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If you have sold or transferred all your shares in **Beijing Jingcheng Machinery Electric Company Limited**, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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北京京城機電股份有限公司

Beijing Jingcheng Machinery Electric Company Limited

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

(Stock Code: 0187)

(1) ELECTION OF MR. LI ZHONGBO AS A NON-EXECUTIVE DIRECTOR OF THE ELEVENTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

(2) CONSIDERATION OF THE RESOLUTION IN RELATION TO THE REMUNERATION OF NON-EXECUTIVE DIRECTOR OF THE ELEVENTH SESSION OF THE BOARD OF DIRECTORS AND THE ENTERING INTO OF WRITTEN CONTRACT

(3) RESOLUTION IN RELATION TO PROPOSED AMENDMENTS TO THE "ARTICLES OF ASSOCIATION", "RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS", "RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS" AND THE ABOLISHMENT OF THE SUPERVISORY COMMITTEE

**AND
NOTICE OF EGM**

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

A notice convening the third extraordinary general meeting of 2025 (the "EGM") of the Company to be held at the Conference Room of the Company at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC on Friday, 12 December 2025 at 9:30 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the form of proxy to the office address of the Company at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC, or the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 24 hours before the time designated for the holding of the EGM. The completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment meeting should you so wish.

24 November 2025

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DEFINITION

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

“A Share(s)”	domestic ordinary shares of the Company with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Shanghai Stock Exchange and are traded in RMB (stock code: 600860)
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Beijing Jingcheng Machinery Electric Company Limited (北京京城機電股份有限公司), a joint stock company incorporated in the PRC with limited liability and the shares of which are listed on the main board of the Stock Exchange and the Shanghai Stock Exchange
“controlling shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the third extraordinary general meeting of 2025 to be held by the Company at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC on Friday, 12 December 2025 at 9:30 a.m.
“H Share(s)”	overseas listed foreign share(s) of the Company with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the main board of the Stock Exchange and subscribed for and traded in HK\$ (stock code: 00187)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jingcheng Machinery Electric”	Beijing Jingcheng Machinery Electric Holding Co., Ltd.* (北京京城機電控股有限責任公司), a company incorporated in the PRC and holds 44.88% interest in the Company
“Latest Practicable Date”	21 November 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITION

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the share(s) of the Company, including A Share(s) and H Share(s) unless otherwise specified
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.

LETTER FROM THE BOARD



北 京 京 城 機 電 股 份 有 限 公 司

Beijing Jingcheng Machinery Electric Company Limited

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

(Stock Code: 0187)

Executive Director:

Mr. Zhang Jiheng

Non-executive Directors:

Mr. Wang Kai

Mr. Zhou Yongjun

Mr. Zhao Xihua

Mr. Man Huiyong

Ms. Li Chunzhi

Registered office:

Room 901, No. 59 Mansion
Dongsanhuan Road Central
Chaoyang District
Beijing
The PRC

Independent non-executive Directors:

Ms. Chen Junping

Mr. Zhao Xuguang

Mr. Liu Jingtai

Mr. Luan Dalong

24 November 2025

To the Shareholders

Dear Sir or Madam,

(1) ELECTION OF MR. LI ZHONGBO AS A NON-EXECUTIVE DIRECTOR OF THE ELEVENTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

(2) CONSIDERATION OF THE RESOLUTION IN RELATION TO THE REMUNERATION OF NON-EXECUTIVE DIRECTOR OF THE ELEVENTH

SESSION OF THE BOARD OF DIRECTORS AND THE ENTERING INTO OF WRITTEN CONTRACT

(3) RESOLUTION IN RELATION TO PROPOSED AMENDMENTS TO THE "ARTICLES OF ASSOCIATION", "RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS", "RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS" AND THE ABOLISHMENT OF THE SUPERVISORY COMMITTEE

**AND
NOTICE OF EGM**

LETTER FROM THE BOARD

1. INTRODUCTION

Reference is made to the announcement of the Company dated 24 November 2025 in relation to, among other things, the resignation of the chairman and the nomination of a candidate for non-executive Director.

Reference is also made to the announcement of the Company dated 30 October 2025 in relation to the proposed amendments to the “Articles of Association”, “Rules of Procedure of the General Meeting of Shareholders”, “Rules of Procedure for the Board of Directors” and the abolishment of the Supervisory Committee.

The purpose of this circular is to provide you with the following information and all the information necessary to enable you to make an informed decision on whether to vote for or against (1) the resolution in relation to the election of Mr. Li Zhongbo as a non-executive director of the eleventh session of the board of directors of the Company; (2) the consideration of the resolution in relation to the remuneration of non-executive Director of the eleventh session of the Board and the entering into of written contract; and (3) the resolution in relation to amendments to the “Articles of Association”, “Rules of Procedure of the General Meeting of Shareholders”, “Rules of Procedure for the Board of Directors” and the abolishment of the Supervisory Committee:

- (i) a letter from the Board containing further details of the election of Mr. Li Zhongbo as a non-executive director of the eleventh session of the Board of the Company, the remuneration of non-executive Director and the entering into of written contract, and proposed amendments to the “Articles of Association”, “Rules of Procedure for the General Meeting of Shareholders”, “Rules of Procedure for the Board of Directors” and the abolishment of the Supervisory Committee;
- (ii) a notice of convening the EGM at which (i) ordinary resolutions will be proposed to consider and, if thought fit, approve, among other things, (1) the election of Mr. Li Zhongbo as a non-executive director of the eleventh session of the board of directors of the Company; (2) the remuneration of non-executive Director of the eleventh session of the Board and the entering into of written contract; and (ii) a special resolution will be proposed to consider and, if thought fit, approve, among other things, the proposed amendments to the “Articles of Association”, “Rules of Procedure for the General Meeting of Shareholders”, “Rules of Procedure for the Board of Directors” and the abolishment of the Supervisory Committee; and
- (iii) such other information as may be required under the Listing Rules.

2. ELECTION OF A NON-EXECUTIVE DIRECTOR AND ENTERING INTO OF A WRITTEN CONTRACT

Reference is made to the announcement of the Company dated 24 November 2025 in relation to, among other things, the resignation of the chairman and the nomination of a candidate for non-executive Director. Mr. Li Junjie tendered his resignation to the Board

LETTER FROM THE BOARD

from the positions of a non-executive director, the chairman, a member and the chairman of the strategy committee of the Board, a member of the remuneration and monitoring committee of the Board and the authorised representative of the Company under Rule 3.05 of the Listing Rules, and he will no longer serve as the legal representative of the Company.

As disclosed in the announcement on the resolution of the fifteenth extraordinary meeting of the eleventh session of the Board of the Company dated 24 November 2025, the Board has considered and approved the “Resolution of Nominating Mr. Li Zhongbo as a Candidate for Non-executive Director of the Eleventh Session of the Board of Directors of the Company”. After being fully understood and recommended by the nomination committee of the eleventh session of the board of directors of the Company, Mr. Li Zhongbo was nominated as a candidate for non-executive Director of the eleventh session of the board of directors of the Company and submitted the resolution to the EGM of the Company for consideration. His proposed term of office shall commence from the date of consideration and approval of the EGM to the date of the Company’s annual general meeting of 2025.

As at the Latest Practicable Date, Mr. Li Zhongbo served as the deputy secretary of the party committee, the general manager and a director of Jingcheng Machinery Electric, the controlling shareholder of the Company, and the chairman of Beijing Beiyi Machine Tool Co., Ltd.* (北京北一機床有限責任公司). and the chairman of Babcock & Wilcox Beijing Company Ltd. Saved as disclosed above, Mr. Li Zhongbo has no relationship with other Directors, Supervisors and senior management members of the Company, nor does he hold any position in the Company or other members of the Group. Mr. Li Zhongbo does not hold any interests in Shares as defined in Part XV of the SFO, nor does he hold any directorship or supervisorship in any other companies listed in Hong Kong or overseas in the last three years.

Save as disclosed above and in Appendix I, in respect of Mr. Li Zhongbo, there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders.

As at the Latest Practicable Date, Mr. Li Zhongbo did not have any interests or short positions in the Shares, underlying Shares and debentures of the Company as recorded in the register required to be kept under section 352 of the SFO.

Non-executive Directors will not receive remuneration from the Company. If Mr. Li Zhongbo is elected and approved to be a non-executive Director of the Company by the Shareholders at the EGM, the Company will enter into a service contract with Mr. Li Zhongbo as a non-executive Director.

In accordance with the Articles of Association, the appointment of Directors is subject to the approval of the Shareholders. Ordinary resolutions will be proposed at the EGM to approve the election of Mr. Li Zhongbo as a non-executive Director and the entering into of a written contract.

LETTER FROM THE BOARD

The biographical details of the candidate proposed to be elected as an additional non-executive Director at the EGM are set out in Appendix I to this circular. The Company will make an announcement in accordance with Rule 13.51 of the Listing Rules as soon as possible after the proposed election of the Director is approved by the EGM.

3. RESOLUTION IN RELATION TO PROPOSED AMENDMENTS TO THE “ARTICLES OF ASSOCIATION”, “RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS”, “RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS” AND THE ABOLISHMENT OF THE SUPERVISORY COMMITTEE

Reference is made to the announcement of the Company dated 30 October 2025 in relation to the proposed amendments to the “Articles of Association”, “Rules of Procedure of the General Meeting of Shareholders”, “Rules of Procedure for the Board of Directors” and the abolishment of the Supervisory Committee.

(1) PROPOSED AMENDMENTS TO THE “ARTICLES OF ASSOCIATION”, “RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS” AND “RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS”

To further enhance corporate governance, in accordance with the latest versions of the “Company Law of the People’s Republic of China” (the “**Company Law**”), the “Rules Governing the Listing of Stocks on Shanghai Stock Exchange (as amended in April 2025)”, the “Guidelines for Articles of Association of Listed Companies (as amended in 2025)” (the “**Guidelines for Articles of Association**”) and the Listing Rules as well as other relevant laws, regulations and normative documents, and in view of the Company’s actual circumstances, the Company proposes to make amendments to relevant provisions of its “Articles of Association”, “Rules of Procedure of the General Meeting of Shareholders” and “Rules of Procedure for the Board of Directors” and abolish its Supervisory Committee (the “**Proposed Amendments**”). Such changes include deleting provisions related to the Supervisory Committee and supervisors, abolishing the Supervisory Committee of the Company, whose powers will be exercised by the audit committee, changing the Chinese translation of “general meeting” from “股東大會” to “股東會”, making adjustments to certain powers of the general meeting and those of the Board, adding provisions on the content for controlling shareholders and beneficial owners to specify the obligations of controlling shareholders and beneficial owners to the Company, adding provisions on the relevant content for independent non-executive Directors and special committees of the Board, adding provisions on the qualifications for directorship and on the liability of Directors and senior officers for tortious acts in connection with the performance of their duties. In addition to the key amendments above, in accordance with the amendments to the “Guidelines for Articles of Association”, the Company proposes to supplement or amend its “Articles of Association” in respect of “information submitted by individual shareholders attending a general meeting”, “merger, division, capital increase, capital reduction and liquidation of the Company” and “supplementary provisions”. After consideration and approval at the tenth meeting of the eleventh session of the Board of the Company, the resolution

LETTER FROM THE BOARD

in relation to above-mentioned amendments to the “Articles of Association”, “Rules of Procedure of the General Meeting of Shareholders”, “Rules of Procedure for the Board of Directors” and the abolishment of the Supervisory Committee was approved.

The legal advisers to the Company have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules (where applicable) and the laws of the PRC. The Company has also confirmed that the Proposed Amendments are not unusual for a company listed in Hong Kong.

The “Articles of Association”, the “Rules of Procedure of the General Meeting of Shareholders” and the “Rules of Procedure for the Board of Directors” are written in Chinese, and the English translated version is for reference only. In case of inconsistency between the Chinese and English versions of the “Articles of Association”, the “Rules of Procedure of the General Meeting of Shareholders” and the “Rules of Procedure for the Board of Directors”, the Chinese version shall prevail.

The proposed amendments are set out in Appendix II to this circular.

(2) ABOLISHMENT OF THE SUPERVISORY COMMITTEE

To further enhance corporate governance, in accordance with the latest versions of the Company Law, the “Rules Governing the Listing of Stocks on Shanghai Stock Exchange (as amended in April 2025)” and the Guidelines for Articles of Association as well as other relevant laws, regulations and normative documents, and in view of the Company’s actual circumstances, the Company proposes to abolish its Supervisory Committee. After the abolishment of the Supervisory Committee, its powers will be exercised by the audit committee of the Board.

From the date on which the abolishment of the Supervisory Committee is considered and approved at the EGM, the incumbent supervisors of the Company shall cease to hold their positions and the “Rules of Procedure for the Supervisory Committee” shall be repealed accordingly. Prior to that date, the eleventh session of the Supervisory Committee of the Company shall continue to perform its relevant duties in strict compliance with the Company Law and the “Code of Corporate Governance for Listed Companies” as well as other laws, regulations and rules.

The resolution in relation to amendments to the “Articles of Association”, “Rules of Procedure of the General Meeting of Shareholders”, “Rules of Procedure for the Board of Directors” and the abolishment of the Supervisory Committee is conditional on the approval by a special resolution at the EGM.

4. EGM

A notice convening the EGM of the Company to be held on Friday, 12 December 2025 at 9:30 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

LETTER FROM THE BOARD

In order to be valid, whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon, and complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time designated for the holding of the EGM to the office address of the Company at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC, or the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The completion and return of the said form of proxy will not prevent you from attending and voting in person at the EGM or at any adjournment thereof if you so wish.

For the purpose of ascertaining the entitlement of the holders of H Shares to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 9 December 2025 to Friday, 12 December 2025 (both days inclusive), during which no share transfers will be registered. In order to be valid, an instrument of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 8 December 2025. The Shareholders of the Company whose names appear on the register of members of the Company after the close of business on Monday, 8 December 2025 are entitled to attend and vote at the EGM.

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, votes of the ordinary resolution and special resolution at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under the requirements of Rules 13.39(5) and 13.39(5A) of the Listing Rules.

6. ADDITIONAL INFORMATION

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

7. RECOMMENDATION

The Directors are of the view that in light of the above, all resolutions proposed for consideration and approval by the Shareholders at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions as set out in the notice of EGM.

Yours faithfully,

By order of the Board

Beijing Jingcheng Machinery Electric Company Limited

Luan Jie

Company Secretary

* For identification purposes only

**BIOGRAPHICAL DETAILS OF THE CANDIDATE FOR NON-EXECUTIVE
DIRECTOR**

Li Zhongbo, Chinese nationality, male, aged 55, an engineer with a bachelor's degree and a Master of Business Administration (MBA). Mr. Li previously served as Process Division Manager, Human Resources Division Manager, and General Manager of Administration of Babcock & Wilcox Beijing Company Ltd.; Deputy General Manager of Beijing Jingcheng Taichang Machinery Co., Ltd.* (北京京城泰昌機械有限公司); Party Branch Secretary and Deputy General Manager of Beijing Modern Jingcheng Construction Machinery Co., Ltd.* (北京現代京城工程機械有限公司); Party Committee Secretary, General Manager, and Chairman of Beijing Jingcheng Heavy Industry Co., Ltd.* (北京京城重工機械有限公司); Deputy Party Committee Secretary, General Manager, and Director of Beijing No. 1 Machine Tool Co., Ltd.* (北京北一機床股份有限公司); Party Committee Secretary, General Manager, and Director of Beijing Beiyi Machine Tool Co., Ltd.* (北京北一機床有限公司); Deputy General Manager and Deputy Party Committee Secretary of Jingcheng Machinery Electric. He currently serves as Deputy Party Committee Secretary, General Manager, and Director of Jingcheng Machinery Electric, and concurrently holds the positions of Chairman of Beijing Beiyi Machine Tool Co., Ltd.* and Chairman of Babcock & Wilcox Beijing Company Ltd.

As of the Latest Practicable Date, Mr. Li Zhongbo serves as Deputy Party Committee Secretary, General Manager, and Director of Jingcheng Machinery Electric, the Company's controlling shareholder, and concurrently holds the positions of Chairman of Beijing Beiyi Machine Tool Co., Ltd.* and Chairman of Babcock & Wilcox Beijing Company Ltd. Save as disclosed above, Mr. Li Zhongbo has no relationship with the other directors, supervisors or senior management of the Company, nor does he hold any position in the Company or any other member of the Group. Mr. Li Zhongbo does not hold any interests in the Company's shares as defined under Part XV of the SFO, and has not served as a director or supervisor of any other listed company in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules in respect of Mr. Li Zhongbo and there are no other matters that need to be brought to the attention of the shareholders of the Company.

As at the Latest Practicable Date, none of the director candidates of the Company has any interests or short positions in the shares, underlying shares and debentures of the Company as recorded in the register required to be kept under section 352 of the SFO.

APPENDIX II PROPOSED AMENDMENTS TO THE “ARTICLES OF ASSOCIATION”,
“RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS”
AND “RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS”

I. SPECIFIC AMENDMENTS TO THE “ARTICLES OF ASSOCIATION”

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
1	<p>Article 2 These Articles of Association are formulated in accordance with the <i>Company Law</i>, <i>Securities Law of the People’s Republic of China (the “Securities Law”)</i>, <i>“Constitution of the Communist Party of China” (the “Constitution”)</i>, <i>Rules Governing the Listing of Securities on the Shanghai Stock Exchange</i>, <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules of Hong Kong Stock Exchange”)</i> and other relevant regulations to safeguard the legal interests of the Company, its shareholders and creditors, and to regulate the organizations and activities of the Company.</p>	<p>Article 2 These Articles of Association are formulated in accordance with the <i>Company Law</i>, <i>Securities Law of the People’s Republic of China (the “Securities Law”)</i>, <i>“Constitution of the Communist Party of China” (the “Constitution”)</i>, <i>Rules Governing the Listing of Securities on the Shanghai Stock Exchange</i>, <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules of Hong Kong Stock Exchange”)</i> and other relevant regulations to safeguard the legal interests of the Company, its shareholders, employees and creditors, and to regulate the organizations and activities of the Company.</p>
2	<p>Article 6 The Company’s legal representative is the chairman of the Company.</p> <p>If the chairman serving as the legal representative resigns, he/she is deemed to resign as the legal representative at the same time.</p> <p>If the legal representative resigns, the Company shall determine a new legal representative within thirty days from the date of the legal representative’s resignation.</p>	<p>Article 6 The chairman is a director who represents the Company in the execution of corporate affairs and is the legal representative of the CompanyThe Company’s legal representative is the chairman of the Company.</p> <p>If the chairman serving as the legal representative resigns, he/she is deemed to resign as the legal representative at the same time.</p> <p>If the legal representative resigns, the Company willshall determine a new legal representative within thirty days from the date of the legal representative’s resignation.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
3	<p style="text-align: center;">Newly added article</p>	<p>Article 8 The legal consequences of civil activities undertaken by the legal representative in the name of the Company shall be borne by the Company.</p> <p>The restrictions on the powers of the legal representative imposed by these Articles of Association or the general meeting shall not be used against a bona fide counterparty.</p> <p>If the legal representative causes damage to others due to the performance of his/her duties, the Company shall bear civil liability. After bearing civil liability, the Company may recover compensation from the legal representative who is at fault in accordance with the law or these Articles of Association.</p>
4	<p>Article 8 All assets of the Company are divided into shares of equal value. Shareholders are liable to the extent of the shares they held, whereas the Company is liable for its liabilities with all its assets.</p>	<p>Article 9Article 8 All assets of the Company are divided into shares of equal value. Shareholders are liable to the extent of the shares they held, whereas the Company is liable for its liabilities with all its assets.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
5	<p>Article 10 The Company’s Articles of Association are binding upon the Company and its shareholders, members of the Party Committee (Discipline Inspection Commission), directors, supervisors, managers and other senior officers, the forementioned may, according to the Company’s Articles of Association, assert rights in respect of the affairs of the Company.</p> <p>Other senior officers fore-mentioned shall refer to the Company’s deputy managers, secretary of the board of directors, financial officers, chief engineers and general counsel.</p> <p>A shareholder may take action against the Company pursuant to the Company’s Articles of Association. The Company may take action against the shareholders, the directors, the supervisors, the managers and other senior officers pursuant to the Company’s Articles of Association. A shareholder may also take action against another shareholder or the directors, supervisors, managers and other senior officers of the Company pursuant to the Company’s Articles of Association.</p> <p>The prosecution referred includes court proceedings and arbitration proceedings.</p>	<p>Article 11Article 10 The Company’s Articles of Association are binding upon the Company and its shareholders, members of the Party Committee (Discipline Inspection Commission), directors, supervisors, managers and other senior officers, the forementioned may, according to the Company’s Articles of Association, assert rights in respect of the affairs of the Company.</p> <p>Other sSenior officers fore-mentioned shall refer to the Company’s managers, deputy managers, secretary of the board of directors, financial officers, chief engineers and general counsel.</p> <p>A shareholder may take action against the Company pursuant to the Company’s Articles of Association. The Company may take action against the shareholders, the directors; the supervisors, the managers and other senior officers pursuant to the Company’s Articles of Association. A shareholder may also take action against another shareholder or the directors; supervisors, managers and other senior officers of the Company pursuant to the Company’s Articles of Association.</p> <p>The prosecution referred includes court proceedings and arbitration proceedings.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
6	<p>Article 19 Shares which the Company issues to domestic investors for subscription in Renminbi shall be referred to as “domestic-invested shares”. Shares which the Company issues to foreign investors for subscription in foreign currencies shall be referred to as “foreign-invested shares”. Foreign-invested shares which are listed overseas are called “overseas-listed foreign-invested shares”.</p>	<p>Article 20Article 19 Shares which the Company issues to domestic investors for subscription in Renminbi shall be referred to as “domestic-invested shares”. Shares which the Company issues to foreign investors for subscription in foreign currencies shall be referred to as “foreign-invested shares”. Foreign-invested shares which are listed overseas are called “overseas-listed foreign-invested shares”.</p> <p>Holders of domestic-invested shares and holders of foreign-invested shares are both ordinary shareholders who enjoy the same rights and bear the same obligations.</p>
7	<p>Article 22 The Company may, based on its operation and development needs, in accordance with the provisions of laws and regulations, increase the capital in the following ways upon approval of resolutions at the general meeting:</p> <ul style="list-style-type: none"> (1) by public issuance of shares; (2) by non-public issuance of shares; (3) by allotting bonus shares to its existing shareholders; (4) by converting reserve funds into capital; (5) by other means permitted by laws, administrative regulations, and approved by the CSRC. 	<p>Article 23Article 22 The Company may, based on its operation and development needs, in accordance with the provisions of laws and regulations, increase the capital in the following ways upon approval of resolutions at the general meeting:</p> <ul style="list-style-type: none"> (1) by public issuance of shares to non-specific entities; (2) by non-public issuance of shares to specific entities; (3) by allotting bonus shares to its existing shareholders; (4) by converting reserve funds into capital; (5) by other means permitted by laws, administrative regulations; and approved by the CSRC.

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
8	<p>Article 23 The Company shall not provide gifts, loans, guarantees and other financial assistance for others to acquire shares of the Company or its parent company, except for the Company’s implementation of employee share schemes.</p> <p>In 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 cumulative total amount of the financial assistance shall not exceed 10% of the total amount of the issued share capital. Resolutions made by the board of directors shall be passed by more than two-thirds of all directors.</p> <p>In the event of any damages caused to the Company due to their violation of the preceding provisions, the responsible directors, supervisors and senior managers shall be liable for compensation.</p>	<p>Article 24Article 23 The Company or its subsidiaries (including its affiliates) shall not provide financial assistance in the form of gifts, advances, guarantees or loans to others for the acquisition of shares of the Company or its parent company, except for the Company’s implementation of employee share schemesThe Company shall not provide gifts, loans, guarantees and other financial assistance for others to acquire shares of the Company or its parent company, except for the Company’s implementation of employee share schemes.</p> <p>In 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 cumulative total amount of the financial assistance shall not exceed 10% of the total amount of the issued share capital. Resolutions made by the board of directors shall be passed by more than two-thirds of all directors.</p> <p>In the event of any damages caused to the Company due to their violation of the preceding provisions, the responsible directors, supervisors and senior managers shall be liable for compensation.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
9	<p>Article 27 Upon the repurchase of shares pursuant to law and Article 25 herein, in case of the circumstance specified in item (1) of Article 25, the Company shall cancel this part of shares within 10 days upon the purchase; in case of the circumstances specified in items (2) or (4), it shall make the transfer or cancellation within 6 months; in case of the circumstances specified in items (3), (5) or (6), the total number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company, and shall make the transfer or cancellation within 3 years.</p> <p>After the cancellation of the shares of the Company, it shall apply to the original company registration authority for the registration of the change in its registered capital. The aggregate par value of the cancelled shares shall be deducted from the Company’s registered capital.</p>	<p>Article 28Article 27 Upon the repurchase of shares pursuant to law and Article 26Article 25 herein, in case of the circumstance specified in item (1) of Article 26Article 25, the Company shall cancel this part of shares within 10 days upon the purchase; in case of the circumstances specified in items (2) or (4), it shall make the transfer or cancellation within 6 months; in case of the circumstances specified in items (3), (5) or (6), the total number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company, and shall make the transfer or cancellation within 3 years.</p> <p>After the cancellation of the shares of the Company, it shall apply to the original company registration authority for the registration of the change in its registered capital. The aggregate par value of the cancelled shares shall be deducted from the Company’s registered capital.</p>
10	<p>Article 38 Shares of the Company can be transferred legally.</p>	<p>Article 39Article 38 Shares of the Company shallcan be transferred in accordance with the lawlegally.</p>
11	<p>Article 39 The Company does not accept shares as the subject of pledge.</p>	<p>Article 40Article 39 The Company does not accept shares as the subject of pledge.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
12	<p>Article 40 The shares which were issued before the public offer shall not be transferred within 1 year since the shares of the Company were listed on the stock exchange(s). Where the transfer of the Company’s shares held by the shareholders or its de facto controllers is otherwise stipulated by laws, administrative regulations, the CSRC, or the stock exchange where the Company’s shares are listed, such provisions shall prevail.</p> <p>During their tenure determined at the time of taking office, directors, supervisors and the senior management officers of the Company shall report to the Company their shareholdings in the Company and changes therein and shall not transfer more than 25% per year of the total number of shares held by them; the shares held by them shall not be transferred within 1 year from the date when the shares of the Company were listed and traded on the stock exchange. The aforesaid persons shall not transfer their shares within 6 months from the date on which their resignation comes into effect.</p> <p>Where the shares are pledged within the time limit for transfer prescribed by laws or administrative regulations, the pledgee may not exercise the pledge right within the time limit for transfer.</p>	<p>Article 41Article 40 The shares which were issued before the public offer shall not be transferred within 1 year since the shares of the Company were listed on the stock exchange(s). Where the transfer of the Company’s shares held by the shareholders or its de facto controllers is otherwise stipulated by laws, administrative regulations, the CSRC, or the stock exchange where the Company’s shares are listed, such provisions shall prevail.</p> <p>During their tenure determined at the time of taking office, directors; supervisors and the senior management officers of the Company shall report to the Company their shareholdings in the Company and changes therein and shall not transfer more than 25% per year of the total number of shares held by them; the shares held by them shall not be transferred within 1 year from the date when the shares of the Company were listed and traded on the stock exchange. The aforesaid persons shall not transfer their shares within 6 months from the date on which their resignation comes into effect.</p> <p>Where the shares are pledged within the time limit for transfer prescribed by laws or administrative regulations, the pledgee may not exercise the pledge right within the time limit for transfer.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
13	<p>Article 41 Any gains from any sales of shares or other securities of equity nature of the Company by any directors, supervisors, senior management officers or shareholders holding 5% or more of the shares within 6 months after their purchase of the same, or any gains from any purchase of shares or other securities of equity nature of the Company, by any of the aforesaid parties within 6 months after sale of the same shall be disgorged and paid to the Company. The board of directors of the Company shall recover such gains from the above mentioned parties, except any holding 5% or more of the shares of the Company by any securities company as a result of its purchase of remaining shares sold under an underwriting obligation and other circumstances stipulated by the CSRC.</p> <p>The shares or other securities of equity nature held by the directors, supervisors, senior management officers and individual shareholders referred to in the preceding paragraph include the shares or other securities of equity nature held by their spouses, parents and children or others on behalf of them.</p> <p>If the board of directors of the Company fails to comply with the requirements in accordance with the first paragraph, a shareholder shall have the right to request the board of directors to carry out within 30 days. If the board of directors fails to do so within the said time limit, a shareholder shall have the right to initiate proceedings in the People’s court directly in his own name for the interests of the Company.</p> <p>If the board of directors of the Company fails to comply with the requirements in accordance with the first paragraph, the responsible director(s) shall assume joint and several liabilities under the law.</p>	<p>Article 42Article 41 Any gains from any sales of shares or other securities of equity nature of the Company by any shareholders holding 5% or more of the shares, directors, orsupervisors, senior management officers or shareholders holding 5% or more of the shares within 6 months after their purchase of the same, or any gains from any purchase of shares or other securities of equity nature of the Company, by any of the aforesaid parties within 6 months after sale of the same shall be disgorged and paid to the Company. The board of directors of the Company shall recover such gains from the above mentioned parties, except any holding 5% or more of the shares of the Company by any securities company as a result of its purchase of remaining shares sold under an underwriting obligation and other circumstances stipulated by the CSRC.</p> <p>The shares or other securities of equity nature held by the directors, supervisors, senior management officers and individual shareholders referred to in the preceding paragraph include the shares or other securities of equity nature held by their spouses, parents and children or others on behalf of them.</p> <p>If the board of directors of the Company fails to comply with the requirements in accordance with the first paragraph, a shareholder shall have the right to request the board of directors to carry out within 30 days. If the board of directors fails to do so within the said time limit, a shareholder shall have the right to initiate proceedings in the People’s court directly in his own name for the interests of the Company.</p> <p>If the board of directors of the Company fails to comply with the requirements in accordance with the first paragraph, the responsible director(s) shall assume joint and several liabilities under the law.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
14	<p>Article 42 A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.</p>	<p>Article 43Article 42 A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the classand amount of shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.</p>
15	<p>Article 43 Ordinary shareholders of the Company shall enjoy the following rights</p> <p>(1) to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) to request, convene, preside at, attend or appoint a proxy in accordance with the laws to attend the general meeting of the shareholders and to exercise corresponding voting rights thereat;</p> <p>(3) to supervise the Company’s business operations and to present proposals or to raise queries;</p> <p>(4) to transfer, gift, or pledge its shares in accordance with laws, administrative regulations and the Company’s Articles of Association;</p> <p>(5) to inspect these Articles of Association, the register of members (including the branch register of members in Hong Kong), the register of bondholders, minutes of shareholders’ general meetings, resolutions of the board of directors, resolutions of the board of supervisors and financial reports;</p>	<p>Article 44Article 43 Ordinary shareholders of the Company shall enjoy the following rights</p> <p>(1) to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) to request; to hold, convene, preside at, attend or appoint a proxy in accordance with the laws to attend the general meeting of the shareholders and to exercise corresponding voting rights thereat;</p> <p>(3) to supervise the Company’s business operations and to present proposals or to raise queries;</p> <p>(4) to transfer, gift, or pledge its shares in accordance with laws, administrative regulations and the Company’s Articles of Association;</p> <p>(5) to inspect or make copies of these Articles of Association, the register of members, minutes of shareholders’ general meetings, resolutions of the board of directors and financial and accounting reports (and, for shareholders who meet the relevant requirements, books of account and accounting documents of the Company)to inspect these Articles of Association, the register of members (including the branch register of members in Hong Kong), the register of bondholders, minutes of shareholders’ general meetings, resolutions of the board of directors, resolutions of the board of supervisors and financial reports;</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
	<p>(6) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(7) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p> <p>(8) other rights stipulated by laws, administrative regulations, department regulations, rules of stock exchange or these Articles of Association.</p> <p>Shareholders demanding inspection of the relevant information or copies of the materials mentioned in the preceding provision shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. After confirmation of the shareholder’s identity, the Company shall provide such information at the shareholder’s request.</p>	<p>(6) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(7) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p> <p>(8) other rights stipulated by laws, administrative regulations, department regulations, rules of stock exchange or these Articles of Association.</p> <p>Shareholders who demand to inspect or make copies of the relevant documents shall do so in accordance with the Company Law, the Securities Law and other laws and administrative regulations.</p> <p>Shareholders demanding inspection of the relevant information or copies of the materials mentioned in the preceding provision shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. After confirmation of the shareholder’s identity, the Company shall provide such information at the shareholder’s request.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
16	<p>Article 44 If a resolution of the Company’s general meeting or board meeting violates the laws or administrative regulations, the shareholders shall have the right to submit a petition to the People’s Court to invalidate the same. If the procedures for convening, or the method of voting at, a general meeting or board meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violates the Articles of Association, shareholders may request the People’s Court to revoke the resolution within sixty days from the date of adoption of the resolution. However, this excludes situations where there is only a minor defect in the procedures for the convening of a general meeting or the board meeting or in the manner of voting thereat, which does not have material impact on the resolution.</p>	<p>Article 45Article 44 If a resolution of the Company’s general meeting or board meeting violates the laws or administrative regulations, the shareholders shall have the right to submit a petition to the People’s Court to invalidate the same. If the procedures for convening, or the method of voting at, a general meeting or board meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violates the Articles of Association, shareholders may request the People’s Court to revoke the resolution within sixty days from the date of adoption of the resolution. However, this excludes situations where there is only a minor defect in the procedures for the convening of a general meeting or the board meeting or in the manner of voting thereat, which does not have material impact on the resolution.</p> <p>Where the board of directors, shareholders and other relevant parties dispute the validity of a resolution of the general meeting, they shall promptly file a lawsuit with the People’s Court. Before the People’s Court makes a judgment or ruling to revoke the resolution, the relevant parties shall execute the resolution of the general meeting. The Company, its directors and senior officers shall fulfill their duties in good faith to ensure the normal operation of the Company.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
		<p>When the People’s Court has made a judgment or ruling on the relevant matter, the Company shall fulfill its information disclosure obligations in accordance with the law, administrative regulations and the requirements of the CSRC and stock exchanges, fully explain the impacts and actively facilitate the execution after such judgment or ruling has taken effect. Where matters in connection with prior periods need to be rectified, the rectification shall be done in a timely manner, and the Company shall fulfill its information disclosure obligations accordingly.</p>
17	Newly added article	<p>Article 46 A resolution of the general meeting or board meeting of the Company shall not be valid under any of the following circumstances:</p> <p>(1) no general meeting or board meeting has been convened to approve the resolution;</p> <p>(2) the resolution has not been voted on at the general meeting or board meeting;</p> <p>(3) the number of persons attending the meeting or the number of voting rights held by them does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or these Articles of Association;</p> <p>(4) the number of persons or the number of voting rights held voting for the resolution does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or these Articles of Association.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
18	<p>Article 45 When directors or senior officers violate laws, administrative regulations or the Articles of Association in the course of performing their duties and cause damages to the Company, shareholders either individually or collectively holding 1% or more of the Company’s shares for more than 180 consecutive days may ask the supervisory committee in writing to bring an action to the people’s court; when the supervisory committee violates laws, administrative regulations or the Articles of Association in the course of performing its duties and causes damages to the Company, shareholders may ask the board of directors in writing to bring an action to the people’s court.</p>	<p>Article 47Article 45 When directors or senior officers other than members of the audit committee violate laws, administrative regulations or the Articles of Association in the course of performing their duties and cause damages to the Company, shareholders either individually or collectively holding 1% or more of the Company’s shares for more than 180 consecutive days may ask the auditsupervisory committee in writing to bring an action to the people’s court; when a member of the auditsupervisory committee violates laws, administrative regulations or the Articles of Association in the course of performing its duties and causes damages to the Company, shareholders may ask the board of directors in writing to bring an action to the people’s court.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
	<p>When the supervisory committee or board of directors refuses to bring such an action upon receiving the aforesaid written request from the shareholders, or fails to bring such an action within 30 days upon receiving such a request, or in case of any emergency, the Company’s interests will be damaged beyond recovery if no immediate action is brought, shareholders in the preceding paragraph, for the interest of the Company, shall have the right to directly bring an action to the people’s court in their own name.</p> <p>When any other person infringes upon the Company’s lawful rights and interests and causes damages to the Company, shareholders referred to in the first paragraph of this Article shall have the right to bring an action to the people’s court in accordance with the first two paragraphs.</p>	<p>When the auditsupervisory committee or board of directors refuses to bring such an action upon receiving the aforesaid written request from the shareholders, or fails to bring such an action within 30 days upon receiving such a request, or in case of any emergency, the Company’s interests will be damaged beyond recovery if no immediate action is brought, shareholders in the preceding paragraph, for the interest of the Company, shall have the right to directly bring an action to the people’s court in their own name.</p> <p>When any other person infringes upon the Company’s lawful rights and interests and causes damages to the Company, shareholders referred to in the first paragraph of this Article shall have the right to bring an action to the people’s court in accordance with the first two paragraphs.</p> <p>When the directors, supervisors and senior officers of a wholly-owned subsidiary of the Company violate laws, administrative regulations or these Articles of Association in the course of performing their duties and cause losses to the Company, or when any other person infringes upon the lawful rights and interests of a wholly-owned subsidiary of the Company and causes losses to it, shareholders either individually or collectively holding 1% or more of the Company’s shares for more than 180 consecutive days may submit a written request to the supervisory committee or the board of directors of the wholly-owned subsidiary for bringing an action to the People’s Court, or directly bring an action to the People’s Court in their own name in accordance with the first three paragraphs of Article 189 of the Company Law.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
19	<p>Article 47 Shareholders of the Company shall have the following obligations:</p> <p>(1) to comply with laws, administrative regulations and these Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to divest the shares other than is provided by the laws or regulations;</p> <p>(4) not to abuse the shareholders’ rights to prejudice the interests of the Company or other shareholders; not to abuse the independence of the Company as a legal person and the limited liabilities of shareholders to prejudice the interests of creditors of the Company;</p> <p>(5) other obligations imposed by laws, administrative regulations and these Articles of Association.</p> <p>If a shareholder of the Company abuses its shareholder’s rights and thereby causes loss on the Company or other shareholders, such shareholder shall be liable for indemnity in accordance with the law.</p> <p>If a shareholder of the Company abuses the Company’s independent legal person status and the limited liability of shareholders for the purposes of avoiding debts, thereby materially impairing the interests of the creditors of the Company, such shareholder shall be jointly and severally liable for the debts owed by the Company.</p>	<p>Article 49Article 47 Shareholders of the Company shall have the following obligations:</p> <p>(1) to comply with laws, administrative regulations and these Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to withdraw the share capitaldivest the shares other than is provided by the laws or regulations;</p> <p>(4) not to abuse the shareholders’ rights to prejudice the interests of the Company or other shareholders; not to abuse the independence of the Company as a legal person and the limited liabilities of shareholders to prejudice the interests of creditors of the Company;</p> <p>(5) other obligations imposed by laws, administrative regulations and these Articles of Association.</p> <p>If a shareholder of the Company abuses its shareholder’s rights and thereby causes loss on the Company or other shareholders, such shareholder shall be liable for indemnity in accordance with the law.</p> <p>If a shareholder of the Company abuses the Company’s independent legal person status and the limited liability of shareholders for the purposes of avoiding debts, thereby materially impairing the interests of the creditors of the Company, such shareholder shall be jointly and severally liable for the debts owed by the Company.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
20	Newly added article	Article 50 The controlling shareholders and beneficial owners of the Company shall exercise their rights and fulfil their obligations in accordance with the law, administrative regulations, the requirements of the CSRC and stock exchanges to safeguard the interests of the listed company.
21	Article 48 When shareholders holding more than 5% of voting shares pledge their shares, they shall give a written report to the Company on the date of the occurrence of such fact.	Article 51 Article 48 Where a controlling shareholder or beneficial owner pledges the shares of the Company that he/she/it holds or effectively controls, he/she/it shall maintain the stability of the Company’s control and its production and operation When shareholders holding more than 5% of voting shares pledge their shares, they shall give a written report to the Company on the date of the occurrence of such fact.

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
22	<p>Article 50 The Company’s controlling shareholders and beneficial owners shall not take advantage of their relationship to damage the Company’s interests, and in case of any violation causing losses to the Company, they shall be liable for compensation.</p> <p>The Company’s controlling shareholders and beneficial owners have an obligation of good faith to the Company and its public shareholders. A controlling shareholder shall exercise his rights as an investor in strict accordance with law, and shall not harm the lawful rights and interests of the Company and the public shareholders through means such as profit distribution, assets reorganization, external investment, funds appropriation and lending guarantee, or shall he take advantage of his controlling position to damage the interests of the Company and the public shareholders.</p>	<p>Article 53Article 50 Controlling shareholders and beneficial owners of the Company shall comply with the following provisions:</p> <p>(1) to exercise their rights as shareholders in accordance with the law and not to abuse their control or use their connected relationship to prejudice the legitimate interests of the Company or other shareholders;</p> <p>(2) to strictly fulfil their public statements and various undertakings and not to change or waive such statements and undertakings without permission;</p> <p>(3) to fulfil their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are intended to occur;</p> <p>(4) not to appropriate the Company’s funds in any way;</p> <p>(5) not to order, instruct, or demand the Company and its relevant personnel to provide guarantees in violation of laws and regulations;</p> <p>(6) not to make use of the Company’s undisclosed material information to gain benefits, or disclose in any way undisclosed material information relating to the Company, or engage in insider trading, short-term trading, market manipulation or other illegal and unlawful acts;</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
		<p>(7) not to prejudice the legitimate interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment or by any other means;</p> <p>(8) to ensure the integrity of the Company’s assets and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;</p> <p>(9) to comply with laws, administrative regulations, requirements of the CSRC, business rules of stock exchanges and other requirements of these Articles of Association.</p> <p>A controlling shareholder or beneficial owner of the Company who does not serve as a director of the Company but executes its corporate affairs shall be subject to the provisions of these Articles of Association regarding directors’ obligations of loyalty and diligence.</p> <p>Where a controlling shareholder or beneficial owner of the Company instructs a director or senior officer to engage in an act that is detrimental to the interests of the Company or its shareholders, he/she/it shall bear joint and several liability with that director or senior officer.</p> <p>The Company’s controlling shareholders and beneficial owners shall not take advantage of their relationship to damage the Company’s interests, and in case of any violation causing losses to the Company, they shall be liable for compensation.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
		<p>The Company’s controlling shareholders and beneficial owners have an obligation of good faith to the Company and its public shareholders. A controlling shareholder shall exercise his rights as an investor in strict accordance with law, and shall not harm the lawful rights and interests of the Company and the public shareholders through means such as profit distribution, assets reorganization, external investment, funds appropriation and lending guarantee, or shall he take advantage of his controlling position to damage the interests of the Company and the public shareholders.</p>
23	<p>Article 51 A controlling shareholder shall nominate director or supervisor candidates for the listed company in strict accordance with conditions and procedures set out in laws, regulations and the Company’s Articles of Association. A director or supervisor candidate thus nominated shall have relevant specific knowledge and the capacity for decision making and supervision. No controlling shareholders shall have the right to approve appointment resolutions by the general meeting of the shareholders or recruitment resolutions by the board of directors, and shall not go beyond the general meeting of the shareholders or the board of directors to appoint or remove the senior officers for the listed company.</p>	<p>Article 54Article 51 A controlling shareholder shall nominate director or supervisor candidates for the listed company in strict accordance with conditions and procedures set out in laws, regulations and the Company’s Articles of Association. A director or supervisor candidate thus nominated shall have relevant specific knowledge and the capacity for decision making and supervision. No controlling shareholders shall have the right to approve appointment resolutions by the general meeting of the shareholders or recruitment resolutions by the board of directors, and shall not go beyond the general meeting of the shareholders or the board of directors to appoint or remove the senior officers for the listed company.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
24	<p>Article 55 The listed company’s board of directors, supervisory committee and other internal departments shall be independent from each other. A controlling shareholder and his functional departments and the listed company and its functional departments are not subordinate or superior to each other. A controlling shareholder and departments below him shall not issue any operation plan or instruction to the listed company or departments under it, nor shall affect their operation and management independence in any other way.</p>	<p>Article 58Article 55 The listed company’s board of directors; supervisory committee and other internal departments shall be independent from each other. A controlling shareholder and his functional departments and the listed company and its functional departments are not subordinate or superior to each other. A controlling shareholder and departments below him shall not issue any operation plan or instruction to the listed company or departments under it, nor shall affect their operation and management independence in any other way.</p>
25	<p>Newly added article</p>	<p>Article 60 Where a controlling shareholder or beneficial owner transfers the shares of the Company held by him/her/it, he/she/it shall comply with the restrictive provisions on the transfer of shares as set out in laws, administrative regulations, the regulations of the CSRC and stock exchanges as well as his/her/its undertakings in respect of restrictions on the transfer of shares.</p>
26	<p>Article 57 The general meeting of the shareholders is the organ of authority for the Company, and shall exercise its functions and powers in accordance with law.</p>	<p>Article 61Article 57 The general meeting of the Company is composed of all shareholders. The general meeting of the shareholders is the organ of authority for the Company, and shall exercise its functions and powers in accordance with law.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
27	<p>Article 58 The general meeting shall exercise the following powers:</p> <p>(1) to decide the Company’s operational guidelines and investment schemes;</p> <p>(2) to elect and remove directors and supervisors not being employees’ representatives and to determine matters relevant to the directors’ or supervisors’ remuneration;</p> <p>(3) to consider and approve the report of the board of directors;</p> <p>(4) to consider and approve the report of the supervisory committee;</p> <p>(5) to consider and approve the Company’s annual budget scheme and budget implementation proposal;</p> <p>(6) to consider and approve the Company’s profit distribution and loss recovery plan;</p> <p>(7) to resolve the increase or decrease in registered capital of the Company;</p> <p>(8) to resolve the issue of corporate bonds;</p> <p>(9) to resolve the merger, division, dissolution, liquidation of the Company or change of the Company’s form;</p> <p>(10) to amend the Articles of Association;</p> <p>(11) to resolve the appointment and dismissal of the accountancy firms;</p>	<p>Article 62Article 58 The general meeting shall exercise the following powers:</p> <p>(1) to decide the Company’s operational guidelines and investment schemes;</p> <p>(1) to elect and remove directors and to determine matters related to directors’ remuneration(2) to elect and remove directors and supervisors not being employees’ representatives and to determine matters relevant to the directors’ or supervisors’ remuneration;</p> <p>(2)(3) to consider and approve the report of the board of directors;</p> <p>(4) to consider and approve the report of the supervisory committee;</p> <p>(5) to consider and approve the Company’s annual budget scheme and budget implementation proposal;</p> <p>(3)(6) to consider and approve the Company’s profit distribution and loss recovery plan;</p> <p>(4)(7) to resolve the increase or decrease in registered capital of the Company;</p> <p>(5)(8) to resolve the issue of corporate bonds;</p> <p>(6)(9) to resolve the merger, division, dissolution, liquidation of the Company or change of the Company’s form;</p> <p>(7)(10) to amend the Articles of Association;</p> <p>(8) to resolve the appointment and dismissal of accountancy firms that undertake the Company’s audit work(11) to resolve the appointment and dismissal of the accountancy firms;</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
	<p>(12) to consider and approve the guarantees provided in the next provision;</p> <p>(13) to consider the purchases or sales of any material asset of the Company, the amount of which exceeds 30% of its latest audited total assets;</p> <p>(14) to consider and approve the change in use of proceeds from fund raising;</p> <p>(15) to consider the share incentive plan and employees share ownership plans;</p> <p>(16) to consider any other matters that are subject to determination of the general meeting as specified in laws, administrative regulations, department rules or the Articles of Association.</p>	<p>(9)(12) to consider and approve the guarantees provided in Article 63 of these Articles of Associationthe next provision;</p> <p>(10)(13) to consider the purchases or sales of any material asset of the Company, the amount of which exceeds 30% of its latest audited total assets;</p> <p>(11)(14) to consider and approve the change in use of proceeds from fund raising;</p> <p>(12)(15) to consider the share incentive plan and employees share ownership plans;</p> <p>(13)(16) to consider any other matters that are subject to determination of the general meeting as specified in laws, administrative regulations, department rules or the Articles of Association.</p> <p>The general meeting may authorize the board of directors to make a resolution on the issue of corporate bonds.</p>
28	<p>Article 59 Guarantees required to be approved at the general meeting shall not be submitted to the general meeting for consideration and approval until after being considered and passed by the board of directors, and guarantees subject to the approval at the general meeting shall include, but not limited to, the following:</p> <p>.....</p> <p>3. the guarantees provided after the amount of guarantee provided by the Company within one year exceeds 30% of its latest audited total assets;</p> <p>.....</p>	<p>Article 63Article 59 Guarantees required to be approved at the general meeting shall not be submitted to the general meeting for consideration and approval until after being considered and passed by the board of directors, and guarantees subject to the approval at the general meeting shall include, but not limited to, the following:</p> <p>.....</p> <p>3. the guarantees provided after the amount of guarantee provided by the Company to others within one year exceeds 30% of its latest audited total assets;</p> <p>.....</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
29	<p>Article 60 General meetings of the shareholders are divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors. Annual general meetings are held once every year and within six months from the end of the preceding financial year.</p> <p>In any of the following circumstances, the board of directors shall convene an extraordinary general meeting within two months:</p> <p>(1) where the number of directors is less than that stipulated in the Company Law or two thirds of the number specified in the Company’s Articles of Association;</p> <p>(2) where the unrecovered losses of the Company amount to one third of the total share capital;</p> <p>(3) where shareholders, individually or collectively, holding 10% or more of the Company’s issued outstanding voting shares request in writing for convening an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary;</p> <p>(5) when the supervisory committee requests;</p> <p>(6) other circumstances required by the laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>Article 64Article 60 General meetings of the shareholders are divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors. Annual general meetings are held once every year and within six months from the end of the preceding financial year.</p> <p>In any of the following circumstances, tThe board of directorsCompany shall convene an extraordinary general meeting within two months of the occurrence of any of the following events:</p> <p>(1) where the number of directors is less than that stipulated in the Company Law or two thirds of the number specified in the Company’s Articles of Association;</p> <p>(2) where the unrecovered losses of the Company amount to one third of the total share capital;</p> <p>(3) at the request ofwhere shareholders, individually or collectively, holding 10% or more of the Company’s shares issued outstanding voting shares request in writing for convening an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary;</p> <p>(5) when the audit committee so proposessupervisory committee requests;</p> <p>(6) other circumstances required by the laws, administrative regulations, departmental rules or the Articles of Association.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
30	<p>Article 61 The place for holding general meetings is: the premises of the Company or other location announced by the Company.</p> <p>After the notice of the general meeting is issued, the place for holding the general meeting shall not be changed without valid reasons. Where a change is needed, the convener shall publish an announcement at least 2 working days before the date of convening the on-site meeting and state the reasons.</p> <p>The general meeting shall have a meeting place for convening the onsite meetings. The Company will also provide online voting to facilitate shareholders to participate in a general meeting. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting. Identification of shareholders participating in the general shareholders’ meetings by network access means shall be confirmed by brokerage firms who has obtained qualification for securities account opening agency business from China Securities Depository and Clearing Corporation Limited, or by other institutions recognized by China Securities Depository and Clearing Corporation Limited for identification confirmation.</p> <p>The shareholders present at a general meeting shall express one of the following opinions on the proposed resolutions that are put to a vote: consent, opposition or abstention, except that securities registration and settlement institutions, being the nominal holders of shares subject to Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, may express opinions according to the intentions of actual holders.</p>	<p>Article 65Article 61 The place for holding general meetings is: the premises of the Company or other location announced by the Company.</p> <p>After the notice of the general meeting is issued, the place for holding the general meeting shall not be changed without valid reasons. Where a change is needed, the convener shall publish an announcement at least 2 working days before the date of convening the on-site meeting and state the reasons.</p> <p>The general meeting shall have a meeting place for convening the onsite meetings. The Company will also provide online voting to offerfacilitate shareholders convenience to participate in a general meeting. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting. Identification of shareholders participating in the general shareholders’ meetings by network access means shall be confirmed by brokerage firms who has obtained qualification for securities account opening agency business from China Securities Depository and Clearing Corporation Limited, or by other institutions recognized by China Securities Depository and Clearing Corporation Limited for identification confirmation.</p> <p>The shareholders present at a general meeting shall express one of the following opinions on the proposed resolutions that are put to a vote: consent, opposition or abstention, except that securities registration and settlement institutions, being the nominal holders of shares subject to Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, may express opinions according to the intentions of actual holders.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
31	<p>Article 62 The Company shall engage lawyers to attend the general meeting and advise on the following issues with announcements made thereon:</p> <p>(1) whether or not the convening of the general meeting and its procedures are in compliance with laws, administrative regulations and the Articles of Association;</p> <p>(2) verification of the validity of the eligibility of attendees and the convener;</p> <p>(3) whether or not the voting or voting results of the meeting are lawful and valid;</p> <p>(4) legal opinions on other matters at the request of the Company.</p>	<p>Article 66Article 62 The Company shall engage lawyers to attend the general meeting and advise on the following issues with announcements made thereon:</p> <p>(1) whether or not the convening of the general meeting and its procedures are in compliance with the requirements of laws, administrative regulations and the Articles of Association;</p> <p>(2) verification of the validity of the eligibility of attendees and the convener;</p> <p>(3) whether or not the voting or voting results of the meeting are lawful and valid;</p> <p>(4) legal opinions on other matters at the request of the Company.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
32	<p>Article 64 When the Company convenes a general meeting, the board of directors, supervisory committee and shareholders either individually or collectively holding 1% or more of the Company’s shares may propose motions.</p> <p>Shareholders either individually or collectively holding 1% or more of the Company’s shares may submit their provisional motions in writing to the convener 10 days before the meeting date.</p> <p>The provisional proposals should have clear topics and specific resolutions. The convener shall issue a supplementary notice of the general meeting within 2 days after the motions have been received and announce the contents of the motions. However, this excludes such interim proposals that are in violation of the requirements under the laws, administrative regulations or the Articles of Association, or do not fall within the scope of duties of the general meeting.</p> <p>Other than the circumstances referred to in the preceding paragraph, after the issuance of announcement by the convener, no changes shall be made to the stated motions in the notice of the meeting or the newly added motions.</p> <p>The general meeting shall not vote on or resolve the motions that not stated in the notice of the general meeting or that not meet the requirements in the following article of this Articles of Association.</p>	<p>Article 68Article 64 When the Company convenes a general meeting, the board of directors, auditsupervisory committee and shareholders either individually or collectively holding 1% or more of the Company’s shares may propose motions.</p> <p>Shareholders either individually or collectively holding 1% or more of the Company’s shares may submit their provisional motions in writing to the convener 10 days before the meeting date.</p> <p>The provisional proposals should have clear topics and specific resolutions. The convener shall issue a supplementary notice of the general meeting within 2 days after the motions have been received toand announce the contents of the motions and submit such motions to the general meeting for consideration. However, this excludes such interim proposals that are in violation of the requirements under the laws, administrative regulations or the Articles of Association, or do not fall within the scope of duties of the general meeting.</p> <p>Other than the circumstances referred to in the preceding paragraph, after the issuance of announcement by the convener, no changes shall be made to the stated motions in the notice of the meeting or the newly added motions.</p> <p>The general meeting shall not vote on or resolve the motions that not stated in the notice of the general meeting or that not meet the requirements in the following article of this Articles of Association.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
33	<p>Article 68 The notice of the general meeting shall set forth the following particulars:</p> <p>(1) time, place, convenor and duration of the meeting;</p> <p>(2) matters and proposals submitted to the meeting for consideration;</p> <p>(3) a conspicuous statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend at the general meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy is not necessarily a shareholder of the Company;</p> <p>(4) record date for shareholders who are entitled to attend the meeting;</p> <p>(5) name and telephone number of the contact person;</p> <p>(6) voting time and the voting procedures for online or other forms of meeting.</p>	<p>Article 72Article 68 The notice of the general meeting shall set forth the following particulars:</p> <p>(1) time, place, convenor and duration of the meeting;</p> <p>(2) matters and proposals submitted to the meeting for consideration;</p> <p>(3) a conspicuous statement that all ordinary shareholders (including preference shareholders with restored voting rights), shareholders holding special voting rights and other shareholders are entitled to attend at the general meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy is not necessarily a shareholder of the Company;</p> <p>(4) record date for shareholders who are entitled to attend the meeting;</p> <p>(5) name and telephone number of the contact person;</p> <p>(6) voting time and the voting procedures for online or other forms of meeting.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
	<p>The notice and supplementary notice of general meeting shall sufficiently and fully disclose the entire content of all proposed resolutions. Independent directors shall express opinions on the matters proposed for discussion and such opinions from independent directors shall be disclosed on the notice and supplementary notice of general meeting. Among the motions to be voted on at the general meeting, if a motion taking effect is conditional upon other motions becoming effective, the convener shall explicitly disclose the relevant preconditions in the notice of the general meeting and shall give special reminders that the approval of such motion is the precondition to the voting results of subsequent motions taking effect. The notice of general meeting shall clearly state the time and procedure of online voting or any other method of voting. Online voting or any other method of voting shall not start earlier than 3:00 p.m. one day before the date of the general meeting and later than 9:30 a.m. of the date of general meeting. Also, online voting or any other method of voting shall not end earlier than 3:00 p.m. of the date of conclusion of the general meeting. The time interval between share record date and the date of general meeting shall not exceed 7 working days and share record date, once confirmed, shall not be changed.</p>	<p>The notice and supplementary notice of general meeting shall sufficiently and fully disclose the entire content of all proposed resolutions. Independent non-executive directors shall express opinions on the matters proposed for discussion and such opinions from independent non-executive directors shall be disclosed on the notice and supplementary notice of general meeting. Among the motions to be voted on at the general meeting, if a motion taking effect is conditional upon other motions becoming effective, the convener shall explicitly disclose the relevant preconditions in the notice of the general meeting and shall give special reminders that the approval of such motion is the precondition to the voting results of subsequent motions taking effect. The notice of general meeting shall clearly state the time and procedure of online voting or any other method of voting. Online voting or any other method of voting shall not start earlier than 3:00 p.m. one day before the date of the general meeting and later than 9:30 a.m. of the date of general meeting. Also, online voting or any other method of voting shall not end earlier than 3:00 p.m. of the date of conclusion of the general meeting. The time interval between share record date and the date of general meeting shall not exceed 7 working days and share record date, once confirmed, shall not be changed.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
34	<p>Article 71 All the shareholders (including preference shareholders with restored voting rights) in the register of shareholders and their proxies on the record date are entitled to attend the general meeting, and shall exercise their voting rights pursuant to the laws, regulations and the Articles of Association. Shareholders may attend the general meeting in person, or may appoint proxies (proxy may not be a shareholder) to attend the meeting and vote on their behalf. A proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</p> <p style="padding-left: 40px;">(1) the shareholder’s right to speak at the general meeting;</p> <p style="padding-left: 40px;">(2) the right to demand or join in demanding a poll;</p> <p style="padding-left: 40px;">(3) the right to vote on a poll.</p> <p style="padding-left: 40px;">.....</p>	<p>Article 75Article 71 All the shareholders (including preference shareholders with restored voting rights), shareholders holding special voting rights and other shareholders in the register of shareholders and their proxies on the record date are entitled to attend the general meeting, and shall exercise their voting rights pursuant to the laws, regulations and the Articles of Association. Shareholders may attend the general meeting in person, or may appoint proxies (proxy may not be a shareholder) to attend the meeting and vote on their behalf. A proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</p> <p style="padding-left: 40px;">(1) the shareholder’s right to speak at the general meeting;</p> <p style="padding-left: 40px;">(2) the right to demand or join in demanding a poll;</p> <p style="padding-left: 40px;">(3) the right to vote on a poll.</p> <p style="padding-left: 40px;">.....</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
35	<p>Article 72 When an individual shareholder attends the meeting on his own, he shall show his identification card or any other valid identification or certification which can prove his identity or stock account cards, and when he authorizes a proxy to attend the meeting, he shall provide his valid identification card, proxy form.</p> <p>When a shareholder is a legal entity, its legal representative or an attorney authorized by its legal representative shall attend the meeting. If its legal representative attends the meeting, he shall present his identification card, a valid document certifying his position as the legal representative; if an attorney attends the meeting, he shall present his identification card, a written power of attorney duly issued by the legal representative of the shareholder.</p>	<p>Article 76Article 72 When an individual shareholder attends the meeting on his own, he shall show his identification card or any other valid identification or certification which can prove his identity or stock account cards, and when an attorneyhe authorizes a proxy to attends the meeting, he shall provide his valid identification card; and the power of attorneyproxy form.</p> <p>When a shareholder is a legal entity, its legal representative or an attorney authorized by its legal representative shall attend the meeting. If its legal representative attends the meeting, he shall present his identification card, a valid document certifying his position as the legal representative; if an attorney attends the meeting, he shall present his identification card; and a written power of attorney duly issued by the legal representative of the shareholder.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
36	<p>Article 73 The power of attorney provided by a shareholder to authorize another person to attend the general meeting on his behalf shall contain the following particulars:</p> <p>(1) the attorney’s name;</p> <p>(2) whether or not the attorney has the voting right;</p> <p>(3) specific instructions to vote for, against or abstain for each matter on the agenda of the general meeting;</p> <p>(4) whether or not the attorney has the voting right for provisional motions on the agenda of the general meeting, and if is, specific instructions on how to exercise such voting right.</p> <p>(5) the date and effective period for the power of attorney</p> <p>(6) the attorney’s signature (or seal), when the appointor is a legal entity, the official seal shall be affixed.</p> <p>The power of attorney shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he thinks fit.</p>	<p>Article 77Article 73 The power of attorney provided by a shareholder to authorize another person to attend the general meeting on his behalf shall contain the following particulars:</p> <p>(1) the name of the appointer and the class and number of shares of the Company held by the appointer;</p> <p>(2) the attorney’s name;</p> <p>(2) whether or not the attorney has the voting right;</p> <p>(3) specific instructions from the shareholder including an indication to vote for or against or abstain from voting on each matter on the agenda of the general meeting;specific instructions to vote for, against or abstain for each matter on the agenda of the general meeting;</p> <p>(4) whether or not the attorney has the voting right for provisional motions on the agenda of the general meeting, and if is, specific instructions on how to exercise such voting right.</p> <p>(5) the date and effective period for the power of attorney;</p> <p>(5)(6) the attorney’s signature (or seal), when the appointor is a legal entity, the official seal shall be affixed.</p> <p>The power of attorney shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he thinks fit.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
37	<p>Article 74 Where the proxy form in respect of voting authorization is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney and other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice to the meeting.</p> <p>In the case that the appointer is a legal person, the proxy shall be authorized by the legal representative, the board of directors or other authority body of that legal person to attend the Company’s general meeting.</p>	<p>Article 78Article 74 Where the proxy form in respect of voting authorization is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney and other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice to the meeting.</p> <p>In the case that the appointer is a legal person, the proxy shall be authorized by the legal representative, the board of directors or other authority body of that legal person to attend the Company’s general meeting.</p>
38	<p>Article 75 The Company shall prepare a meeting register for attendee, which shall contain each attendee’s name (company name), ID number, address of residence, the number of shares held or with voting rights, and the name or (company name) of the appointor, etc.</p>	<p>Article 79Article 75 The Company shall prepare a meeting register for attendee, which shall contain each attendee’s name (company name), ID number, address of residence, the number of shares held or with voting rights, and the name or (company name) of the appointor, etc.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
39	<p>Article 77 The convener and the legal advisers retained by the Company shall verify the legal eligibility of the shareholders based on the register of shareholders provided by the securities registration and clearing authority and shall register the name of the shareholders together with the numbers of shares with voting rights in their possession. Before the chairman of the meeting declares the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights in their possession, registration for the meeting shall be ended.</p>	<p>Article 81Article 77 The convener and the legal advisers retained by the Company shall verify the legal eligibility of the shareholders based on the register of shareholders provided by the securities registration and clearing authority and shall register the name of the shareholders together with the numbers of shares with voting rights in their possession. Before the chairman of the meeting declares the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights in their possession, on-site registration for the meeting shall be ended.</p>
40	<p>Article 78 When convening a general meeting, all directors, supervisors and the secretary to the board of directors shall attend the meeting in person while managers and other senior management officers shall attend the meeting as non-voting attendees.</p>	<p>Article 82Article 78 If a general meeting requires the attendance of directors or senior officers, the directors or senior officers shall do so and answer shareholders’ inquiries. When convening a general meeting, all directors, supervisors and the secretary to the board of directors shall attend the meeting in person while managers and other senior management officers shall attend the meeting as non-voting attendees.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
41	<p>Article 79 The Company shall formulate the rules of procedures for general meeting, specifying in details the convening and voting procedures for general meeting, including notice, registration, consideration of motions submitted, voting, ballot counting, announcement of the voting result, formation of a resolution, minutes and their signing, announcement, and the principles of authorization by the general meeting to the board of directors, and the contents of authorization shall be clear and specific. Rules of procedures for general meeting, as an appendix to the Articles of Association, shall be prepared by the board of directors and approved by the general meeting of the shareholders.</p>	<p>Article 83Article 79 The Company shall formulate the rules of procedures for general meeting, specifying in details the convening, holding and voting procedures for general meeting, including notice, registration, consideration of motions submitted, voting, ballot counting, announcement of the voting result, formation of a resolution, minutes and their signing, announcement, and the principles of authorization by the general meeting to the board of directors, and the contents of authorization shall be clear and specific. Rules of procedures for general meeting, as an appendix to the Articles of Association, shall be prepared by the board of directors and approved by the general meeting of the shareholders.</p>
42	<p>Article 80 At the annual general meeting, the board of directors and the supervisory committee report their work over the previous year, and each of the independent nonexecutive directors has to report their work also.</p>	<p>Article 84Article 80 At the annual general meeting, the board of directors and the supervisory committee reports itsreport their work over the previous year, and each of the independent non-executive directors has to report their work also.</p>
43	<p>Article 81 Directors, supervisors and the senior management officers should respond and explain to the questioning of and recommendations made by shareholders at the general meeting.</p>	<p>Article 85Article 81 Directors; supervisors and the senior management officers should respond and explain to the questioning of and recommendations made by shareholders at the general meeting.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
44	<p>Article 83 The general meeting shall maintain minutes of the meeting, and the secretary of the board of directors shall be responsible for the minutes, which shall record the following:</p> <p>(1) time, place, agenda of the meeting and the name or title of the convener;</p> <p>(2) names of the chairman of the meeting, directors, supervisors, managers and other senior officers present or sit in at the meeting;</p> <p>(3) number of holders of domestic-invested shares, overseas-listed foreign-invested shares, floating shares and non-floating shares (including their proxies) present at the meeting, and total number of voting shares held by them and the percentage of these shares to the total number of shares of the Company;</p> <p>(4) process of consideration for each motion, important points of the speaking and voting results;</p> <p>(5) reply or explanation to shareholders’ questions or recommendations;</p> <p>(6) names of the lawyer and the scrutinizer;</p> <p>(7) such other matters as required by the Articles of Association to be included.</p>	<p>Article 87Article 83 The general meeting shall maintain minutes of the meeting, and the secretary of the board of directors shall be responsible for the minutes, which shall record the following:</p> <p>(1) time, place, agenda of the meeting and the name or title of the convener;</p> <p>(2) names of the chairman of the meeting and the directors and other senior officers present at the meetingnames of the chairman of the meeting, directors, supervisors, managers and other senior officers present or sit in at the meeting;</p> <p>(3) the number of shareholders and proxies attending the meeting and the total number of voting shares held by them and the percentage of these shares to the total number of shares of the Companynumber of holders of domestic-invested shares, overseas-listed foreign-invested shares, floating shares and non-floating shares (including their proxies) present at the meeting, and total number of voting shares held by them and the percentage of these shares to the total number of shares of the Company;</p> <p>(4) process of consideration for each motion, important points of the speaking and voting results;</p> <p>(5) reply or explanation to shareholders’ questions or recommendations;</p> <p>(6) names of the lawyer and the scrutinizer;</p> <p>(7) such other matters as required by the Articles of Association to be included.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
45	<p>Article 84 The convener should ensure the truthfulness, accuracy and completeness of the minutes of the meeting. Directors, supervisors, the secretary to the board of directors, the convener or his representative and the chairman of the meeting shall sign on the minutes of the meeting. The minutes of the meeting should be maintained with the register for signing of attending shareholders and the letters of authorization of their proxies, and voting information otherwise derived for a period not less than 10 years.</p>	<p>Article 88Article 84 The convener should ensure the truthfulness, accuracy and completeness of the minutes of the meeting. Directors attending or present at the meeting, the secretary to the board of directors, the convener or his representative and the chairman of the meeting shall sign on the minutes of the meetingDirectors, supervisors, the secretary to the board of directors, the convener or his representative and the chairman of the meeting shall sign on the minutes of the meeting. The minutes of the meeting should be maintained with the register for signing of attending shareholders and the letters of authorization of their proxies, and voting information otherwise derived for a period not less than 10 years.</p>
46	<p>Article 86 Resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution must be passed by over half of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p>A special resolution must be passed by more than two thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.</p>	<p>Article 90Article 86 Resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution must be passed by over half of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p>A special resolution must be passed by more than two thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
47	<p>Article 87 Shareholders (including proxies) exercise their voting rights in proportion to their shareholdings with voting rights, and each share entitles the shareholder one voting right.</p> <p>The same voting right shall only select any one of the voting methods, namely voting on-site, online voting or other voting methods. Only the first voting result is viewed as valid for any multiple votings of the same voting right.</p> <p>.....</p> <p>The board of directors, independent directors, shareholders holding more than 1% of the shares carrying voting rights or investor protection agencies established in accordance with the laws, administrative regulations or requirements of the CSRC may publicly solicit votes of the Company’s shareholders at general meetings, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights except for statutory conditions. Public solicitation of votes shall be made in accordance with regulations of relevant regulatory authorities and the stock exchange on which the shares of the Company are listed. The board of directors, independent non-executive directors and shareholders who meet relevant conditions may gather shareholders’ voting rights. Voting rights shall be gathered without paying any consideration, and sufficient information disclosure shall be made to the shareholders from whom voting rights are gathered.</p>	<p>Article 91Article 87 Shareholders (including proxies) other than holders of class shares shall exercise their voting rights in proportion to their shareholdings with voting rights, and each share entitles the shareholder one voting right.</p> <p>The same voting right shall only select any one of the voting methods, namely voting on-site, online voting or other voting methods. Only the first voting result is viewed as valid for any multiple votings of the same voting right.</p> <p>.....</p> <p>The board of directors, independent non-executive directors, shareholders holding more than 1% of the shares carrying voting rights or investor protection agencies established in accordance with the laws, administrative regulations or requirements of the CSRC may publicly solicit votes of the Company’s shareholders at general meetings, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights except for statutory conditions. Public solicitation of votes shall be made in accordance with regulations of relevant regulatory authorities and the stock exchange on which the shares of the Company are listed. The board of directors, independent non-executive directors and shareholders who meet relevant conditions may gather shareholders’ voting rights. Voting rights shall be gathered without paying any consideration, and sufficient information disclosure shall be made to the shareholders from whom voting rights are gathered.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
48	<p>Article 88 The following matters shall be resolved by an ordinary resolution at a general meeting:</p> <p>(1) work reports of the board of directors and the supervisory committee;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the board of directors;</p> <p>(3) election or removal of members of the board of directors and members of the supervisory committee, their remuneration and manner of payment;</p> <p>(4) annual preliminary budgets and final budgets, annual report of the Company, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(5) engagement, termination or non-renewal of the accounting firm and audit fees (irrespective of the terms of the contract entered into between the accounting firm and the Company);</p> <p>(6) matters other than those required by laws and administrative regulations or the Company’s Articles of Association to be adopted by a special resolution.</p>	<p>Article 92Article 88 The following matters shall be resolved by an ordinary resolution at a general meeting:</p> <p>(1) work reports of the board of directors and the supervisory committee;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the board of directors;</p> <p>(3) election or removal of members of the board of directors and members of the supervisory committee, their remuneration and manner of payment;</p> <p>(4) annual preliminary budgets and final budgets, annual report of the Company, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(5) engagement, termination or non-renewal of the accounting firm and audit fees (irrespective of the terms of the contract entered into between the accounting firm and the Company);</p> <p>(5)(6) matters other than those required by laws and administrative regulations or the Company’s Articles of Association to be adopted by a special resolution.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
49	<p>Article 89 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>.....</p> <p>(4) purchase or disposal of material assets or any guarantee, the amount of which exceeds 30% of the latest audited total assets of the Company;</p> <p>.....</p> <p>(6) other matters stipulated by the law, administrative regulations or the Articles of Association and which may have a significant impact on the Company if passed by ordinary resolutions, which need to be passed by special resolutions.</p>	<p>Article 93Article 89 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>.....</p> <p>(4) purchase or disposal of material assets or any guarantee provided to others within one year, the amount of which exceeds 30% of the latest audited total assets of the Company;</p> <p>.....</p> <p>(6) other matters stipulated by the law, administrative regulations or the Articles of Association and which may have a significant impact on the Company if passed by ordinary resolutions, which need to be passed by special resolutions.</p>
50	<p>Article 91 Unless a prior approval in the form of special resolution is obtained at a general meeting, the Company shall not enter into any contract with any party other than the directors, managers and other senior management officers pursuant to which such party shall be responsible for management of the whole or any substantial part of the Company’s business, save when the Company is in a crisis.</p>	<p>Article 95Article 91 Unless a prior approval in the form of special resolution is obtained at a general meeting, the Company shall not enter into any contract with any party other than the directors, managers and other senior management officers pursuant to which such party shall be responsible for management of the whole or any substantial part of the Company’s business, save when the Company is in a crisis.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
51	<p>Article 92 The list of candidate for directors and supervisors shall be submitted to the general meeting by way of a proposal.</p> <p>When the general meeting votes on the election of directors and supervisors, the accumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolution of the general meeting.</p>	<p>Article 96Article 92 The list of candidate for directors and supervisors shall be submitted to the general meeting by way of a proposal.</p> <p>When the general meeting votes on the election of directors and supervisors, the accumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolution of the general meeting.</p> <p>Cumulative voting shall be adopted for the election of two or more independent non-executive directors at a general meeting.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
52	<p>Article 93 For a matter relating to the election of directors and supervisors is proposed to be discussed at the general 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>(1) personal information such as educational background, working experience, and any part-time job;</p> <p>(2) whether there is any connected relationship between them and the Company or its controlling shareholder(s) or beneficial owner(s);</p> <p>(3) disclosure of their shareholdings in the Company;</p> <p>(4) whether or not they have been subject to any punishment by China Securities Regulatory Commission or other related authorities or stock exchanges.</p> <p>In addition to adopting the accumulative voting system to elect directors and supervisors, each of the candidates for directors and supervisors shall be proposed in a separate motion.</p> <p>Under the aforesaid accumulative voting system, each share carrying voting right is entitled to such number of votes equivalent to the number of director and supervisor candidates which may be pooled in the course of the election of directors and supervisors at the shareholders’ general meeting. The board of directors shall make a public announcement to the shareholders concerning the biographies and general information of the candidates for directors and supervisors.</p>	<p>Article 97Article 93 For a matter relating to the election of directors and supervisors is proposed to be discussed at the general 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>(1) personal information such as educational background, working experience, and any part-time job;</p> <p>(2) whether there is any connected relationship between them and the Company or its controlling shareholder(s) or beneficial owner(s);</p> <p>(3) disclosure of their shareholdings in the Company;</p> <p>(4) whether or not they have been subject to any punishment by China Securities Regulatory Commission or other related authorities or stock exchanges.</p> <p>In addition to adopting the accumulative voting system to elect directors and supervisors, each of the candidates for directors and supervisors shall be proposed in a separate motion.</p> <p>Under the aforesaid accumulative voting system, each share carrying voting right is entitled to such number of votes equivalent to the number of director and supervisor candidates which may be pooled in the course of the election of directors and supervisors at the shareholders’ general meeting. The board of directors shall make a public announcement to the shareholders concerning the biographies and general information of the candidates for directors and supervisors.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
53	<p>Article 95 When considering a motion at the general meeting, no change will be made thereto; otherwise, the relevant change shall be treated as a new motion which cannot proceed for voting at this general meeting.</p>	<p>Article 99Article 95 When considering a motion at the general meeting, no change will be made thereto; whenever change is made theretootherwise, the relevant change shall be treated as a new motion which cannot proceed for voting at this general meeting.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
54	<p>Article 96 Before a resolution is voted on at a general meeting, two shareholders representatives shall be elected as vote counters and scrutinizers. Any shareholder who is related to the matter under consideration and proxies of such shareholder shall not participate in vote counting or scrutinizing.</p> <p>When the shareholders are voting on the proposed resolutions, lawyers, shareholder representatives, supervisor representatives, auditors and/or the share registrar shall count and scrutinize the votes jointly, and the voting result will be announced forthwith. Voting on the resolutions will be recorded in the minutes of meeting.</p> <p>Shareholders of the Company or their proxies who cast votes via network or other means shall be entitled to review their own voting result through the relevant voting system.</p> <p>The on-site voting shall not end earlier than the network voting or any other method of voting at the shareholders’ general meeting. The chairperson of the meeting shall announce details of voting in connection with each proposed resolution, the voting result and whether the proposed resolution is passed in accordance with the voting result.</p> <p>Before the formal announcement of the voting result, the related parties including companies, vote counters, scrutineers, substantial shareholders and network service providers at the meeting or participating in on-site voting, network voting or other methods of voting, shall bear the duty of confidentiality of the voting.</p>	<p>Article 100Article 96 Before a resolution is voted on at a general meeting, two shareholders representatives shall be elected as vote counters and scrutinizers. Any shareholder who is related to the matter under consideration and proxies of such shareholder shall not participate in vote counting or scrutinizing.</p> <p>When the shareholders are voting on the proposed resolutions, lawyers, shareholder representatives, supervisor representatives, auditors and/or the share registrar shall count and scrutinize the votes jointly, and the voting result will be announced forthwith. Voting on the resolutions will be recorded in the minutes of meeting.</p> <p>Shareholders of the Company or their proxies who cast votes via network or other means shall be entitled to review their own voting result through the relevant voting system.</p> <p>The on-site voting shall not end earlier than the network voting or any other method of voting at the shareholders’ general meeting. The chairperson of the meeting shall announce details of voting in connection with each proposed resolution, the voting result and whether the proposed resolution is passed in accordance with the voting result.</p> <p>Before the formal announcement of the voting result, the related parties including companies, vote counters, scrutineers, substantial shareholders and network service providers at the meeting or participating in on-site voting, network voting or other methods of voting, shall bear the duty of confidentiality of the voting.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
55	<p>Article 100 In event that a motion in relation to election of directors or supervisors is passed at a general meeting, the term of office for the newly elected directors or supervisors shall be announced in the announcement of resolutions passed at the general meeting.</p>	<p>Article 104Article 100 In event that a motion in relation to election of directors or supervisors is passed at a general meeting, the term of office for the newly elected directors or supervisors shall be announced in the announcement of resolutions passed at the general meeting.</p>
56	<p>Article 102 Shareholders who request for the convening of an extraordinary general meeting or a class shareholder meeting shall comply with the following procedures:</p> <p>Any shareholders individually or aggregately holding more than 10% of the shares of the Company are entitled to request, in writing, to the board of directors to convene an extraordinary general meeting or class meeting. The board of directors shall reply, in writing, within ten (10) days of receiving such request, whether it consents to such request in accordance with the provisions of the laws, administrative regulations and the Articles of Association.</p> <p>If the board of directors agrees to convene an extraordinary general meeting or a class meeting, the board of directors shall give the notice convening an extraordinary general meeting or class meeting within five (5) days after it has passed the relevant resolution. Any change to the original request is subject to the consent of the relevant shareholders.</p>	<p>Article 106Article 102 Shareholders who request for the convening of an extraordinary general meeting or a class shareholder meeting shall comply with the following procedures:</p> <p>Any shareholders individually or aggregately holding more than 10% of the shares of the Company are entitled to request, in writing, to the board of directors to convene an extraordinary general meeting or class meeting. The board of directors shall reply, in writing, within ten (10) days of receiving such request, whether it consents to such request in accordance with the provisions of the laws, administrative regulations and the Articles of Association.</p> <p>If the board of directors agrees to convene an extraordinary general meeting or a class meeting, the board of directors shall give the notice convening an extraordinary general meeting or class meeting within five (5) days after it has passed the relevant resolution. Any change to the original request is subject to the consent of the relevant shareholders.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
	<p>If the board of directors rejects to convene such a general meeting or class meeting or fails to reply within ten (10) day of receiving such request, such shareholders individually or aggregately holding more than 10% of the shares of the Company are entitled to request, in writing, to the supervisory committee to convene such an extraordinary general meeting or a class meeting.</p> <p>If the supervisory committee agrees to convene an extraordinary general meeting or a class meeting, the supervisory committee shall give the notice convening an extraordinary general meeting or a class meeting within five (5) days of receiving such request. Any change to the original request is subject to the consent of the relevant shareholders.</p> <p>If the supervisory committee fails to give a notice convening such a general meeting or class meeting within the prescribed time, it shall be deemed as having failed to convene and preside at such a general meeting or class meeting, in which circumstance, shareholders individually or aggregately holding more than 10% of the shares of the Company are entitled to convene and preside at the meeting after ninety (90) consecutive days.</p>	<p>If the board of directors rejects to convene such a general meeting or class meeting or fails to reply within ten (10) day of receiving such request, such shareholders individually or aggregately holding more than 10% of the shares of the Company are entitled to request, in writing, to the auditsupervisory committee to convene such an extraordinary general meeting or a class meeting.</p> <p>If the auditsupervisory committee agrees to convene an extraordinary general meeting or a class meeting, the auditsupervisory committee shall give the notice convening an extraordinary general meeting or a class meeting within five (5) days of receiving such request. Any change to the original request is subject to the consent of the relevant shareholders.</p> <p>If the auditsupervisory committee fails to give a notice convening such a general meeting or class meeting within the prescribed time, it shall be deemed as having failed to convene and preside at such a general meeting or class meeting, in which circumstance, shareholders individually or aggregately holding more than 10% of the shares of the Company are entitled to convene and preside at the meeting after ninety (90) consecutive days.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
57	<p>Article 103 Independent non-executive directors are entitled to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the laws, administrative regulations and these Articles of Association, furnish a written reply agree or disagree to the convening of an extraordinary general meeting within 10 days after receiving such proposal from the independent non-executive directors.</p> <p>In the event that the board of directors agrees to convene an extraordinary general meeting, the notice of the general meeting shall be issued within 5 days after the passing of the relevant board resolution. In the event that the board of directors does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given by way of announcement.</p>	<p>Article 107Article 103 The board of directors shall timely convene the general meeting within a prescribed time frame.</p> <p>With the approval by a majority of all independent non-executive directors, independent non-executive directors are entitled to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the laws, administrative regulations and these Articles of Association, furnish a written reply agree or disagree to the convening of an extraordinary general meeting within 10 days after receiving such proposal from the independent non-executive directors.</p> <p>In the event that the board of directors agrees to convene an extraordinary general meeting, the notice of the general meeting shall be issued within 5 days after the passing of the relevant board resolution. In the event that the board of directors does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given by way of announcement.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
58	<p>Article 104 The supervisory committee is entitled to propose the convening of an extraordinary general meeting to the board of directors, provided that such proposal shall be made in writing. The board of directors shall, in accordance with the laws, administrative regulations and these Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days after receiving such proposal.</p> <p>In the event that the board of directors agrees to convene an extraordinary general meeting, the notice of the general meeting shall be issued within 5 days after the passing of the relevant resolution of the board of directors. Any change to the original proposal made in the notice requires prior approval of the supervisory committee.</p> <p>In the event that the board of directors does not agree to convene an extraordinary general meeting or does not furnish any reply within 10 days after receiving such proposal, the board of directors shall be deemed as incapable of performing or failing to perform the duty of convening a general meeting, in which case the supervisory committee may convene and preside over such meeting on an unilateral basis.</p>	<p>Article 108Article 104 The auditsupervisorysupervisory committee is entitled to propose the convening of an extraordinary general meeting to the board of directors, provided that such proposal shall be made in writing. The board of directors shall, in accordance with the laws, administrative regulations and these Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days after receiving such proposal.</p> <p>In the event that the board of directors agrees to convene an extraordinary general meeting, the notice of the general meeting shall be issued within 5 days after the passing of the relevant resolution of the board of directors. Any change to the original proposal made in the notice requires prior approval of the auditsupervisorysupervisory committee.</p> <p>In the event that the board of directors does not agree to convene an extraordinary general meeting or does not furnish any reply within 10 days after receiving such proposal, the board of directors shall be deemed as incapable of performing or failing to perform the duty of convening a general meeting, in which case the auditsupervisorysupervisory committee may convene and preside over such meeting on an unilateral basis.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
59	<p>Article 105 If the supervisory committee or shareholders determine to convene a general meeting on their own, they shall give a written notice to the board of directors and file the same with the stock exchange(s) for records.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the general meeting.</p> <p>The supervisory committee or the convening shareholder shall submit relevant evidence to the stock exchange(s) upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.</p>	<p>Article 109Article 105 If the auditsupervisory committee or shareholders determine to convene a general meeting on their own, they shall give a written notice to the board of directors and file the same with the stock exchange(s) for records.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the general meeting.</p> <p>The auditsupervisory committee or the convening shareholder shall submit relevant evidence to the stock exchange(s) upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.</p>
60	<p>Article 106 The board of directors and the secretary to the board of directors shall cooperate with respect to matters relating to a general meeting convened by the supervisory committee or shareholders at their own discretion. The board of directors will provide the register of shareholders as of the date of record date.</p>	<p>Article 110Article 106 The board of directors and the secretary to the board of directors shall cooperate with respect to matters relating to a general meeting convened by the auditsupervisory committee or shareholders at their own discretion. The board of directors will provide the register of shareholders as of the date of record date.</p>
61	<p>Article 107 Expenses arising from convening of a general meeting by the supervisory committee or shareholders shall be borne by the Company.</p>	<p>Article 111Article 107 Expenses arising from convening of a general meeting by the auditsupervisory committee or shareholders shall be borne by the Company.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
62	<p>Article 108 The general meetings shall be presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable or fails to perform his duty, the general meetings shall be presided over by a director jointly elected by no less than one half of the directors.</p> <p>The general meeting convened by the supervisory committee shall be presided over by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable to perform his duties or has failed to perform his duties, a supervisor elected by more than half of the supervisors shall preside over the meeting.</p> <p>Shareholders may convene the meeting themselves and a representative nominated by the convener shall preside over the meeting.</p> <p>In the event that when convening the general meeting, the person presiding over the general meeting violates the rules of procedures so that the meeting could not proceed, another person may be nominated to preside over the meeting, subject to the approval of shareholders present at the meeting entitled to more than half of the voting rights.</p>	<p>Article 112Article 108 The general meetings shall be presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable or fails to perform his duty, the general meetings shall be presided over by a director jointly elected by no less than one half of the directors.</p> <p>A general meeting convened by the audit committee shall be presided over by the convener of the audit committee. If the convener of the audit committee is unable to perform his duties or has failed to perform his duties, a member of the audit committee elected by a majority of the members of the audit committee shall preside over the meeting.The general meeting convened by the supervisory committee shall be presided over by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable to perform his duties or has failed to perform his duties, a supervisor elected by more than half of the supervisors shall preside over the meeting.</p> <p>Shareholders may convene the general meeting themselves and the convener or a representative nominated by the convener shall preside over the meeting.</p> <p>In the event that when convening the general meeting, the person presiding over the general meeting violates the rules of procedures so that the meeting could not proceed, another person may be nominated to preside over the meeting, subject to the approval of shareholders attendingpresent at the meeting entitled to more than half of the voting rights.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
63	<p>Article 121 According to requirements of the Constitution, the Company shall establish an organization under the Communist Party of China. The Party organization will play a core leadership and core political role, managing the general situation and ensuring the implementation. The Company shall establish the related working organs of the Party which shall be equipped with sufficient staff to provide the necessary conditions for the activities carried out by the Party Organization.</p> <p>The Company established the Committee of the Communist Party of the PRC of Beijing Jingcheng Machinery Electric Company Limited (hereinafter referred to as the “Party Committee of the Company”) and the Discipline Inspection Commission of the Communist Party of the PRC of Beijing Jingcheng Machinery Electric Company Limited Disciplinary Inspection Committee (hereinafter referred to as the “Discipline Inspection Commission of the Company”). According to the laws and regulations of the PRC, the laws of the venues of listing or the relevant provisions of the stock exchanges, eligible members of the Party Committee of the Company may take seats in the board of directors, the supervisory committee and the senior management through statutory procedures, while eligible members of the board of directors, the supervisory committee and the senior management may take seats in the Party Committee of the Company in accordance with relevant rules and procedures.</p>	<p>Article 125Article 121 According to requirements of the Constitution, the Company shall establish an organization under the Communist Party of China. The Party organization will play a core leadership and core political role, managing the general situation and ensuring the implementation. The Company shall establish the related working organs of the Party which shall be equipped with sufficient staff to provide the necessary conditions for the activities carried out by the Party Organization.</p> <p>The Company established the Committee of the Communist Party of the PRC of Beijing Jingcheng Machinery Electric Company Limited (hereinafter referred to as the “Party Committee of the Company”) and the Discipline Inspection Commission of the Communist Party of the PRC of Beijing Jingcheng Machinery Electric Company Limited Disciplinary Inspection Committee (hereinafter referred to as the “Discipline Inspection Commission of the Company”). According to the laws and regulations of the PRC, the laws of the venues of listing or the relevant provisions of the stock exchanges, eligible members of the Party Committee of the Company may take seats in the board of directors, the supervisory committee and the senior management through statutory procedures, while eligible members of the board of directors, the supervisory committee and the senior management may take seats in the Party Committee of the Company in accordance with relevant rules and procedures.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
64	<p>Article 122 The Party Committee of the Company shall perform the following duties in accordance with the internal regulations included in the Constitution.</p> <p>(1) Guarantee and supervise the implementation of policies and guidelines of the Party and the State and key strategic deployment of higher-level Party organizations in the Company.</p> <p>(2) Insist on the integration of the principle that the Party manages the officials with the function of the Board in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management. During the election or appointment of senior management of the Company, the members of the Party Committee of the Company shall carefully consider, conduct investigations on the candidates to be appointed and collective research to raise opinions and suggestions.</p> <p>(3) Study and discuss reform, development and stability of the Company, material operation and management issues and material issues concerning employees’ immediate interests, and propose opinions and suggestions thereon.</p> <p>(4) Assume the primary responsibility to run the Party comprehensively with strict disciplines, lead the Company’s ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Company and the Communist Youth League, lead the construction of the Party’s working style and its clean and honest administration, and support the Discipline Inspection Commission in earnestly performing its supervisory responsibilities.</p>	<p>Article 126Article 122 The Party Committee of the Company shall perform the following duties in accordance with the internal regulations included in the Constitution.</p> <p>(1) Guarantee and supervise the implementation of policies and guidelines of the Party and the State and key strategic deployment of higher-level Party organizations in the Company.</p> <p>(2) Insist on the integration of the principle that the Party manages the officials with the function of the Board in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management to support the lawful exercise of powers by the general meeting, the board of directors and the general manager. During the election or appointment of senior management of the Company, the members of the Party Committee of the Company shall carefully consider, conduct investigations on the candidates to be appointed and collective research to raise opinions and suggestions.</p> <p>(3) Study and discuss reform, development and stability of the Company, material operation and management issues and material issues concerning employees’ immediate interests, and propose opinions and suggestions thereon.</p> <p>(4) Assume the primary responsibility to run the Party comprehensively with strict disciplines, lead the Company’s ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Company and the Communist Youth League, lead the construction of the Party’s working style and its clean and honest administration, and support the Discipline Inspection Commission in earnestly performing its supervisory responsibilities.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
65	<p>Article 124 Directors shall be elected at general meetings, with a term of office of 3 years. At the expiry of a director’s term of office, the term is renewable upon re-election.</p> <p>The board of directors and shareholder(s) individually or jointly holding more than 1% of the Company’s shares may nominate candidate(s) for non-independent directors, and the board of directors, the supervisory committee and the shareholder(s) individually or jointly holding more than 1% of the Company’s shares in issue may nominate candidate(s) for independent directors. An investor protection agency established by law may publicly request shareholders to entrust it with the right to nominate independent non-executive directors on their behalf.</p> <p>A written notice stating the intention to nominate a candidate for the position of director and the willingness of this person to accept the nomination shall be sent to the Company after the dispatch of the notice of the meeting and no later than seven days prior to the date of such meeting.</p> <p>The chairman shall be elected by more than one half of all the members of the board of directors. The term of office for the chairman is three years, which is renewable upon re-election.</p>	<p>Article 128Article 124 Directors shall be elected at general meetings, with a term of office of 3 years. At the expiry of a director’s term of office, the term is renewable upon re-election.</p> <p>The board of directors and shareholder(s) individually or jointly holding more than 1% of the Company’s shares may nominate candidate(s) for non-independent directors, and the board of directors, the supervisory committee and the shareholder(s) individually or jointly holding more than 1% of the Company’s shares in issue may nominate candidate(s) for independent directors. An investor protection agency established by law may publicly request shareholders to entrust it with the right to nominate independent non-executive directors on their behalf.</p> <p>A written notice stating the intention to nominate a candidate for the position of director and the willingness of this person to accept the nomination shall be sent to the Company after the dispatch of the notice of the meeting and no later than seven days prior to the date of such meeting.</p> <p>The chairman shall be elected by more than one half of all the members of the board of directors. The term of office for the chairman is three years, which is renewable upon re-election.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
	<p>Subject to compliance with all relevant laws and administrative regulations, the general meeting of the shareholders may, by ordinary resolution, which shall come into effect from the date on which such resolution is made, remove any director before the expiry of his term. Where a director is removed from office prior to expiration of his/her term of office without reasonable cause, the director may demand compensation from the Company.</p> <p>A director needs not hold the shares of the Company.</p> <p>Managers and other senior officers may hold a concurrent post as a director. However, the total number of directors who are serving concurrently as managers or other senior officers and directors from employees’ representatives cannot exceed half of the total number of the Company’s directors.</p>	<p>Subject to compliance with all relevant laws and administrative regulations, the general meeting of the shareholders may, by ordinary resolution, which shall come into effect from the date on which such resolution is made, remove any director before the expiry of his term. Where a director is removed from office prior to expiration of his/her term of office without reasonable cause, the director may demand compensation from the Company.</p> <p>A director needs not hold the shares of the Company.</p> <p>Managers and otherA senior officers may hold a concurrent post as a director. However, the total number of directors who are serving concurrently as managers or other senior officers and directors from employees’ representatives cannot exceed half of the total number of the Company’s directors.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
66	<p>Article 126 The board of directors reports to general meetings and exercises the following powers:</p> <ol style="list-style-type: none"> 1. to convene the general meetings and report its work to the general meetings; 2. to implement the resolutions passed at the general meetings; 3. to decide on the Company’s business plans and investment schemes; 4. to formulate the Company’s annual budget schedule and budget implementation proposal; 5. to formulate the Company’s profit distribution plan and loss recovery plan; 6. to formulate proposals for increase or reduction of the Company’s registered capital and the issue of corporate debentures; 7. to draw up proposals for important acquisition, purchase of the Company’s share, or combination, division, dissolution and change in the form of the Company; 8. to decide within the authorization of the general meeting on investment, purchase, sale or mortgage of assets, guarantee, wealth management, related transaction, external donation and the like; 9. to determine the establishment of the Company’s internal management structure; 	<p>Article 130Article 126 The board of directors reports to general meetings and exercises the following powers:</p> <ol style="list-style-type: none"> 1. to convene the general meetings and report its work to the general meetings; 2. to implement the resolutions passed at the general meetings; 3. to decide on the Company’s business plans and investment schemes; 4. to formulate the Company’s annual budget schedule and budget implementation proposal; 4.5- to formulate the Company’s profit distribution plan and loss recovery plan; 5.6- to formulate proposals for increase or reduction of the Company’s registered capital and the issue of corporate debentures; 6.7- to draw up proposals for important acquisition, purchase of the Company’s share, or combination, division, dissolution and change in the form of the Company; 7.8- to decide within the authorization of the general meeting on investment, purchase, sale or mortgage of assets, guarantee, wealth management, related transaction, external donation and the like; 8.9- to determine the establishment of the Company’s internal management structure;

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
	<p>10. to decide on the appointment or dismissal of the Company’s manager and secretary of the board of directors and to determine matters in relation to their remuneration, rewards and penalties, to appoint or dismiss as nominated by the manager deputy managers, financial officers, chief engineers, general counsel and other senior officers of the Company, and to determine matters in relation to their remuneration, rewards and penalties;</p> <p>11. to formulate basic management policy for the Company;</p> <p>12. to formulate proposed amendments to the Articles of Association;</p> <p>13. to manage the Company’s information disclosure;</p> <p>14. to determine the Company’s interim dividend distribution plan;</p> <p>15. to propose to the general meeting to appoint or dismiss an accountancy firm as the internal control auditor;</p> <p>16. to listen to the work report by the manager of the Company and inspect their work;</p> <p>17. to exercise other powers conferred by laws, administrative regulations, departmental rules or the Articles of Association;</p> <p>18. to exercise any other powers conferred by the shareholders at the general meetings.</p> <p>Except for the resolutions of the board of directors in respect of the matters specified in items 6, 7 and 12 which shall be passed by two-thirds or more of the directors, the resolutions of the board of directors in respect of any other aforesaid matters may be passed by more than half of the directors.</p>	<p>9.10. to decide on the appointment or dismissal of the Company’s manager, and secretary of the board of directors and other senior officers and to determine matters in relation to their remuneration, rewards and penalties, to appoint or dismiss as nominated by the manager deputy managers, financial officers, chief engineers, general counsel and other senior officers of the Company, and to determine matters in relation to their remuneration, rewards and penalties;</p> <p>10.11. to formulate basic management policy for the Company;</p> <p>11.12. to formulate proposed amendments to the Articles of Association;</p> <p>12.13. to manage the Company’s information disclosure;</p> <p>13.14. to determine the Company’s interim dividend distribution plan;</p> <p>14.15. to propose to the general meeting to appoint or dismiss an accountancy firm as the internal control auditor;</p> <p>15.16. to listen to the work report by the manager of the Company and inspect their work;</p> <p>16.17. to exercise other powers conferred by laws, administrative regulations, departmental rules or the Articles of Association;</p> <p>17.18. to exercise any other powers conferred by the shareholders at the general meetings.</p> <p>Except for the resolutions of the board of directors in respect of the matters specified in items 5, 6 and 116, 7 and 12 which shall be passed by two-thirds or more of the directors, the resolutions of the board of directors in respect of any other aforesaid matters may be passed by more than half of the directors.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
67	<p>Article 131 There shall be at least 4 regular meetings of the board of directors in a year, approximately 1 meeting for every quarter, which shall be convened by the chairman of the board. A notice shall be sent to each director by means of EMS, registered mail, email or special personal delivery fourteen days before the meeting.</p> <p>The notice of the board meeting shall include the following:</p> <ol style="list-style-type: none"> (1) Date and place of the meeting; (2) Duration of the meeting; (3) Reasons and subject matters; (4) Date of issuing the notice. <p>Shareholders representing one tenth or more of voting rights, one third or more directors, the supervisory committee, the manager of the Company, or half or more independent non-executive directors may propose to convene an extraordinary board meeting. The chairman of the board shall convene and preside over a board meeting within ten days upon receiving such proposal.</p> <p>An extraordinary board meeting shall be notified in the same means for a regular board meeting. However, the notice shall be dispatched at least eight hours in advance and no later than ten days before the meeting.</p>	<p>Article 135Article 131 There shall be at least 4 regular meetings of the board of directors in a year, approximately 1 meeting for every quarter, which shall be convened by the chairman of the board. A notice shall be sent to each director by means of EMS, registered mail, email or special personal delivery fourteen days before the meeting.</p> <p>The notice of the board meeting shall include the following:</p> <ol style="list-style-type: none"> (1) Date and place of the meeting; (2) Duration of the meeting; (3) Reasons and subject matters; (4) Date of issuing the notice. <p>Shareholders representing one tenth or more of voting rights, one third or more of directors, or the auditsupervisory committee, the manager of the Company, or half or more independent non-executive directors may propose to convene an extraordinary board meeting. The chairman of the board shall convene and preside over a board meeting within ten days upon receiving such proposal.</p> <p>An extraordinary board meeting shall be notified in the same means for a regular board meeting. However, the notice shall be dispatched at least eight hours in advance and no later than ten days before the meeting.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
68	<p>Article 137 When a director or his associate (has the same meaning as defined in the securities listing rules of Hong Kong Exchanges and Clearing) has an important interest in any contract or arrangement, this director (unless exempted from relevant listing rules, laws and regulations in Hong Kong and PRC) shall abstain from voting on the approval of the said contract or arrangement. Such board meeting shall be convened with attendance of more than half of the number of directors who are not connected, and such resolutions shall be passed by a simple majority of those directors who are not connected at the board meeting. In the event that there is less than 3 directors who are not connected attend the board meeting, such matter shall be submitted to the general meeting for consideration.</p>	<p>Article 141Article 137 If a director or his/her associate (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) has a connected relationship with a company or individual involved in a matter to be resolved at a board meeting, the director shall promptly report such relationship to the board of directors in writing. Unless exempted by the relevant listing rules, laws or regulations in the PRC or Hong Kong, connected directors shall not exercise their voting rights on the resolution nor act as proxies for other directors to exercise their voting rights. A majority of non-connected directors shall form a quorum of the board meeting, with the resolution required to be approved by a majority of non-connected directors. If the number of non-connected directors attending the board meeting is less than three, the matter shall be submitted to the general meeting for consideration.</p> <p>When a director or his associate (has the same meaning as defined in the securities listing rules of Hong Kong Exchanges and Clearing) has an important interest in any contract or arrangement, this director (unless exempted from relevant listing rules, laws and regulations in Hong Kong and PRC) shall abstain from voting on the approval of the said contract or arrangement. Such board meeting shall be convened with attendance of more than half of the number of directors who are not connected, and such resolutions shall be passed by a simple majority of those directors who are not connected at the board meeting. In the event that there is less than 3 directors who are not connected attend the board meeting, such matter shall be submitted to the general meeting for consideration.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
69	Newly added article	Article 144 The board of directors of the Company shall establish an audit committee to exercise the powers of the supervisory committee as set out in the Company Law.
70	Newly added article	Article 145 The audit committee shall consist of three members, who shall be directors not serving as senior officers of the Company. A majority of the members shall be independent non-executive directors, with an independent non-executive director with a professional accounting background serving as the convener.

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
71	Newly added article	<p>Article 146 The audit committee shall be responsible for reviewing the financial information of the Company and the disclosure thereof, as well as supervising and assessing internal and external audits and internal control. The following matters shall be submitted to the board of directors for consideration after being approved by a majority of all members of the audit committee:</p> <p>(1) disclosure of the financial information in financial and accounting reports and regular reports, and the internal control assessment report;</p> <p>(2) appointment or dismissal of accountancy firms which undertake the audit work of the Company;</p> <p>(3) appointment or dismissal of the financial officers of the Company;</p> <p>(4) changes in accounting policies or accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;</p> <p>(5) other matters as required by laws, administrative regulations, the CSRC, the rules of procedure of the audit committee of the board of directors and these Articles of Association.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
72	Newly added article	<p>Article 147 The audit committee shall convene at least one meeting during each quarter. An extraordinary meeting may be convened when two or more members of the committee propose, or the convener deems necessary. The quorum of a meeting of the audit committee shall be more than two thirds of the members.</p> <p>Any resolution of the audit committee shall be passed by a majority of its members.</p> <p>When voting on a resolution of the audit committee, each director shall have one vote.</p> <p>Resolutions of the audit committee shall be recorded in accordance with relevant regulations, and the members of the audit committee attending the meeting shall sign the meeting minutes.</p> <p>The rules of procedure of the audit committee shall be formulated by the board of directors.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
73	<p>Article 140 The audit committee is established under the Board of the Company. In accordance with its requirements, the Board may set up other relevant specialised committees such as strategy, nomination, remuneration and monitoring committee. Special committees are accountable to the board of directors and perform their duties in accordance with the Articles of Association and the authorization of the board of directors, and proposals shall be submitted to the board of directors for consideration and decision. Members of the special committees are all directors. Among which, a majority of members of the audit committee, nomination committee and remuneration and monitoring committee shall be independent non-executive directors who shall also be the conveners. All members of the audit committee are non-executive directors, and the accounting professional among the independent non-executive directors shall act as the convener. The board of directors shall be responsible for formulating the rules of procedure of the special committees to regulate their operations.</p> <p style="text-align: center;">.....</p>	<p>Article 148Article 140 The board of directors of the Company shall set up other specialised committees including the strategy committee, the nomination committee and the remuneration and monitoring committee. These committees shall be authorized by these Articles of Association and the board of directors to perform their duties, and proposals of these specialised committees shall be submitted to the board of directors for consideration and approval. The rules of procedure of these specialised committees shall be formulated by the board of directors. The audit committee is established under the Board of the Company. In accordance with its requirements, the Board may set up other relevant specialised committees such as strategy, nomination, remuneration and monitoring committee. Special committees are accountable to the board of directors and perform their duties in accordance with the Articles of Association and the authorization of the board of directors, and proposals shall be submitted to the board of directors for consideration and decision. Members of the special committees are all directors. Among which, a majority of members of the audit committee, nomination committee and remuneration and monitoring committee shall be independent non-executive directors who shall also be the conveners. All members of the audit committee are non-executive directors, and the accounting professional among the independent non-executive directors shall act as the convener. The board of directors shall be responsible for formulating the rules of procedure of the special committees to regulate their operations.</p> <p style="text-align: center;">.....</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE “ARTICLES OF ASSOCIATION”,
“RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS”
AND “RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS”**

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
74	<p>Article 141 The audit committee is responsible for reviewing the Company’s financial information and its disclosure and supervision, as well as evaluation of internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration upon the consent of more than half of all members of the audit committee:</p> <p style="padding-left: 40px;">(I) Disclosure of financial information and internal control evaluation reports in financial reports and periodic reports;</p> <p style="padding-left: 40px;">(II) Appointment or dismissal of accounting firms that undertake audit services for the Company;</p> <p style="padding-left: 40px;">(III) Appointment or dismissal of the chief financial officer of the Company;</p> <p style="padding-left: 40px;">(IV) Change of accounting policies and accounting estimates, or correction of significant accounting errors due to reasons other than changes in accounting standards;</p> <p style="padding-left: 40px;">(V) Other matters stipulated by laws, administrative regulations, the regulations of CSRC, the Articles of Association, and the terms of reference of the audit committee of the board of directors.</p> <p>The audit committee shall convene meeting at least once a quarter and may convene an extraordinary meeting if two or more members so proposed, or if the convenor deems it necessary. Meetings of the audit committee shall be held only if more than two thirds of the members are present.</p>	<p>Article deleted, with its contents incorporated into Article 146 and Article 147</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
75	<p>Article 143 The remuneration and monitoring committee is responsible for setting appraisal standards for directors and senior management and evaluating thereof, formulating and reviewing the remuneration policies and proposals for directors and senior management, and making recommendations to the board of directors on the following matters:</p> <p style="text-align: center;">.....</p> <p>The remuneration appraisal mechanism of directors, supervisors and senior management of the Company shall be implemented with reference to the remuneration management system and other relevant internal management systems of the Company.</p>	<p>Article 150Article 143 The remuneration and monitoring committee is responsible for setting appraisal standards for directors and senior management and evaluating thereof, formulating and reviewing the remuneration policies and proposals for directors and senior management such as the mechanism for determining remuneration, decision-making procedures and recourse arrangements for payment and stop-payment, and making recommendations to the board of directors on the following matters:</p> <p style="text-align: center;">.....</p> <p>The remuneration appraisal mechanism of directors, supervisors and senior management of the Company shall be implemented with reference to the remuneration management system and other relevant internal management systems of the Company.</p>
76	<p style="text-align: center;">Newly added article</p>	<p>Article 153 An independent non-executive director shall comply with laws and administrative regulations as well as the requirements of the CSRC, the Shanghai Stock Exchange, the Hong Kong Stock Exchange and these Articles of Association, perform their duties in good faith and play a role in decision-making, overseeing check- and-balance and providing professional advice as a member of the board of directors, thus safeguarding the overall interests of the Company and protecting the legitimate interests of minority shareholders.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
77	Newly added article	<p>Article 154 An independent non-executive director shall remain independent. The following persons shall not act as independent non-executive directors:</p> <p>(1) persons employed by the Company or its subsidiaries and their spouses, parents, children and major social relations;</p> <p>(2) natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or who are among the top ten shareholders of the Company, as well as their spouses, parents and children;</p> <p>(3) persons employed by shareholders of the Company which directly or indirectly hold more than 5% of the issued shares of the Company or which are among the top five shareholders of the Company, as well as their spouses, parents and children;</p> <p>(4) persons employed by the subsidiaries of the Company’s controlling shareholders or beneficial owners and their spouses, parents and children;</p> <p>(5) persons who have major business dealings with the Company and its controlling shareholders or beneficial owners or their respective subsidiaries, or persons employed by units which have major business dealings with the above entities and the controlling shareholders or beneficial owners of such units;</p> <p>(6) persons who provide financial, legal, consulting and sponsorship services to the Company and its controlling shareholders or beneficial owners or their respective subsidiaries, including but not limited to all project team members, reviewers at all levels, persons who sign off reports, partners, directors, senior management officers and principal persons in charge of intermediary agencies providing such services;</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
		<p>(7) persons who, in the past twelve months, belonged to any group of persons as described in items (1) to (6) above;</p> <p>(8) other persons who do not meet the independence requirements under the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;</p> <p>(9) other persons who do not possess independence in accordance with laws, administrative regulations, the provisions of the CSRC, the business rules of stock exchanges and these Articles of Association.</p> <p>The subsidiaries of the Company’s controlling shareholders or beneficial owners as referred to in items (4) to (6) above do not include companies which are controlled by the same state-owned asset administration institution as the Company and which do not have a connected relationship with the Company in accordance with relevant regulations.</p> <p>Independent non-executive directors shall conduct a self-assessment of their independence on an annual basis and submit the self-assessment results to the board of directors. The board of directors shall assess the independence of incumbent independent non-executive directors on an annual basis and issue a special opinion in relation thereto, which shall be disclosed at the same time as the annual report.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
78	Newly added article	<p>Article 155 Independent non-executive directors shall meet the following conditions:</p> <p>(1) being qualified to assume the office of a director in a listed company in accordance with laws, administrative regulations and other relevant provisions;</p> <p>(2) being independent as provided in these Articles of Association;</p> <p>(3) having the basic knowledge about the operation of a listed company and being familiar with relevant laws, regulations and rules;</p> <p>(4) having no less than five years of working experience in the legal, accounting or economic profession required for performing the duty of an independent director;</p> <p>(5) having good personal character without major breach of trust or other adverse records;</p> <p>(6) other conditions specified by laws, administrative regulations, the provisions of the CSRC, business rules of Shanghai Stock Exchange, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange and these Articles of Association.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
79	<p>Article 149 Independent non-executive directors shall discharge the following duties:</p> <p>(1) Participating in the decision-making of the board of directors and expressing explicit opinions on the matters considered;</p> <p>(2) Supervising potential material conflicts of interest between the listed companies and its controlling shareholders, actual controllers, directors and senior management in accordance with the Administrative Measures for Independent Directors of Listed Companies, promoting the decision-making of the board of directors to meet the overall interests of the Company and protecting the lawful rights and interests of minority shareholders;</p> <p>(3) Providing professional and objective advice on the operation and development of the listed companies and promoting the improvement of the decision-making level of the board of directors;</p> <p>(4) Other duties prescribed by laws, administrative regulations, CSRC regulations and the Articles of Association.</p>	<p>Article 156Article 149 As a member of the board of directors, an independent non-executive director has obligations of loyalty and diligence to the Company and all its shareholders, and shall prudently perform the following dutiesIndependent non-executive directors shall discharge the following duties:</p> <p>(1) Participating in the decision-making of the board of directors and expressing explicit opinions on the matters considered;</p> <p>(2) Overseeing potential material conflicts of interest between the Company and its controlling shareholders, beneficial owners, directors and senior management, and protecting the legitimate interests of minority shareholdersSupervising potential material conflicts of interest between the listed companies and its controlling shareholders, actual controllers, directors and senior management in accordance with the Administrative Measures for Independent Directors of Listed Companies, promoting the decision-making of the board of directors to meet the overall interests of the Company and protecting the lawful rights and interests of minority shareholders;</p> <p>(3) Providing professional and objective advice on the operation and development of the Companylisted companies and promoting the improvement of the decision-making level of the board of directors;</p> <p>(4) Other duties prescribed by laws, administrative regulations, CSRC regulations and thesethe Articles of Association.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
80	<p>Article 148 The independent non-executive directors may exercise the following special duties and functions:</p> <p>(1) independently engaging an intermediary organisation to audit, consult or verify specific matters of listed companies;</p> <p>(2) proposing to the board of directors the holding of extraordinary general meetings;</p> <p>(3) proposing the holding of board meetings;</p> <p>(4) publicly soliciting shareholders’ rights from shareholders according to law;</p> <p>(5) expressing independent opinions on matters that may be detrimental to the rights and interests of listed companies or minority shareholders;</p> <p>(6) other matters stipulated by laws, administrative regulations, CSRC regulations and the Articles of Association.</p> <p>In exercising the duties and functions set out in items (I) to (III) of the paragraph above, the consents of more than one-half of all independent non-executive directors shall be obtained.</p> <p>Where an independent non-executive director exercises his/her duties and functions under item (I), the listed company shall make timely disclosure. Where the above duties and functions cannot be exercised normally, the listed company shall disclose the specific circumstances and reasons.</p>	<p>Article 157Article 148 The independent non-executive directors may exercise the following special duties and functions:</p> <p>(1) independently engaging an intermediary organisation to audit, consult or verify specific matters of the Companylisted companies;</p> <p>(2) proposing to the board of directors the holding of extraordinary general meetings;</p> <p>(3) proposing the holding of board meetings;</p> <p>(4) publicly soliciting shareholders’ rights from shareholders according to law;</p> <p>(5) expressing independent opinions on matters that may be detrimental to the rights and interests of the Companylisted companies or minority shareholders;</p> <p>(6) other matters stipulated by laws, administrative regulations, CSRC regulations and thesethe Articles of Association.</p> <p>In exercising the duties and functions set out in items (I)1 to (III)3 of the paragraph above, the consents of more than one-half of all independent non-executive directors shall be obtained.</p> <p>Where an independent non-executive director exercises his/her duties and functions under item (I)1, the Companylisted company shall make timely disclosure. Where the above duties and functions cannot be exercised normally, the Companylisted company willshall disclose the specific circumstances and reasons.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
81	<p>Article 147 The following matters shall be submitted to the board of directors for consideration after approval by the majority of all independent non-executive directors of the listed company:</p> <p>(1) Connected transaction which shall be disclosed;</p> <p>(2) Plans involving change or waiver of undertaking by the listed company and relevant parties;</p> <p>(3) Decisions and measures adopted by the board of directors of an acquiree listed company in respect of the acquisition;</p> <p>(4) Other matters stipulated under provisions of the laws, administrative regulations and CSRC and the Articles of Association.</p>	<p>Article 158Article 147 The following matters shall be submitted to the board of directors for consideration after approval by the majority of all independent non-executive directors of the Companylisted company:</p> <p>(1) Connected transaction which shall be disclosed;</p> <p>(2) Plans involving change or waiver of undertaking by the Companylisted company and relevant parties;</p> <p>(3) Decisions and measures adopted by the board of directors of an acquiree listed company in respect of the acquisition;</p> <p>(4) Other matters stipulated under provisions of the laws, administrative regulations and CSRC and thesethe Articles of Association.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
82	Newly added article	<p>Article 159 The Company shall establish a mechanism in relation to special meetings, which shall consist entirely of independent non-executive directors. Matters such as connected transactions to be considered by the board of directors shall obtain prior approval at a special meeting of independent directors.</p> <p>The Company shall regularly or irregularly convene special meetings of independent directors. Matters described in items (1) to (3) of the first paragraph of Article 157 and Article 158 of these Articles of Association shall be considered at a special meeting of independent directors.</p> <p>When necessary, other matters of the Company may also be deliberated on and discussed at a special meeting of independent directors.</p> <p>A special meeting of independent directors shall be convened and chaired by an independent non-executive director jointly elected by a majority of the independent non-executive directors. Where the convener fails to perform his/her duties or is unable to perform his/her duties, two or more independent non-executive directors may convene the meeting and elect a representative to preside over the meeting.</p> <p>Minutes of special meetings of independent directors shall be taken in accordance with relevant regulations, with the opinions of independent non-executive directors recorded therein. Independent non-executive directors shall sign the minutes as confirmation.</p> <p>The Company shall facilitate and provide support for the convening of special meetings of independent directors.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
83	<p>Article 150 The independent non-executive directors shall attend the meetings of the board of directors in person. If for any reason they are unable to attend the meeting in person, the independent non-executive directors shall review the materials of the meeting in advance, form a clear opinion and entrust other independent non-executive directors in writing to attend the meeting on their behalf.</p> <p>If an independent non-executive director fails to attend meetings of the board of directors in person for two consecutive times and does not appoint another independent non-executive director to attend the meeting on his/her behalf, the board of directors shall propose to convene a general meeting to remove the independent nonexecutive director from his/her position within thirty days from the date of the occurrence of such fact.</p>	Article deleted
84	<p>Article 151 The Company shall establish a working system of independent non-executive directors, and the secretary of the board shall actively facilitate independent non-executive directors to perform their duties. The Company shall ensure independent non-executive directors to have the same right of knowledge with other directors, timely provide them with relevant materials and information, regularly inform them of the corporate operation, and if necessary, organize them for on-site inspections.</p>	Article deleted

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
85	<p>Article 152 An independent non-executive director shall have the same term of office with other directors, and may be re-elected upon the expiry of the term, but shall not serve for a consecutive period of more than 6 years. Any removal prior the expiry of the term shall be disclosed as a special matter.</p>	Article deleted
86	<p>Article 153 An independent non-executive director may resign his position before the expiry of his term provided that he submits a written resignation to the board of directors, and gives an account for any matters related to his resignation or requiring the attention of the Company’s shareholders and creditors.</p> <p>If the resignation of an independent non-executive director will result in the proportion of independent non-executive directors on the board of directors or its special committees not complying with the laws and regulations or the provisions of the Articles of Association, or if there is a lack of accounting professionals among the independent non-executive directors, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and the Articles of Association until the reelected independent nonexecutive directors assume their office.</p>	Article deleted
87	<p>Article 158 The Company shall have 1 manager, who shall be appointed or removed by the board of directors.</p>	<p>Article 164Article 158 The Company shall have 1 manager, whose appointment and removal shall be decidedwho shall be appointed or removed by the board of directors.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
88	<p>Article 159 The manager shall be accountable to the board of directors, and shall exercise the following powers:</p> <p>(1) to take charge of the Company’s production, operation and management, and to organize the implementation of the board resolutions;</p> <p>(2) to organize the implementation of the Company’s annual business plan and investment scheme;</p> <p>(3) to draw up plans for the establishment of the Company’s internal management structure;</p> <p>(4) to draw the Company’s basic management system;</p> <p>(5) to formulate basic rules and regulations for the Company;</p> <p>(6) to propose the appoint or removal of deputy managers and financial officers of the Company;</p> <p>(7) to appoint or dismiss the management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p>(8) other powers conferred by the Articles of Association or the board of directors.</p>	<p>Article 165Article 159 The manager shall be accountable to the board of directors, and shall exercise the following powers:</p> <p>(1) to take charge of the Company’s production, operation and management, and to organize the implementation of the board resolutions, and to report to the board of directors;</p> <p>(2) to organize the implementation of the Company’s annual business plan and investment scheme;</p> <p>(3) to draw up plans for the establishment of the Company’s internal management structure;</p> <p>(4) to draw the Company’s basic management system;</p> <p>(5) to formulate basic rules and regulations for the Company;</p> <p>(6) to propose the appoint or removal of deputy managers and financial officers of the Company;</p> <p>(7) to appoint or dismiss the management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p>(8) other powers conferred by the Articles of Association or the board of directors.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
89	<p>Article 161 The manager, deputy managers, financial officers, secretary of the board, chief engineers and general counsel are senior officers of the Company.</p> <p>A person holding a non-director position or a non-supervisor position in a controlling shareholder or beneficial owner of the Company shall not be a senior officer of the Company.</p> <p>Senior officers of the Company shall receive remuneration only from the Company, and such shall not be paid by the controlling shareholder on behalf of the Company.</p>	<p>Article 167Article 161 The manager, deputy managers, financial officers, secretary of the board, chief engineers and general counsel are senior officers of the Company.</p> <p>A person holding a non-director position or a non-supervisor administrative position in a controlling shareholder or beneficial owner of the Company shall not be a senior officer of the Company.</p> <p>Senior officers of the Company shall receive remuneration only from the Company, and such shall not be paid by the controlling shareholder on behalf of the Company.</p>
90	<p>Article 163 Working rules for the manager shall include the following information:</p> <p>(1) Conditions, procedures and attendees for the manager meeting;</p> <p>(2) respective powers and duties for the manager and other senior officers;</p> <p>(3) authority of using the Company’s funds and assets and signing important contracts, and the reporting system to the board of directors and the supervisory committee;</p> <p>(4) other matters deemed necessary by the board of directors.</p>	<p>Article 169Article 163 Working rules for the manager shall include the following information:</p> <p>(1) Conditions, procedures and attendees for the manager meeting;</p> <p>(2) respective powers and duties for the manager and other senior officers;</p> <p>(3) authority of using the Company’s funds and assets and signing important contracts, and the reporting system to the board of directors and the supervisory committee;</p> <p>(4) other matters deemed necessary by the board of directors.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
91	<p>Article 165 A senior officer shall be liable for compensation if he has violated laws, administrative regulations, departmental rules and the Articles of Association in the course of performing his duties and caused damages to the Company.</p> <p>Senior officers of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. Senior officers of the Company shall be liable for compensation in accordance with the relevant laws if they fail to faithfully perform their duties or breach their fiduciary duty and cause damage to the interests of the Company and its public shareholders.</p>	<p>Article 171Article 165 Where a senior officer causes damage to others while performing his/her duties, the Company shall bear the liability for compensation. If the senior officer at fault does so with intent or gross negligence, he/she shall also be liable for compensation.</p> <p>A senior officer shall be liable for compensation if he has violated laws, administrative regulations, departmental rules and the Articles of Association in the course of performing his duties and caused damages to the Company.</p> <p>Senior officers of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. Senior officers of the Company shall be liable for compensation in accordance with the relevant laws if they fail to faithfully perform their duties or breach their fiduciary duty and cause damage to the interests of the Company and its public shareholders.</p>
92	<p>CHAPTER 15: SUPERVISORY COMMITTEE</p> <p>All articles of Chapter 15</p>	Article deleted
93	<p>C H A P T E R 1 6 : QUALIFICATIONS AND DUTIES OF THE COMPANY’S DIRECTORS, SUPERVISORS, MANAGERS AND OTHER SENIOR OFFICERS</p>	<p>CHAPTER 15CHAPTER 16: QUALIFICATIONS AND DUTIES OF THE COMPANY’S DIRECTORS; SUPERVISORS, MANAGERS AND OTHER SENIOR OFFICERS</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
94	<p>Article 177 A person may not serve as a director, supervisor, manager or any other senior officer of the Company if any of the following circumstances apply:</p> <p>.....</p> <p>(10) a person who has been prohibited from entering the securities market by the CSRC for a period which has not been expired yet;</p> <p>(11) a person who is involved in any other circumstance specified by laws, administrative regulations or departmental rules. If the election or appointment of directors violates this Article, such election, appointment or employment shall be invalid. If any of the circumstances described in this Article occurs during the term of office of a director, the Company shall remove the director from the position.</p>	<p>Article 173Article 177 A person may not serve as a director,supervisor, manager or any other senior officer of the Company if any of the following circumstances apply:</p> <p>.....</p> <p>(10) a person who has been prohibited from entering the securities market by the CSRC for a period which has not been expired yet;</p> <p>(11) a person who has been publicly recognised by a stock exchange to be unsuitable for serving as a director and senior officer of a listed company for a period which has not expired yet;</p> <p>(12) a person who is involved in any other circumstance specified by laws, administrative regulations or departmental rules. If the election or appointment of directors violates this Article, such election, appointment or employment shall be invalid. If any of the circumstances described in this Article occurs during the term of office of a director, the Company shall remove the director from the position and suspend the director from performing his/her duties.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
95	<p>Article 178 If a director fails to attend the board meeting in person twice consecutively or by proxy, such director shall be deemed as failing to perform his duties, and the board of directors shall propose the general meeting to dismiss him. Independent non-executive directors shall be handled in accordance with relevant provisions of the Articles of Association.</p> <p>If a supervisor fails to attend the supervisory meeting in person twice consecutively, such a supervisor shall be regarded as failing to carry out his duties and shall be dismissed at the general meeting or the meeting of employee representatives.</p>	<p>Article 174Article 178 If a director fails to attend the board meeting in person twice consecutively or by proxy, such director shall be deemed as failing to perform his duties, and the board of directors shall propose the general meeting to dismiss him. Independent non-executive directors shall be handled in accordance with relevant provisions of the Articles of Association.</p> <p>If a supervisor fails to attend the supervisory meeting in person twice consecutively, such a supervisor shall be regarded as failing to carry out his duties and shall be dismissed at the general meeting or the meeting of employee representatives.</p>
96	<p>Article 179 A director or supervisor may resign his position before the expiry of the term by submitting a written resignation to the board of directors or the supervisory committee respectively.</p>	<p>Article 175Article 179 A director or supervisor may resign his position before the expiry of the term by submitting a written resignation to the board of directors or the supervisory committee respectively. The resignation shall take effect on the date the Company receives the resignation report, and the Company shall disclose such information within two trading days.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
97	<p>Article 180 When the resignation of a director or supervisor results in the decreased number of directors or supervisors to the extent that is less than the minimum number specified by law, the resignation of such a director or a supervisor shall not become effective until the vacancy arising from his resignation is filled by a successor.</p> <p>The remaining directors shall convene an extraordinary general meeting as soon as possible to elect directors and supervisors to fill the vacancy arising from such resignation. Before the general meeting resolves the election of directors and supervisors, powers of the resigning director or supervisor and remaining ones shall be properly restricted.</p>	<p>Article 176Article 180 Where the resignation of a director results in the number of members of the Company’s board of directors falling below the statutory minimum, the original director shall continue to perform the duties of a director in accordance with laws, administrative regulations, departmental rules and these Articles of Association until the newly elected director assumes officeWhen the resignation of a director or supervisor results in the decreased number of directors or supervisors to the extent that is less than the minimum number specified by law, the resignation of such a director or a supervisor shall not become effective until the vacancy arising from his resignation is filled by a successor.</p> <p>The remaining directors shall convene an extraordinary general meeting as soon as possible to elect directors and supervisors to fill the vacancy arising from such resignation. Before the general meeting resolves the election of directors and supervisors, powers of the resigning director or supervisor and remaining ones shall be properly restricted.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
98	<p>Article 181 When a director or supervisor proposes to resign or his term expires, before or in a reasonable period after his resignation becomes affective, his obligations to the Company and the shareholders do not necessarily cease. The obligation of confidentiality in respect of trade secrets of the Company shall survive the termination of his position until such secret becomes public. Other duties may continue for such period as the principle of fairness may require, depending on the length of time which has lapsed between his departure and the act concerned and the circumstances and the terms under which the relationship between the relevant director, supervisor, manager and other senior officer on the one hand and the Company on the other hand was terminated.</p>	<p>Article 177Article 181 The Company shall formulate management systems for the resignation of directors, which specify the protective measures for holding directors accountable and seeking compensation for unfulfilled public commitments and other outstanding matters. Upon the effective resignation of a director or the expiration of his/her term of office, the director shall complete all handover procedures with the board of directors. The obligations of loyalty owed by a director to the Company and its shareholders shall not automatically terminate upon the expiration of his/her term of office. The liability that shall be borne by a director arising from the performance of his/her duties during his/her term of office shall not be exempted or terminated upon his/her resignation.</p> <p>When a director or supervisor proposes to resign or his term expires, before or in a reasonable period after his resignation becomes affective, his obligations to the Company and the shareholders do not necessarily cease. The obligation of confidentiality in respect of trade secrets of the Company shall survive the termination of his position until such secret becomes public. Other duties may continue for such period as the principle of fairness may require, depending on the length of time which has lapsed between his departure and the act concerned and the circumstances and the terms under which the relationship between the relevant director, supervisor, manager and other senior officer on the one hand and the Company on the other hand was terminated.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
99	<p>Article 183 The directors shall comply with the laws, administrative regulations and the Articles of Association and shall owe the obligations of loyalty to the Company as follows:</p> <p>(1) not to use his functions and powers as a means to accept bribes or other unlawful income, and not to expropriate the Company’s property;</p> <p>(2) not to misappropriate the Company’s funds;</p> <p>(3) not to deposit the Company’s assets or funds in accounts opened in his own name or in another person’s name;</p> <p>(4) except as otherwise provided in the Articles of Association or with the consent of shareholders in general meeting and the board of directors, not to lend the Company’s funds to others or not to use the Company’s assets as security for others;</p>	<p>Article 179Article 183 A director shall comply with laws, administrative regulations and these Articles of Association and shall owe obligations of loyalty to the Company. He/she shall take measures to avoid conflicts of interest with the Company and shall not use his/her functions and powers to obtain improper benefits.</p> <p>The obligations of loyalty owed by a director to the Company are as follows:</p> <p>(1) not to expropriate the Company’s property or misappropriate the Company’s funds;</p> <p>(2) not to deposit the Company’s funds into accounts opened in his/her own name or in another person’s name;</p> <p>(3) not to use his/her authorities and powers as a means to accept bribes or other unlawful incomes;</p> <p>(4) without reporting to the board of directors or the general meeting and obtaining approval through a resolution of the board of directors or the general meeting in accordance with these Articles of Association, not to directly or indirectly enter into a contract or conduct a transaction with the Company;</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
	<p>(5) except as otherwise provided in the Articles of Association or with the consent of shareholders in general meeting, not to enter into a contract or transaction with the Company;</p> <p>(6) without the consent of general meeting, not to use his position, functions and powers in the Company to seek business opportunities which would otherwise belong to the Company for himself or others, and not to operate any business which is of the same kind as the business of the Company on his own or for others;</p> <p>(7) not to accept commissions in connection with the Company’s transactions;</p>	<p>(5) not to use his/her position, authorities and powers to seek business opportunities which would otherwise belong to the Company for himself/herself or others, except where the matter has been reported to the board of directors or the general meeting and approved by a resolution of the general meeting, or where the Company is unable to utilize the business opportunity in accordance with laws, administrative regulations or these Articles of Association;</p> <p>(6) without reporting to the board of directors or the general meeting and obtaining approval through a resolution of the general meeting, not to operate any business which is of the same kind as the business of the Company on his/her own or for others;</p> <p>(7) not to accept commissions in connection with the Company’s transactions;</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
	<p>(8) not to disclose any secret of the Company without authorization;</p> <p>(9) not to cause harm to the interest of the Company by taking advantage of his connected relationship;</p> <p>(10) other obligations of loyalty as required by laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Any incomes obtained by directors in violation of any provisions of this Article shall belong to the Company. The director shall be accountable to indemnify the Company against any losses incurred.</p>	<p>(8) not to disclose any secret of the Company without authorization;</p> <p>(9) not to cause harm to the interest of the Company by taking advantage of his/her connected relationship;</p> <p>(10) other obligations of loyalty as required by laws, administrative regulations, departmental rules and these Articles of Association.</p> <p>Any income obtained by directors in violation of any provisions of this Article shall belong to the Company. The director shall indemnify the Company against any loss thus incurred.</p> <p>Close relatives of a director or senior officer, companies directly or indirectly controlled by a director or senior officer or their respective close relatives, and connected persons of other connected relationships with a director or senior officer shall be subject to item (4) of the second paragraph of this Article when entering into contracts or conducting transactions with the Company.</p> <p>The directors shall comply with the laws, administrative regulations and the Articles of Association and shall owe the obligations of loyalty to the Company as follows:</p> <p>(1) not to use his functions and powers as a means to accept bribes or other unlawful income, and not to expropriate the Company’s property;</p> <p>(2) not to misappropriate the Company’s funds;</p> <p>(3) not to deposit the Company’s assets or funds in accounts opened in his own name or in another person’s name;</p> <p>(4) except as otherwise provided in the Articles of Association or with the consent of shareholders in general meeting and the board of directors, not to lend the Company’s funds to others or not to use the Company’s assets as security for others;</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
		<p>(5) except as otherwise provided in the Articles of Association or with the consent of shareholders in general meeting, not to enter into a contract or transaction with the Company;</p> <p>(6) without the consent of general meeting, not to use his position, functions and powers in the Company to seek business opportunities which would otherwise belong to the Company for himself or others, and not to operate any business which is of the same kind as the business of the Company on his own or for others;</p> <p>(7) not to accept commissions in connection with the Company’s transactions;</p> <p>(8) not to disclose any secret of the Company without authorization;</p> <p>(9) not to cause harm to the interest of the Company by taking advantage of his connected relationship;</p> <p>(10) other obligations of loyalty as required by laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Any incomes obtained by directors in violation of any provisions of this Article shall belong to the Company. The director shall be accountable to indemnify the Company against any losses incurred.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
100	<p>Article 184 The directors shall comply with the laws, administrative regulations and the Articles of Association and shall owe the obligations of diligence to the Company as follows:</p> <p>.....</p> <p>(5) to update the supervisory committee with relevant development and information according to facts, and not to hinder the supervisory committee or supervisors to exercise its/their functions and powers;</p> <p>(6) other obligations to act diligently as required by laws, administrative regulations, departmental rules and the Articles of Association.</p>	<p>Article 180Article 184 The directors shall comply with the laws, administrative regulations and the Articles of Association and shall owe the obligations of diligence to the Company and exercise the reasonable care that may normally be expected of a manager in performing his/her duties in the best interests of the Company.</p> <p>The obligations of diligence owed by a director to the Company are as follows:</p> <p>.....</p> <p>(5) to update the auditsupervisory committee with relevant development and information according to facts, and not to hinder the auditsupervisory committee or supervisors to exercise its/their functions and powers;</p> <p>(6) other obligations to act diligently as required by laws, administrative regulations, departmental rules and the Articles of Association.</p>
101	<p>Newly added article</p>	<p>Article 181 Where a director causes damage to others while performing his/her duties, the Company shall bear the liability for compensation. If the director at fault does so with intent or gross negligence, he/she shall also be liable for compensation.</p> <p>Where a director violates laws, administrative regulations, departmental rules and these Articles of Association and causes damage to the Company while performing his/her duties, he/she shall be liable for compensation.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
102	<p>Article 185 Article 177 of the Articles of Association on the circumstances under which a person shall not be a director shall also apply to the senior management.</p> <p>Article 183 regarding the duty of loyalty of directors and items (4), (5) and (6) of Article 184 of the Articles of Association regarding the duty of diligence shall also apply to senior management.</p>	<p>Article 182Article 185 ProvisionsArticle 177 of thethese Articles of Association on the circumstances under which a person shall not be a director and management systems for the removal of a director shall also apply to the senior management.</p> <p>Provisions of these Articles of Association on obligations of loyalty and obligations of diligence shall also apply to the senior management.</p> <p>Article 183 regarding the duty of loyalty of directors and items (4), (5) and (6) of Article 184 of the Articles of Association regarding the duty of diligence shall also apply to senior management.</p>
103	<p>Article 186 The fiduciary duties of the directors, supervisors, manager and other senior officers of the Company do not necessarily cease with the termination of their tenure. The duty of confidentiality in respect of trade secrets of the Company shall survive the termination of their tenure. Other duties may continue for such a period as the principle of fairness may require, depending on the length of time which has lapsed between the termination and the act concerned and the circumstances and the terms under which the relationship between the relevant director, supervisor, manager and other senior officer on the one hand and the Company on the other hand was terminated.</p>	<p>Article 183Article 186 The fiduciary duties of the directors; supervisors, manager and other senior officers of the Company do not necessarily cease with the termination of their tenure. The duty of confidentiality in respect of trade secrets of the Company shall survive the termination of their tenure. Other duties may continue for such a period as the principle of fairness may require, depending on the length of time which has lapsed between the termination and the act concerned and the circumstances and the terms under which the relationship between the relevant director, supervisor, manager and other senior officer on the one hand and the Company on the other hand was terminated.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
104	<p>Article 189 The Company shall submit and disclose its annual reports to China Securities Regulatory Commission and the stock exchange(s) within 4 months from the ending date of each financial year, and disclose its interim reports to the local office of China Securities Regulatory Commission and the stock exchange(s) within 2 months from the ending date of the first 6 months of each financial year. The aforementioned annual reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations and the provisions of the China Securities Regulatory Commission and the stock exchange(s).</p>	<p>Article 186Article 189 The Company shall submit and disclose its annual reports to the dispatch office of China Securities Regulatory Commission and the stock exchange(s) within 4 months from the ending date of each financial year, and disclose its interim reports to the local office of China Securities Regulatory Commission and the stock exchange(s) within 2 months from the ending date of the first 6 months of each financial year. The aforementioned annual reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations and the provisions of the China Securities Regulatory Commission and the stock exchange(s).</p>
105	<p>Article 195 The Company shall not keep accounts other than those required by law.</p>	<p>Article 192Article 195 The Company shall not keep accounts other than those required by law. The Company’s funds shall not be deposited into any account opened in the name of any individual.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
106	<p>Article 196 In distributing the current year’s profit after taxation, 10% of the profit shall be allocated into the Company’s statutory reserve fund. When the aggregate amount of the statutory surplus reserve has reached 50% of the Company’s registered capital, further appropriations is not required.</p> <p>When the statutory surplus reserve of the Company is not sufficient to cover its losses incurred in the previous years, the profit of the current year shall be used to make up for such losses before allocations are made to the statutory surplus reserve in accordance with the preceding paragraph.</p> <p>After the Company has allocated statutory surplus reserve from its profit after taxation, it may also appropriate discretionary reserve fund from the profit after taxation upon approval of a general meeting.</p> <p>The remaining profit after taxation after recovery of losses and appropriation of reserve fund shall be distributed to shareholders in proportion of their shareholdings unless it is stipulated in the Articles of Association that no profit distribution shall be made in accordance with shareholdings.</p>	<p>Article 193Article 196 In distributing the current year’s profit after taxation, 10% of the profit shall be allocated into the Company’s statutory reserve fund. When the aggregate amount of the statutory surplus reserve has reached 50% of the Company’s registered capital, further appropriations is not required.</p> <p>When the statutory surplus reserve of the Company is not sufficient to cover its losses incurred in the previous years, the profit of the current year shall be used to make up for such losses before allocations are made to the statutory surplus reserve in accordance with the preceding paragraph.</p> <p>After the Company has allocated statutory surplus reserve from its profit after taxation, it may also appropriate discretionary reserve fund from the profit after taxation upon approval of a general meeting.</p> <p>The remaining profit after taxation after recovery of losses and appropriation of reserve fund shall be distributed to shareholders in proportion of their shareholdings unless it is stipulated in the Articles of Association that no profit distribution shall be made in accordance with shareholdings.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
	<p>If the general meeting has, in violation of the preceding paragraph, distributed profit to shareholders before the Company has covered the losses and allocated statutory surplus reserve, the shareholders shall return to the Company the profit distributed in violation of regulations.</p> <p>No profit shall be distributed in respect of the shares held by the Company.</p>	<p>If the general meeting has, in violation of the Company Law, distributed profits to shareholders, the shareholders shall return to the Company such profits distributed in violation of regulations. If such distribution causes losses to the Company, the shareholders and responsible directors or senior officers shall be liable for compensation.</p> <p>If the general meeting has, in violation of the preceding paragraph, distributed profit to shareholders before the Company has covered the losses and allocated statutory surplus reserve, the shareholders shall return to the Company the profit distributed in violation of regulations.</p> <p>No profit shall be distributed in respect of the shares held by the Company.</p>
107	<p>Article 201 Procedures for considering the profit distribution plan of the Company:</p> <p>The profit distribution plan of the Company shall be formulated by the board of directors. The board of directors shall thoroughly discuss the rationality of the profit distribution plan and form a specific resolution which shall be approved and considered by the board of directors and the Supervisory Committee before submitting to the general meeting for consideration.</p> <p style="text-align: center;">.....</p>	<p>Article 198Article 201 Procedures for considering the profit distribution plan of the Company:</p> <p>The profit distribution plan of the Company shall be formulated by the board of directors. The board of directors shall thoroughly discuss the rationality of the profit distribution plan and form a specific resolution which shall be approved and considered by the board of directors and the Supervisory Committee before submitting to the general meeting for consideration.</p> <p style="text-align: center;">.....</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
108	<p>Article 203 The Company shall establish the internal auditing and provide full-time auditing personnel to audit and supervise its accounting and economic activities.</p>	<p>Article 200Article 203 The Company shall establish the internal auditingan internal audit system, which specifies the leadership framework, duties and authorities, staffing, funding security, use of audit results and accountability regarding internal audit work.</p> <p>The internal audit system of the Company shall be implemented upon approval by the board of directors and disclosed to the public and provide full-time auditing personnel to audit and supervise its accounting and economic activities.</p>
109	<p>Newly added article</p>	<p>Article 201 The internal audit agency of the Company shall supervise and inspect the business activities, risk management, internal control, financial information and other matters of the Company.</p>
110	<p>Article 204 The internal auditing policy and auditor’s duties shall be approved by the board of directors, and auditing officers are accountable and report work to the board of directors.</p>	<p>Article 202Article 204 The internal audit agency is accountable to the board of directors.</p> <p>The internal audit agency shall be subject to the supervision and guidance of the audit committee in the course of its supervising and inspecting the Company’s business activities, risk management, internal control and financial information. The internal audit agency shall immediately report to the audit committee directly upon discovering any relevant major issues or leads.</p> <p>The internal auditing policy and auditor’s duties shall be approved by the board of directors, and auditing officers are accountable and report work to the board of directors.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
111	Newly added article	Article 203 The internal audit agency shall be responsible for the specific organization and implementation of the Company’s internal control assessment. The Company shall issue an internal control assessment report on an annual basis based on the assessment report and related information issued by the internal audit agency and reviewed by the audit committee.
112	Newly added article	Article 204 When the audit committee communicates with external audit units including accounting firms and national audit agencies, the internal audit agency shall proactively cooperate with them and provide necessary support and collaboration.
113	Newly added article	Article 205 The audit committee will participate in the appraisal of the person in charge of internal audit.
114	CHAPTER 21: MERGER AND DIVISION OF THE COMPANY	CHAPTER 201: MERGER, AND DIVISION, CAPITAL INCREASE AND CAPITAL REDUCTION OF THE COMPANY

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
115	<p>Article 213 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>Merger by absorption means a company absorbs another company and the absorbed company will be dissolved. Merger by the establishment of a new company means two or more companies combine together for the establishment of a new company, and the original companies will be dissolved.</p> <p>Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>	<p>Article 214Article 213 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>Merger by absorption means a company absorbs another company and the absorbed company will be dissolved. Merger by the establishment of a new company means two or more companies combine together for the establishment of a new company, and the original companies will be dissolved.</p> <p>Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>
116	<p>Newly added article</p>	<p>Article 215 Where the consideration paid by the Company for a merger is no more than 10% of the Company’s net assets, the merger may be made without a resolution of the general meeting, except as otherwise stipulated in these Articles of Association.</p> <p>Where the Company undergoes a merger without a resolution of the general meeting in accordance with the preceding paragraph, a resolution of the board of directors shall be required.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
117	Newly added article	<p>Article 218 When the Company reduces its registered capital, it will prepare a balance sheet and an inventory of its assets.</p> <p>The Company shall, within 10 days of the date the general meeting resolves to reduce the registered capital, notify its creditors of such reduction and shall, within 30 days of the said date, publish a public announcement in newspapers or on the National Enterprise Credit Information Publicity System. Creditors shall, within 30 days after receiving the notice or within 45 days of the date of the public announcement for those who have not received the notice, be entitled to require the Company to pay its debts in full or to provide a corresponding guarantee for repayment.</p> <p>When the Company reduces its registered capital, it shall accordingly reduce the amount of capital contributions or the number of shares in proportion to shareholders’ shareholdings, unless otherwise stipulated in laws or these Articles of Association.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
118	Newly added article	<p>Article 219 Where the Company still incurs losses after covering its losses in accordance with Article 194 of these Articles of Association, it may reduce its registered capital to cover the losses. Where its registered capital is reduced to cover losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contributions or to meet calls on share.</p> <p>The second paragraph of Article 218 of these Articles of Association shall not apply to any reduction in registered capital in accordance with the preceding paragraph. However, the Company shall publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days of the date the general meeting resolves to reduce the registered capital.</p> <p>After reducing its registered capital in accordance with the preceding two paragraphs, the Company shall not distribute any profit until the cumulative amount of its statutory reserve fund and discretionary reserve fund reaches 50% of its registered capital.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
119	Newly added article	<p>Article 220 Where any reduction in registered capital is in violation of the Company Law and other relevant provisions, shareholders shall return the funds they have received, and the reduced capital contributions of shareholders shall be restored to their original amounts. Where such reduction causes losses to the Company, the shareholders and the responsible directors and senior officers shall be liable for compensation.</p>
120	Newly added article	<p>Article 221 When the Company issues new shares for the purpose of increasing its registered capital, shareholders shall not be entitled to pre-emptive rights, unless otherwise provided in these Articles of Association, or unless a resolution of the general meeting determines that shareholders shall be entitled to pre-emptive rights.</p>
121	<p>Article 216 The Company shall, in accordance with law, apply for change in its registration with the company registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law.</p>	<p>Article 222Article 216 The Company shall, in accordance with law, apply for change in its registration with the company registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law.</p> <p>Where the Company increases or reduces its registered capital, it shall apply for change in its registration with the company registration authority in accordance with laws.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
122	<p>Article 217 The Company shall be dissolved if: </p> <p>Members of liquidation committee shall be determined by directors or shareholders at a general meeting. If it fails to establish a liquidation committee to carry out liquidation after the expiry of the time limit or fails to carry out liquidation after establishing the liquidation committee, the interested parties can apply to the people’s court for appointing relevant officers to establish the liquidation committee to carry out the liquidation.</p>	<p>Article 223Article 217 The Company shall be dissolved if: </p> <p>Members of liquidation committee shall be determined by directors or shareholders at a general meeting, unless otherwise provided in these Articles of Association, or unless the general meeting resolves to elect other persons. If it fails to establish a liquidation committee to carry out liquidation after the expiry of the time limit or fails to carry out liquidation after establishing the liquidation committee, the interested parties can apply to the people’s court for appointing relevant officers to establish the liquidation committee to carry out the liquidation.</p> <p>Where the liquidation obligor fails to timely perform his/her duty of liquidation and causes losses to the Company or its creditors, he/she shall be liable for compensation.</p>

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
123	<p>Article 225 The Company may amend the Articles of Association in accordance with laws, administrative regulations and the Company’s Articles of Association.</p> <p>In any of the following circumstances, the Company shall amend the Articles of Association:</p> <p>(1) when any provisions of the Articles of Association contradict with the revised Company Law or other relevant laws and administrative regulations;</p> <p>(2) when the Company’s situation changes and is inconsistent with the statement in the Articles of Association;</p> <p>(3) when the general meeting decides to amend the Articles of Association.</p>	<p>Article 231Article 225 The Company may amend the Articles of Association in accordance with laws, administrative regulations and the Company’s Articles of Association.</p> <p>In any of the following circumstances, the Company shallwill amend the Articles of Association:</p> <p>(1) when any provisions of the Articles of Association contradict with the revised Company Law or other relevant laws and administrative regulations;</p> <p>(2) when the Company’s situation changes and is inconsistent with the statement in the Articles of Association;</p> <p>(3) when the general meeting decides to amend the Articles of Association.</p>
124	<p>Article 234 These Articles of Association are written in Chinese and then translated into English, and in case of any discrepancy, the Chinese version shall prevail.</p> <p>Chinese shall a be taken as a working language for all General meetings, board meetings and supervisory meetings</p>	<p>Article 240Article 234 These Articles of Association are written in Chinese and then translated into English, and in case of any discrepancy, the Chinese version shall prevail.</p> <p>Chinese shall a be taken as a working language for all Ggeneral meetings and; board meetings and supervisory meetings.</p>
125	<p>Article 235 Rules of procedures for general meeting, board meeting and supervisory meeting of the Company shall constitute appendixes of the Articles of Association.</p>	<p>Article 241Article 235 Rules of procedures for the general meeting and; board meeting and supervisory meeting of the Company shall constitute appendixes of the Articles of Association.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE “ARTICLES OF ASSOCIATION”,
“RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS”
AND “RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS”**

No.	Original text of the “Articles of Association”	Text of the “Articles of Association” after the proposed amendments
126	Article 237 For the purposes of the Articles of Association, the terms “at least”/“or more”/ “not less than”, “within” and “not more than” shall include the given figure; “beyond”, “below”, “more than” shall not include the given figure.	Article 243 Article 237 For the purposes of the Articles of Association, the terms “at least”/“or more”/ “not less than”; and “within” and “not more than” shall include the given figure; “over” , “beyond”, “below”, “more than” shall not include the given figure.

In addition to amendments shown in the table above, due to the addition or deletion of articles and adjustment of the order of articles in these amendments, the serial numbers of articles in the “Articles of Association” will be adjusted accordingly. If there is a change in the serial numbers of articles that involve cross-reference between articles in the original “Articles of Association”, the amended “Articles of Association” will also be changed accordingly.

Save for the above articles, other contents of the “Articles of Association” will remain unchanged. The “Articles of Association” have been prepared in Chinese, and the English translation is for reference only. In case of any discrepancy between the English and Chinese versions of the “Articles of Association”, the Chinese version shall prevail.

APPENDIX II PROPOSED AMENDMENTS TO THE “ARTICLES OF ASSOCIATION”,
“RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS”
AND “RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS”

**II. SPECIFIC AMENDMENTS TO THE “RULES OF PROCEDURE OF THE
GENERAL MEETING OF SHAREHOLDERS”**

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
1	“Rules of Procedure of the General Meeting of Shareholders”	“Rules of Procedure of the General Meeting of Shareholders”
2	<p>Article 1 With a view to regulating the acts of the Company and ensuring the general meeting lawfully exercises its functions and powers, the Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Securities Law</i>”), the Rules on Shareholders’ General Meetings of Listed Companies (hereinafter referred to as the “Rules”) and the Company’s Articles of Association.</p>	<p>Article 1 With a view to regulating the acts of the Company and ensuring the general meeting lawfully exercises its functions and powers, the Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Securities Law</i>”), the Rules on Shareholders’ General Meetings of Listed Companies (hereinafter referred to as the “Rules”) and the Company’s Articles of Association.</p>
3	<p>Article 2 The Company shall hold general meetings strictly in accordance with the laws, administrative regulations, these Rules of Procedure and the Company’s Articles of Association so as to ensure that the shareholders can exercise their rights in accordance with the laws.</p> <p>The Board of Directors of the Company shall duly perform its duties and organize general meetings prudently and as scheduled. All the directors of the Company shall be diligent and responsible so as to ensure that general meetings are held in an orderly manner and the functions and powers are exercised in accordance with the laws.</p>	<p>Article 2 This Article shall apply to the convening, proposal, notice and holding of general meetings of the Company.</p> <p>The Company shall hold general meetings strictly in accordance with the laws, administrative regulations, these Rules of Procedure and the Company’s Articles of Association so as to ensure that the shareholders can exercise their rights in accordance with the laws.</p> <p>The Board of Directors of the Company shall duly perform its duties and organize general meetings prudently and as scheduled. All the directors of the Company shall be diligent and responsible so as to ensure that general meetings are held in an orderly manner and the functions and powers are exercised in accordance with the laws.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
4	<p>Article 4 General meetings may be either annual or extraordinary. The annual general meeting shall be held once a year within six months after the closing of the previous accounting year. The extraordinary general meeting may be held from time to time and shall be held within two months where any of the circumstances as set forth in section 100 of the Company Law for holding such a meeting occurs.</p> <p style="text-align: center;">.....</p>	<p>Article 4 General meetings may be either annual or extraordinary. The annual general meeting shall be held once a year within six months after the closing of the previous accounting year. The extraordinary general meeting may be held from time to time and shall be held within two months where any of the circumstances as set forth in section 113+00 of the Company Law for holding such a meeting occurs.</p> <p style="text-align: center;">.....</p>
5	<p>Article 7 Independent non-executive directors shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting. For such a proposal, the Board of Directors shall give a written reply on whether to agree or not to hold an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and the Company’s Articles of Association.</p> <p style="text-align: center;">.....</p>	<p>Article 7 With the approval of a majority of all independent non-executive directors, independent non-executive directors shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting. For such a proposal, the Board of Directors shall give a written reply on whether to agree or not to hold an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and the Company’s Articles of Association.</p> <p style="text-align: center;">.....</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
6	<p>Article 8 The Supervisory Committee shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting and shall make such a proposal in written form. The Board of Directors shall give a written reply on whether to agree or not to hold an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and the Company’s Articles of Association.</p> <p>Where the Board of Directors agrees to hold an extraordinary general meeting, a notice of general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to the approval from the Supervisory Committee.</p> <p>Where the Board of Directors does not agree to hold such meeting or fails to give a written reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a general meeting. In such a case, the Supervisory Committee may convene and preside over the meeting on its own.</p>	<p>Article 8 The AuditSupervisory Committee shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting and shall make such a proposal in written form. The Board of Directors shall give a written reply on whether to agree or not to hold an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and the Company’s Articles of Association.</p> <p>Where the Board of Directors agrees to hold an extraordinary general meeting, a notice of general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to the approval from the AuditSupervisory Committee.</p> <p>Where the Board of Directors does not agree to hold such meeting or fails to give a written reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a general meeting. In such a case, the AuditSupervisory Committee may convene and preside over the meeting on its own.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
7	<p>Article 9 Shareholders shall request to convene an extraordinary general meeting in accordance with the following procedures:</p> <p>Shareholder(s) of ordinary shares who individually or jointly hold more than 10% of the shares of the Company shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and a written request shall be made to the Board of Directors. The Board of Directors shall give a written reply as to whether it agrees or disagrees to the convening of an extraordinary general meeting within 10 days after receiving the request(s) according to the laws, administrative regulations and the Company’s Article of Association.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of general meeting within 5 days after passing the board resolution. Any changes to the original proposal in the notice shall be approved by the relevant shareholders.</p> <p>If the Board of Directors does not agree to convene an extraordinary general meeting or it does not reply within 10 days after receiving the request(s), shareholder(s) of ordinary shares who individually and jointly hold more than 10% of the shares of the Company shall have the right to propose to the Supervisory Committee to convene an extraordinary general meeting and a written request shall be made to the Supervisory Committee.</p> <p>If the Supervisory Committee agrees to convene an extraordinary general meeting, it shall issue a notice of general meeting within 5 days after receiving the request. Any changes to the original request in the notice shall be approved by the relevant shareholders.</p>	<p>Article 9 Shareholders shall request to convene an extraordinary general meeting in accordance with the following procedures:</p> <p>Shareholder(s) of ordinary shares who individually or jointly hold more than 10% of the shares of the Company shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and a written request shall be made to the Board of Directors. The Board of Directors shall give a written reply as to whether it agrees or disagrees to the convening of an extraordinary general meeting within 10 days after receiving the request(s) according to the laws, administrative regulations and the Company’s Article of Association.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of general meeting within 5 days after passing the board resolution. Any changes to the original proposal in the notice shall be approved by the relevant shareholders.</p> <p>If the Board of Directors does not agree to convene an extraordinary general meeting or it does not reply within 10 days after receiving the request(s), shareholder(s) of ordinary shares who individually and jointly hold more than 10% of the shares of the Company shall have the right to propose to the AuditSupervisory Committee in writing to convene an extraordinary general meeting and a written request shall be made to the Supervisory Committee.</p> <p>If the AuditSupervisory Committee agrees to convene an extraordinary general meeting, it shall issue a notice of general meeting within 5 days after receiving the request. Any changes to the original request in the notice shall be approved by the relevant shareholders.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
	<p>If the Supervisory Committee fails to give the notice of the general meeting within the specified time limit, it shall be deemed that the Supervisory Committee is not convening or presiding over the meeting, in which case, the shareholders of ordinary shares who individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting on their own.</p>	<p>If the AuditSupervisory Committee fails to give the notice of the general meeting within the specified time limit, it shall be deemed that the AuditSupervisory Committee is not convening or presiding over the meeting, in which case, the shareholders of ordinary shares who individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting on their own.</p>
8	<p>Article 10 Where the supervisory committee or shareholders decide(s) to convene the general meeting by itself/ themselves, it/they shall send out a written notice to the Board, and shall file with the stock exchange.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the general meeting.</p> <p>The Supervisory Committee or the convening shareholder shall submit relevant evidence to the stock exchange upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.</p>	<p>Article 10 Where the Audit Committee Supervisory committee or shareholders decide(s) to convene the general meeting by itself/themselves, it/ they shall send out a written notice to the Board, and shall file with the stock exchange.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the general meeting.</p> <p>The AuditSupervisory Committee or the convening shareholder shall submit relevant evidence to the stock exchange upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
9	<p>Article 11 With respect to a general meeting convened by the Supervisory Committee or shareholders, the Board of Directors and the Secretary of the Board shall give cooperation. The Board of Directors shall provide the register of members on the shareholding record date. Where the Board of Directors fails to provide the register of members, the convener(s) may apply to the securities registration and clearing institution for such a register of members with the announcement relating to the notice of convening the general meeting. The register of members offered to the convener(s) shall not be used for other purposes, except for the general meeting.</p>	<p>Article 11 With respect to a general meeting convened by the Audit^{Supervisory} Committee or shareholders, the Board of Directors and the Secretary of the Board shall give cooperation. The Board of Directors shall provide the register of members on the shareholding record date. Where the Board of Directors fails to provide the register of members, the convener(s) may apply to the securities registration and clearing institution for such a register of members with the announcement relating to the notice of convening the general meeting. The register of members offered to the convener(s) shall not be used for other purposes, except for the general meeting.</p>
10	<p>Article 12 The expenses required for a general meeting convened by the Supervisory Committee or shareholders shall be borne out by the Company.</p>	<p>Article 12 The expenses required for a general meeting convened by the Audit^{Supervisory} Committee or shareholders shall be borne out by the Company.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
11	<p>Article 14 Shareholders that individually or jointly hold 3% or more of ordinary shares in the Company may make a temporary proposal and submit it to the convener(s) in written form 10 days prior to a general meeting. The convener(s) shall give a supplementary notice of general meeting to announce the content of the temporary proposal within 2 days upon receipt of the proposal.</p> <p style="text-align: center;">.....</p>	<p>Article 14 Shareholders that individually or jointly hold 1%3% or more of ordinary shares in the Company may make a temporary proposal and submit it to the convener(s) in written form 10 days prior to a general meeting. The convener(s) shall give a supplementary notice of general meeting to announce the content of the temporary proposal within 2 days upon receipt of the proposal and submit the temporary proposal to the general meeting for consideration. However, this shall not apply if the temporary proposal violates laws, administrative regulations or the Articles of Association, or if it falls outside the scope of the terms of reference for the general meeting. The Company shall not increase the shareholding threshold for shareholders who may submit temporary proposals.</p> <p style="text-align: center;">.....</p>
12	<p>Article 16 Specific details of all proposals as well as all the information or explanations required for shareholders to make a sound judgment on the matters to be discussed shall be disclosed on a full and complete basis in the notice and supplementary notice of general meeting. Where opinions from independent non-executive directors are required on any matters to be discussed, such opinions and reasons from independent non-executive directors shall be disclosed while a notice or supplementary notice of general meeting is given.</p>	<p>Article 16 Specific details of all proposals as well as all the information or explanations required for shareholders to make a sound judgment on the matters to be discussed shall be disclosed on a full and complete basis in the notice and supplementary notice of general meeting. Where opinions from independent non-executive directors are required on any matters to be discussed, such opinions and reasons from independent non-executive directors shall be disclosed while a notice or supplementary notice of general meeting is given.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
13	<p>Article 17 Where the election of directors or supervisors is proposed to be discussed at a general meeting, the detailed information about the candidates for directors or supervisors shall be disclosed fully in the notice of general meeting, including at least the following:</p> <p>(1) Personal information such as educational background, employment experience and concurrent positions;</p> <p>(2) Whether he/she has any connected relationship with the Company or its controlling shareholders and actual controllers;</p> <p>(3) The number of shares held in the Company;</p> <p>(4) Whether he/she has been punished by the CSRC and other relevant authorities and disciplined by the stock exchange.</p> <p>A single proposal shall be made for each candidate for director or supervisor, except for directors or supervisors elected by way of cumulative voting system.</p>	<p>Article 17 Where the election of directors or supervisors is proposed to be discussed at a general meeting, the detailed information about the candidates for directors or supervisors shall be disclosed fully in the notice of general meeting, including at least the following:</p> <p>(1) Personal information such as educational background, employment experience and concurrent positions;</p> <p>(2) Whether he/she has any connected relationship with the Company or its controlling shareholders and actual controllers;</p> <p>(3) The number of shares held in the Company;</p> <p>(4) Whether he/she has been punished by the CSRC and other relevant authorities and disciplined by the stock exchange.</p> <p>A single proposal shall be made for each candidate for director or supervisor, except for directors or supervisors elected by way of cumulative voting system.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
14	<p>Article 20 The place for holding general meetings is: the premises of the Company or other location announced by the Company. The general meeting of shareholders shall have a meeting place and shall be held in the form of an on-site meeting. In addition, safe, economical and convenient network and other means of communication shall be adopted in accordance with provisions of laws, administrative regulations, CSRC and Article of Association of the Company to make convenience for shareholders’ participation in the general meeting. If shareholders participate in the general meeting of shareholders through the foregoing means, such shareholders shall be deemed to have been present at the meeting.</p> <p>Shareholders may personally attend the General Meeting of Shareholders and exercise voting right or entrust others to attend the meeting and exercise voting right within the authorized scope.</p>	<p>Article 20 The place for holding general meetings is: the premises of the Company or other location announced by the Company. The general meeting of shareholders shall have a meeting place and shall be held in the form of an on-site meeting. In addition, safe, economical and convenient network and other means of communication shall be adopted in accordance with provisions of laws, administrative regulations, CSRC and Article of Association of the Company to make convenience for shareholders’ participation in the general meeting. If shareholders participate in the general meeting of shareholders through the foregoing means, such shareholders shall be deemed to have been present at the meeting.</p> <p>Shareholders may personally attend the General Meeting of Shareholders and exercise voting right or entrust others to attend the meeting and exercise voting right within the authorized scope.</p>
15	<p>Article 24 A shareholder shall attend a general meeting with his/her stock account card, identity card or any other valid certificates or proof that can show his/her identity. A proxy shall also provide the instrument of proxy of the shareholder and a valid personal identity document.</p>	<p>Article 24 A shareholder shall attend a general meeting with his/her stock account card, identity card or any other valid certificates or proof that can show his/her identity. A proxy shall also provide the instrument of proxy of the shareholder and a valid personal identity document.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
16	<p>Article 25 The convener(s) and lawyers shall jointly verify the legality of shareholders’ qualifications based on the register of members offered by the securities registration and clearing institution, and shall register the names of shareholders and the number of voting shares they hold. The registration for the meeting shall be terminated before the presider of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of voting shares they hold.</p>	<p>Article 25 The convener(s) and lawyers shall jointly verify the legality of shareholders’ qualifications based on the register of members offered by the securities registration and clearing institution, and shall register the names of shareholders and the number of voting shares they hold. The on-site registration for the meeting shall be terminated before the presider of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of voting shares they hold.</p>
17	<p>Article 26 Where the Company holds a general meeting, all the directors, supervisors and the Secretary of the Board shall attend the meeting, and general manager and other senior management shall be present at the meeting.</p>	<p>Article 26 Where a general meeting requires the presence of directors and senior officers, the directors and senior officers shall be present at the meeting and answer shareholders’ inquiriesWhere the Company holds a general meeting, all the directors, supervisors and the Secretary of the Board shall attend the meeting, and general manager and other senior management shall be present at the meeting.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
18	<p>Article 30 A general meeting shall be presided over by chairman of the Board of Directors. Where the chairman of the Board of Directors is unable or fails to perform the duty, the meeting shall be presided over by a director jointly elected by a simple majority of the directors.</p> <p>A general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee. Where the chairman of the Supervisory Committee is unable or fails to perform the duty, the meeting shall be presided over by a supervisor jointly elected by a simple majority of the supervisors.</p> <p>A general meeting convened by shareholders shall be presided over by one representative appointed by convener(s).</p> <p>In the event that the general meeting cannot proceed due to violation of the Rules of Procedure by the presider of the meeting, the general meeting may appoint one person as the presider of the meeting upon consent of a simple majority of the voting shareholders present at the meeting and continue the meeting.</p>	<p>Article 30 A general meeting shall be presided over by chairman of the Board of Directors. Where the chairman of the Board of Directors is unable or fails to perform the duty, the meeting shall be presided over by a director jointly elected by a simple majority of the directors.</p> <p>A general meeting convened by the AuditSupervisory Committee shall be presided over by the convenerchairman of the AuditSupervisory Committee. Where the convenerchairman of the AuditSupervisory Committee is unable or fails to perform the duty, the meeting shall be presided over by a member of the Audit Committeesupervisor jointly elected by a simple majority of the members of the Audit Committeesupervisors.</p> <p>A general meeting convened by shareholders shall be presided over by the convener(s) or one representative appointed by convener(s).</p> <p>In the event that the general meeting cannot proceed due to violation of the Rules of Procedure by the presider of the meeting, the general meeting may appoint one person as the presider of the meeting upon consent of a simple majority of the voting shareholders present at the meeting and continue the meeting.</p>
19	<p>Article 31 At an annual general meeting, the Boards of Directors and Supervisory Committee shall report their work in the past year to the general meeting. Each independent non-executive director shall also make a work report.</p>	<p>Article 31 At an annual general meeting, the Boards of Directors and Supervisory Committee shall report itstheir work in the past year to the general meeting. Each independent non-executive director shall also make a work report.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
20	<p>Article 32 Directors, supervisors and senior management shall provide explanation and description for inquiries by shareholders at a general meeting.</p>	<p>Article 32 Directors,supervisors and senior management shall provide explanation and description for inquiries by shareholders at a general meeting.</p>
21	<p>Article 35 When the General Meeting votes on the election of Directors and Supervisors, the accumulative voting system may be implemented according to the Articles of Association or the resolution of the General Meeting. Listed companies in which a single shareholder and his/her concert parties are interested in thirty percent or more of the shares shall adopt the accumulative voting system.</p> <p>The accumulative voting system as described in the previous paragraph means that when the General Meeting elects Directors or Supervisors, each Share shall have a voting right equal to the number of Directors and Supervisors to be elected, and Shareholders may collectively use their voting rights.</p>	<p>Article 35 When the General Meeting votes on the election of Directors and Supervisors, the accumulative voting system may be implemented according to the Articles of Association or the resolution of the General Meeting. Where Listed companies in which a single shareholder and his/her concert parties are interested in more than thirty percent or more of the shares of listed companies, or where the General Meeting votes on the election of more than two independent non-executive Directors, shall adopt the accumulative voting system shall be adopted.</p> <p>The accumulative voting system as described in the previous paragraph means that when the General Meeting elects Directors or Supervisors, each Share shall have a voting right equal to the number of Directors and Supervisors to be elected, and Shareholders may collectively use their voting rights.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
22	<p>Article 41 The general meeting shall, prior to the voting on proposals, elect two representatives from shareholders to take part in vote counting and polling scrutiny. In case any shareholder is connected to any matter to be considered, the shareholder and his/her proxy shall not take part in vote counting and polling scrutiny.</p> <p>When the general meeting votes on proposals, lawyers, representatives of shareholders, representatives of supervisors, and auditors, the share registrar or an external accountant qualified to act as an auditor shall be jointly responsible for vote counting and polling scrutiny. The results of the vote shall be announced on the spot and the voting results on the resolution shall be recorded in the minutes of the meeting.</p> <p>.....</p>	<p>Article 41 The general meeting shall, prior to the voting on proposals, elect two representatives from shareholders to take part in vote counting and polling scrutiny. In case any shareholder is connected to any matter to be considered, the shareholder and his/her proxy shall not take part in vote counting and polling scrutiny.</p> <p>When the general meeting votes on proposals, lawyers, representatives of shareholders, representatives of supervisors, and auditors, the share registrar or an external accountant qualified to act as an auditor shall be jointly responsible for vote counting and polling scrutiny. The results of the vote shall be announced on the spot and the voting results on the resolution shall be recorded in the minutes of the meeting.</p> <p>.....</p>
23	<p>Article 43 Any resolution of the general meeting shall be announced in a timely manner, and such an announcement shall indicate the number of shareholders and proxies present at the meeting, the total number of voting shares they hold and its proportion to the total voting shares of the Company, the means of voting, the voting results of each proposal as well as the details of each resolution adopted.</p>	<p>Article 43 Any resolution of the general meeting shall be announced in a timely manner, and such an announcement shall indicate the number of shareholders and proxies present at the meeting, the total number of voting shares they hold and its proportion to the total voting shares of the Company, the means of voting, the identity of the scrutineer, the attendance of directors at the general meeting, the voting results of each proposal as well as the details of each resolution adopted.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
24	<p>Article 45 Minutes of a general meeting shall be taken by the Secretary of the Board of Directors and include:</p> <p>(ii) The names of the presider of the meeting as well as directors, supervisors, the Secretary of the Board of Directors, managers and other senior management who attend the meeting or are present at the meeting;</p>	<p>Article 45 Minutes of a general meeting shall be taken by the Secretary of the Board of Directors and include:</p> <p>(ii) The names of the presider of the meeting as well as directors, supervisors, the Secretary of the Board of Directors, managers and other senior management who attend the meeting or are present at the meeting;</p>
25	<p>Article 47 Where any proposal on the election of directors or supervisors is adopted at the general meeting, new directors or supervisors shall take their posts in accordance with the Company’s Articles of Association.</p>	<p>Article 47 Where any proposal on the election of directors or supervisors is adopted at the general meeting, new directors or supervisors shall take their posts in accordance with the Company’s Articles of Association.</p>

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
26	<p>Article 49 Any resolution of the general meeting of the Company that is inconsistent with the laws or administrative regulations shall be invalid.</p> <p>The controlling shareholder or actual controller of the Company shall not restrict or hinder medium and small investors from exercising their right to vote in accordance with the law, or harm the legitimate interest of the Company and the medium and small investors.</p> <p>Where any of the procedures for convening a general meeting or the means of voting is inconsistent with the laws, administrative regulations or the Company’s Articles of Association, or the content of any resolution is inconsistent with the Company’s Articles of Association, shareholders may request the People’s Court to cancel such resolution within 60 days from the date on which the resolution is made.</p>	<p>Article 49 Any resolution of the general meeting of the Company that is inconsistent with the laws or administrative regulations shall be invalid.</p> <p>The controlling shareholder or actual controller of the Company shall not restrict or hinder medium and small investors from exercising their right to vote in accordance with the law, or harm the legitimate interest of the Company and the medium and small investors.</p> <p>Where any of the procedures for convening a general meeting or the means of voting is inconsistent with the laws, administrative regulations or the Company’s Articles of Association, or the content of any resolution is inconsistent with the Company’s Articles of Association, shareholders may request the People’s Court to cancel such resolution within 60 days from the date on which the resolution is made. However, this excludes situations where there is only a minor defect in the procedures for the convening of a general meeting or in the manner of voting thereat, which does not have material impact on the resolution.</p> <p>Where the board of directors, shareholders and other relevant parties dispute the qualifications of the convener(s), the convening procedures, the legality of the proposal and the validity of a resolution of the general meeting, they shall promptly file a lawsuit with the People’s Court. Before the People’s Court makes a judgment or ruling to revoke the resolution, the relevant parties shall execute the resolution of the general meeting. The Company, its directors and senior officers shall fulfill their duties in good faith and timely execute the resolution of the general meeting to ensure the normal operation of the Company.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE “ARTICLES OF ASSOCIATION”,
“RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS”
AND “RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS”**

No.	Original text of the “Rules of Procedure of the General Meeting of Shareholders”	Text of the “Rules of Procedure of the General Meeting of Shareholders” after the proposed amendments
		<p>When the People’s Court has made a judgment or ruling on the relevant matter, the Company shall fulfill its information disclosure obligations in accordance with the law, administrative regulations and the requirements of the CSRC and stock exchanges, fully explain the impacts and actively facilitate the execution after such judgment or ruling has taken effect. Where matters in connection with prior periods need to be rectified, the rectification shall be done in a timely manner, and the Company shall fulfill its information disclosure obligations accordingly.</p>

In addition to the above amendments, the Chinese translation of “general meeting” in the “Rules of Procedure of the General Meeting of Shareholders” has been changed from “股東大會” to “股東會” in accordance with the latest amendments to the “Company Law”. All other provisions remain unchanged.

The “Rules of Procedure of the General Meeting of Shareholders” have been prepared in Chinese, and the English translation is for reference only. In case of any discrepancy between the English and Chinese versions of the “Rules of Procedure of the General Meeting of Shareholders”, the Chinese version shall prevail.

III. SPECIFIC AMENDMENTS TO THE “RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS”

No.	Original text of the “Rules of Procedure for the Board of Directors”	Text of the “Rules of Procedure for the Board of Directors” after the proposed amendments
1	<p>Article 5 Extraordinary Meeting</p> <p>The Board shall convene an extraordinary meeting in any of the following cases:</p> <p>(1) When the shareholders representing one-tenth or more of the voting rights propose a meeting;</p> <p>(2) When one-third or more of the directors jointly propose a meeting;</p> <p>(3) When the Supervisory Committee proposes a meeting;</p> <p>(4) When the chairman of the Board deems necessary;</p> <p>(5) When half or more of independent directors propose a meeting;</p> <p>(6) When the manager propose a meeting;</p> <p>(7) When the securities regulatory authorities request a meeting;</p> <p>(8) In other situations specified in the Articles of Association of the Company.</p>	<p>Article 5 Extraordinary Meeting</p> <p>Shareholders representing one-tenth or more of the voting rights, one-third or more of the directors or the Audit Committee, may propose to convene an extraordinary meeting of the Board of Directors. The chairman of the Board shall convene and preside over the meeting of the Board of Directors within ten days of receiving the proposal.</p> <p>The Board shall convene an extraordinary meeting in any of the following cases:</p> <p>(1) When the shareholders representing one-tenth or more of the voting rights propose a meeting;</p> <p>(2) When one-third or more of the directors jointly propose a meeting;</p> <p>(3) When the Supervisory Committee proposes a meeting;</p> <p>(4) When the chairman of the Board deems necessary;</p> <p>(5) When half or more of independent directors propose a meeting;</p> <p>(6) When the manager propose a meeting;</p> <p>(7) When the securities regulatory authorities request a meeting;</p> <p>(8) In other situations specified in the Articles of Association of the Company.</p>

No.	Original text of the “Rules of Procedure for the Board of Directors”	Text of the “Rules of Procedure for the Board of Directors” after the proposed amendments
2	<p>Article 8 Meeting Notice</p> <p>For a regular meeting or an extraordinary meeting, the Office of the Board shall give a written meeting notice to all directors, supervisors, the managers and the secretary of the Board fourteen days and eight hours respectively in advance through direct delivery service, fax, email or any other means. If the notice is not given through direct delivery service, confirmation by telephone is also necessary.</p> <p>When an extraordinary meeting needs to be held as soon as possible in case of an emergency, the meeting notice is allowed to be given by telephone or in other verbal forms at any time but it is necessary for the convener to give explanations at the meeting.</p>	<p>Article 8 Meeting Notice</p> <p>For a regular meeting or an extraordinary meeting, the Office of the Board shall give a written meeting notice to all directors, supervisors, the managers and the secretary of the Board fourteen days and eight hours respectively in advance through direct delivery service, fax, email or any other means. If the notice is not given through direct delivery service, confirmation by telephone is also necessary.</p> <p>When an extraordinary meeting needs to be held as soon as possible in case of an emergency, the meeting notice is allowed to be given by telephone or in other verbal forms at any time but it is necessary for the convener to give explanations at the meeting.</p>
3	<p>Article 11 Convening of the Meeting</p> <p>More than half of the directors are required to constitute a quorum of a Board meeting. Where the requirement of the minimum number of participants fails to be met due to some relevant director’s refusal or failure to attend the meeting, the chairman of the Board and the secretary of the Board shall report it to the regulatory authorities in a timely manner.</p> <p>The supervisors may attend the Board meeting and the managers and the secretary of the Board should attend the Board meeting if they are not concurrently serving as directors. Where necessary, other relevant persons whom the presider of the meeting believes need to attend the meeting may be notified to attend the meeting.</p>	<p>Article 11 Convening of the Meeting</p> <p>More than half of the directors are required to constitute a quorum of a Board meeting. Where the requirement of the minimum number of participants fails to be met due to some relevant director’s refusal or failure to attend the meeting, the chairman of the Board and the secretary of the Board shall report it to the regulatory authorities in a timely manner.</p> <p>The supervisors may attend the Board meeting and the managers and the secretary of the Board should attend the Board meeting if they are not concurrently serving as directors. Where necessary, other relevant persons whom the presider of the meeting believes need to attend the meeting may be notified to attend the meeting.</p>

No.	Original text of the “Rules of Procedure for the Board of Directors”	Text of the “Rules of Procedure for the Board of Directors” after the proposed amendments
4	<p>Article 15 Consideration Procedures of the Meeting</p> <p>The meeting presider shall seek clear opinions on each proposal from the participating directors.</p> <p>If prior approval of the independent directors is necessary for the proposal according to the regulations, the meeting presider shall appoint an independent director to read out the written approval agreed by the independent directors before the discussion of the relevant proposal.</p> <p>When any director hinders the normal proceeding of the meeting or affects other directors’ speech, the meeting presider shall promptly stop him/her.</p> <p>Unless with the unanimous consent of all participating directors, the proposals not included in the meeting notice shall not be put to a vote in the Board meeting. The directors who are authorized by other directors to attend the meeting shall not vote on the proposals not included in the meeting notice on behalf of other directors.</p>	<p>Article 15 Consideration Procedures of the Meeting</p> <p>The meeting presider shall seek clear opinions on each proposal from the participating directors.</p> <p>For a proposal that requires to be reviewed at a special meeting of independent directors in accordance with relevant regulations, the meeting presider shall appoint an independent non-executive director to read out the written review agreed at the special meeting of independent directors before the discussion of the relevant proposal. If prior approval of the independent directors is necessary for the proposal according to the regulations, the meeting presider shall appoint an independent director to read out the written approval agreed by the independent directors before the discussion of the relevant proposal.</p> <p>When any director hinders the normal proceeding of the meeting or affects other directors’ speech, the meeting presider shall promptly stop him/her.</p> <p>Unless with the unanimous consent of all participating directors, the proposals not included in the meeting notice shall not be put to a vote in the Board meeting. The directors who are authorized by other directors to attend the meeting shall not vote on the proposals not included in the meeting notice on behalf of other directors.</p>

In addition to the above amendments, the Chinese translation of “general meeting” in the “Rules of Procedure for the Board of Directors” has been changed from “股東大會” to “股東會” in accordance with the latest amendments to the “Company Law”. All other provisions remain unchanged.

The “Rules of Procedure for the Board of Directors” have been prepared in Chinese, and the English translation is for reference only. In case of any discrepancy between the English and Chinese versions of the “Rules of Procedure for the Board of Directors”, the Chinese version shall prevail.

NOTICE OF EGM



北京京城機電股份有限公司

Beijing Jingcheng Machinery Electric Company Limited

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 0187)

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2025

NOTICE IS HEREBY GIVEN that the third extraordinary general meeting of 2025 (the “**EGM**”) of Beijing Jingcheng Machinery Electric Company Limited (the “**Company**”) will be convened by the board of directors of the Company (the “**Board**”) and held at the Conference Room of the Company at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC, on Friday, 12 December 2025 at 9:30 a.m. for the purpose of considering and, if thought fit, with or without modifications, passing the following resolutions. A combination of on-site voting and internet voting by ways of poll, will be adopted for the EGM.

Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 24 November 2025.

MATTERS TO BE CONSIDERED AT THE EGM

Ordinary resolutions

1. To consider the resolution in relation to election of Mr. Li Zhongbo as a non-executive director of the eleventh session of the board of directors of the Company;
2. To consider the resolution in relation to the remuneration of non-executive Director of the eleventh session of the Board and the entering into of a written contract;

Special resolution

3. To consider the resolution in relation to proposed amendments to the “Articles of Association”, “Rules of Procedure of the General Meeting of Shareholders”, “Rules of Procedure for the Board of Directors” and the abolishment of the Supervisory Committee.

NOTICE OF EGM

ATTENDEES OF THE MEETING AND REGISTRATION METHOD

- (I) Directors, supervisors and senior management of the Company.
- (II) Lawyers engaged by the Company.
- (III) The Shareholders of the Company whose names appear on the register of members of Shareholders of the Company after the close of business on 8 December 2025 shall have the right to attend the EGM after completing the necessary registration procedures.

Holders of the Company's H Shares should note that the register of members of the Company will be closed from 9 December 2025 to 12 December 2025 (both days inclusive), during which no H Shares transfer will be registered. For holders of H Shares who intend to attend the EGM, transfer documents together with the relevant share certificates must be lodged with the H Shares registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 8 December 2025.

Corporate shareholder should attend the meeting by its legal representative or the proxy appointed by the legal representative. Legal representative who attends the meeting should present his or her own identity document, valid documents evidencing his or her capacity as a legal representative and evidence of shareholding. While appointing a proxy to attend the meeting, the proxy should present his or her identity document, the power of attorney issued in writing by the legal representative of the corporate shareholder in accordance with the laws and evidence of shareholding.

- 1. Each Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxy(ies), who need not be a Shareholder, to attend and vote on his or her behalf at the EGM.
- 2. For any Shareholder who appoints more than one proxy, his or her proxies can only exercise the voting right by way of poll.
- 3. The instrument appointing a proxy must be in writing under the hand of the appointer or his or her attorney authorised in writing. If that instrument is signed by an attorney on behalf of the appointer, the power of attorney authorising that attorney to sign, or other authorisation documents, must be notarially certified. To be valid, the notarially certified copy of the power of attorney, or other authorisation documents, together with the form of proxy must be delivered to the office address of the Company at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC, or lodged with the H Shares registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time designated for the holding of the EGM.

NOTICE OF EGM

OTHER MATTERS:

1. Contact for the meeting

Contact telephone: 86 010-87707288
Fax: 86 010-87707291
Contact person: Board office of the Company
Address: No. 6 Rong Chang East Street, Daxing District, Beijing,
the PRC
Postal Code: 100176

2. The EGM is expected to last for half a day. Shareholders attending the meeting should bear their own accommodation and travel expenses.

3. Personnel attending the meeting shall arrive at the venue of the meeting half an hour before the commencement of the meeting and bring along the original identity document, stock account card and power of attorney for verification.

By order of the Board
Beijing Jingcheng Machinery Electric Company Limited
Luan Jie
Company Secretary

Beijing, the PRC
24 November 2025

As at the date of this notice, the Board comprises Mr. Zhang Jiheng as an executive Director, Mr. Wang Kai, Mr. Zhou Yongjun, Mr. Zhao Xihua, Mr. Man Huiyong and Ms. Li Chunzhi as non-executive Directors, and Ms. Chen Junping, Mr. Zhao Xuguang, Mr. Liu Jingtai and Mr. Luan Dalong as independent non-executive Directors.