the secretary to the board of directors, appoint or dismiss the chairmen of special committees under the board of directors, and determine their remuneration;</del></p> <p><del>(17) to appoint or dismiss the vice presidents, chief accountant and chief engineer of the Company based on the nomination made by the president, and determine their remuneration, rewards and punishments;</del></p>



**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

No.	Existing Article	Amended Article
	<p>(22) to manage the information disclosure of the Company;</p> <p>(23) to propose to the shareholder's meeting for the engagement or removal of an accounting firm that conducts audits for the Company;</p> <p>(24) to receive regular or irregular working reports from the president of the Company or the senior management of the Company entrusted by the president, and approve the working reports of the president;</p> <p>(25) to approve the Company's external guarantees that shall not be considered by the shareholder's meeting as required by the listing rules of the place where the shares of the Company are listed and the Articles of Association;</p> <p>(26) to consider any notifiable transactions discloseable transactions and connected/related party transactions that meet the standards for disclosure specified by the Hong Kong Listing Rules of the place where the shares of the Company are listed;</p> <p>(27) within the scope of authorization of the shareholder's meeting, to decide matters such as the Company's external investment, acquisition and sale of assets, assets mortgage, entrusted wealth management and connected transactions;</p> <p>(28) any other functions and powers stipulated by laws, administrative regulations, departmental rules and the listing rules of the place where the shares of the Company are listed, and granted by the shareholder's meeting and the Articles of Association.</p>	<p>(<del>18</del><b>14</b>) to formulate the Company's basic management system;</p> <p>(<del>19</del><b>15</b>) to formulate the plan for the amendment to the Articles of Association;</p> <p>(<del>20</del><b>16</b>) to formulate the Company's share incentive plans;</p> <p>(<del>21</del><b>17</b>) to determine the establishment of the special committees under the board of directors;</p> <p>(<del>22</del><b>18</b>) to manage the information disclosure of the Company;</p> <p>(<del>23</del><b>19</b>) to propose to the <del>shareholder's</del> <b>general</b> meeting for the engagement or removal of an accounting firm that conducts audits for the Company;</p> <p>(<del>24</del><b>20</b>) to receive regular or irregular working reports from the president of the Company or the senior management of the Company entrusted by the president, and approve the working reports of the president;</p> <p>(<del>25</del><b>21</b>) to approve the Company's external guarantees that shall not be considered by the <del>shareholder's</del> <b>general</b> meeting as required by the listing rules of the place where the shares of the Company are listed and the Articles of Association;</p>

**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

No.	Existing Article	Amended Article
	<p>When the board of directors makes a resolution on the aforesaid matters, save for the resolutions on matters in items (8), (9), (13) and (19) which must be approved by a vote of two-thirds or more of all directors, the resolution on other matters shall be approved by a vote of the majority of all directors. Item (25) of the preceding paragraph must be considered, agreed and resolved by more than two-thirds of the directors present at the Board meeting and passed by more than half of all directors of the Company.</p> <p>The board of directors shall determine the permissions for external investments, acquisition and sale of assets, pledge of assets, external guarantees, entrustment of finance, connected transactions, and donations by establishing strict procedures for review and decision-making. Major investment projects shall be evaluated by relevant experts and professionals and reported to the shareholder's meeting for approval.</p>	<p>(26<del>22</del>) to consider any notifiable transactions discloseable transactions and connected/related party transactions that meet the standards for disclosure specified by the Hong Kong Listing Rules of the place where the shares of the Company are listed;</p> <p>(27<del>23</del>) within the scope of authorization of the <del>shareholder's</del> <b>general</b> meeting, to decide matters such as the Company's external investment, acquisition and sale of assets, assets mortgage, entrusted wealth management and connected transactions;</p> <p>(28<del>24</del>) any other functions and powers stipulated by laws, administrative regulations, departmental rules and the listing rules of the place where the shares of the Company are listed, and granted by the <del>shareholder's</del> <b>general</b> meeting and the Articles of Association.</p> <p>When the board of directors makes a resolution on the aforesaid matters, <del>save for the resolutions on matters in items (8), (9), (13) and (19) which must be approved by a vote of two-thirds or more of all directors, the resolution on other matters shall be approved by a vote of the majority of all directors. Item (25) of the preceding paragraph must be considered, agreed and resolved by more than two-thirds of the directors present at the Board meeting and passed by more than half of all directors of the Company.</del> <b><u>the resolution shall be passed only upon approval by voting of more than half of the directors. For the following cases, approval by voting of more than two-thirds of the directors is required for the passing of resolutions:</u></b></p>



**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

No.	Existing Article	Amended Article
		<p><u>(1) to formulate the plan for the increase or decrease of the registered capital of the Company and to formulate the plan for the issuance and listing of bonds or other securities of the Company;</u></p> <p><u>(2) to formulate the plan for the merger, demerger, dissolution or changing the form of the Company;</u></p> <p><u>(3) to formulate the plan for the amendment to the Articles of Association;</u></p> <p><u>(4) other matters subject to the passing by voting of more than two-thirds of the directors as required by the laws, administrative regulations and China Securities Regulatory Commission, as well as the listing rules of the place where the Company's shares are listed and the Articles of Association.</u></p> <p>The board of directors shall determine the permissions for external investments, acquisition and sale of assets, pledge of assets, external guarantees, entrustment of finance, connected transactions, and donations by establishing strict procedures for review and decision-making. Major investment projects shall be evaluated by relevant experts and professionals and reported to the <del>shareholder's</del> <b>general</b> meeting for approval.</p>
Article 25	<p>All members of the audit committee of the board of directors shall be non-executive directors, and independent non-executive directors shall be the majority of the committee. At least one (1) of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise. The chairman of the audit committee shall be an independent director who is an accounting professional.</p> <p>.....</p>	<p><u><b>The board of directors of the Company shall establish an audit committee to exercise the powers and functions of the board of supervisors as stipulated in the Company Law.</b></u> All members of the audit committee of the board of directors shall be non-executive directors, and independent non-executive directors shall be the majority of the committee. At least one (1) of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise. The chairman of the audit committee shall be an independent director who is an accounting professional.</p> <p>.....</p>

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**APPENDIX III    COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

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No.	Existing Article	Amended Article
Article 31	<p>An extraordinary meeting of the board of directors shall be convened in any of the following circumstances: .....</p> <p>(II) when the board of supervisors proposes; .....</p>	<p>An extraordinary meeting of the board of directors shall be convened in any of the following circumstances: .....</p> <p>(II) when the <del>board of supervisors</del> <b>audit committee</b> proposes; .....</p>
Article 33	<p>The meeting of the board of directors shall be convened and presided over by the chairman. When the chairman is unable to or does not perform his/her duties, the meeting shall be convened and presided over by vice chairman. If the chairman and vice chairman are unable to or do not perform their duties, a director jointly nominated by the majority of directors shall convene and preside over the meeting.</p>	<p>The meeting of the board of directors shall be convened and presided over by the chairman. When the chairman is unable to or does not perform his/her duties, the meeting shall be convened and presided over by vice chairman. If the chairman and vice chairman are unable to or do not perform their duties, a director jointly nominated by <del>the majority</del> <b>more than half</b> of directors shall convene and preside over the meeting.</p>
Article 38	<p>.....</p> <p>Supervisors shall attend meetings of the board of directors as non-voting members; the presidents and the secretary to the board of directors shall also attend meetings of the board of directors as nonvoting members. The chairman of the meeting may, where he/she deems necessary, notify other relevant non-director persons to attend the meeting without voting rights.</p>	<p>.....</p> <p><del>Supervisors shall attend meetings of the board of directors as non-voting members; t</del>The presidents and the secretary to the board of directors shall also attend meetings of the board of directors as nonvoting members. The chairman of the meeting may, where he/she deems necessary, notify other relevant non-director persons to attend the meeting without voting rights.</p>

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**APPENDIX III    COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS**

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No.	Existing Article	Amended Article
Article 49	After voting of the attending directors, the securities affairs representative and relevant staff in the board office shall collect votes cast by the directors in a timely manner, which votes shall be counted by the secretary to the board of directors under supervision of a supervisor or independent director. Where the meeting is held onsite, the chairman of the meeting shall announce the voting result onsite; in other circumstances, the chairman of the meeting shall require the secretary to the board of directors to announce the voting result prior to the working day following the conclusion of the specified period for voting.	After voting of the attending directors, the securities affairs representative and relevant staff in the board office shall collect votes cast by the directors in a timely manner, which votes shall be counted by the secretary to the board of directors under supervision of a <del>supervisor or an</del> independent director. Where the meeting is held onsite, the chairman of the meeting shall announce the voting result onsite; in other circumstances, the chairman of the meeting shall require the secretary to the board of directors to announce the voting result prior to the working day following the conclusion of the specified period for voting.
Article 67	In these Rules, the terms “or more”, “or below” or “within” are inclusive terms, while the terms “exceed”, “less than”, “over” or “before” are exclusive terms.	In these Rules, the terms “or more”, <del>“or below”</del> or “within” are inclusive terms, while the terms “exceed”, “less than”, “over” <del>or</del> , “before” <b>or “more than”</b> are exclusive terms.

If there are cross-references between articles in the Rules of Procedure of the Board of Directors, corresponding changes will be made. The term “shareholder’s meeting” in these rules will be globally changed to “general meeting”, while articles with no other substantive amendments are not presented in the table above. Apart from the aforementioned amendments, the content of other articles in the Rules of Procedure of the Board of Directors remains unchanged.

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## SUPPLEMENTAL NOTICE OF AGM

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**China Suntien Green Energy Corporation Limited\***

**新天綠色能源股份有限公司**

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

**(Stock Code: 00956)**

### SUPPLEMENTAL NOTICE OF AGM

References are made to the circular (the “**AGM Circular**”) and the notice (the “**AGM Notice**”) of China Suntien Green Energy Corporation Limited (the “**Company**”) dated 6 June 2025, which set out the time and venue of the annual general meeting of the Company (the “**AGM**”) and contain the resolutions to be proposed at the meeting for Shareholders’ consideration.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held by the Company as originally scheduled at 9:30 a.m. on Friday, 27 June 2025 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. In addition to the resolutions set out in the AGM Notice, the following supplemental resolutions will also be considered and, if thought fit, approved at the AGM:

#### AS SUPPLEMENTAL SPECIAL RESOLUTIONS

9. Resolution on the amendments to the Articles of Association of the Company
10. Resolution on the amendments to the Rules of Procedure of General Meetings of the Company
11. Resolution on the amendments to the Rules of Procedure of the Board of Directors of the Company

By order of the Board

**China Suntien Green Energy Corporation Limited**

**Tan Jian Xin**

*Executive Director/President*

Shijiazhuang City, Hebei Province, the PRC, 12 June 2025

\* For identification purposes only

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## SUPPLEMENTAL NOTICE OF AGM

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*Notes:*

1. Except for the above supplemental resolutions, other matters of the AGM remain unchanged. For details of other resolutions proposed at the AGM for approval, qualifications for attending the AGM, registration procedures, closure of register of member arrangements and other matters, please refer to the AGM Circular and the AGM Notice of the Company.
2. The Second Proxy Form for use at the AGM (the “**Second Proxy Form**”) is enclosed with this supplemental notice. Holders of H Shares should return the Second Proxy Form together with the power of attorney or other authority to Computershare Hong Kong Investor Services Limited (located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time fixed for holding the AGM (i.e. on or before 09:30 a.m. on Thursday, 26 June 2025 in respect of the AGM) or any adjourned meeting thereof.
3. Shareholders who intend to appoint proxies to attend the AGM but have not returned the proxy form dispatched together with the AGM Circular and the AGM Notice (the “**First Proxy Form**”) on 6 June 2025 shall only return the Second Proxy Form while do not need to return the First Proxy Form.
4. Shareholders who have returned the First Proxy Form shall note that:
  - (a) if the Shareholders fail to return the Second Proxy Form 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof, the First Proxy Form duly completed and returned by the Shareholders will be deemed as a valid proxy form. In addition to those resolutions contained in the AGM Notice and the First Proxy Form, the proxy appointed by the Shareholder shall also be entitled to vote at its/his/her discretion or abstain from voting on any resolutions duly proposed at the AGM, including the supplemental resolutions set out in this supplemental notice.
  - (b) if the Second Proxy Form has been returned 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof, the First Proxy Form previously returned by the Shareholder shall be revoked and superseded by the Second Proxy Form. The duly completed Second Proxy Form will be deemed as a valid proxy form.

*As at the date of this supplemental notice, the non-executive Directors of the Company are Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang, Mr. Wang Tao and Ms. Zhang Xu Lei; the executive Director of the Company is Mr. Tan Jian Xin; and the independent non-executive Directors of the Company are Mr. Guo Ying Jun, Mr. Chan Yik Pun and Dr. Lin Tao.*