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北京汽车
BAIC MOTOR

北京汽车股份有限公司

BAIC MOTOR CORPORATION LIMITED*

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

(Stock Code: 1958)

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETINGS

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other requirements.

The board of directors (the “**Board**”) of BAIC Motor Corporation Limited (the “**Company**”) hereby announces that, in order to better satisfy the requirements of corporate governance and compliance operation, it is proposed that the articles of association of the Company (the “**Articles of Association**”) and the rules of procedures for the shareholders’ general meetings of the Company (the “**Rules of Procedures for the Shareholders’ General Meetings**”) be amended pursuant to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) and other regulatory regulations, and in light of the information of the Company’s investors and adjustments on the structure of the board of supervisors of the Company as well as other actual situations. Such proposed amendments shall be further proposed and subject to the approval of the 2021 first extraordinary general meeting to be convened by the Company (the “**2021 First EGM**”).

A circular containing further details on the aforementioned proposed amendments and the 2021 First EGM will be dispatched to the shareholders of the Company.

The Articles of Association and the Rules of Procedures for the Shareholders’ General Meeting are written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of inconsistency, the Chinese version shall prevail.

Details of specific proposed amendments to the Articles of Association and the Rules of Procedures for Shareholders' General Meetings are set out in Appendix I and Appendix II, respectively, to this announcement.

By order of the Board
BAIC Motor Corporation Limited
Wang Jianhui
Secretary to the Board and Company Secretary

Beijing, the PRC, 4 February, 2021

As at the date of this announcement, the Board comprises Mr. Jiang Deyi, as Chairman of the Board and non-executive Director; Mr. Liao Zhenbo, Mr. Chen Hongliang, Ms. Shang Yuanxian, Mr. Xie Wei, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Harald Emil Wilhelm, Mr. Jin Wei and Mr. Lei Hai, as non-executive Directors; and Mr. Ge Songlin, Mr. Wong Lung Tak Patrick, Mr. Bao Robert Xiaochen, Mr. Zhao Fuquan and Mr. Liu Kaixiang, as independent non-executive Directors.

* *For identification purpose only*

APPENDIX I: SPECIFIC PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article	Original	Revised																								
<p>Article 18</p>	<p>.....</p> <p>Upon approval of the securities regulatory authorities of the State Council, holders of domestic shares of the Company may transfer their shares to overseas investors for listing and dealing on overseas stock exchanges. The listing and dealing of transferred shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of such overseas stock exchanges. The listing and dealing of the transferred shares on overseas stock exchanges is not subject to approval of class shareholders' meetings.</p>	<p>.....</p> <p>Upon approval of the securities regulatory authorities of the State Council, holders of domestic shares of the Company may transfer <u>whole or part of</u> their shares to overseas investors for listing and dealing on overseas <u>stock exchanges. The whole or part of the domestic shares can be converted into foreign shares, and the foreign shares converted can be listed and traded on overseas stock exchanges.</u> The listing and dealing of transferred <u>or converted</u> shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of such overseas stock exchanges. The listing and dealing of the transferred shares on overseas stock exchanges, <u>or the listing and dealing of foreign shares converted from domestic shares on overseas stock exchanges</u> is not subject to approval of <u>general meetings or</u> class shareholders' meetings. <u>The overseas listed foreign shares converted from domestic shares shall be of the same class with the existing overseas listed foreign shares.</u></p>																								
<p>Article 20</p>	<p>.....</p> <p>Upon completion of the placing of H shares of the Company, the total share capital of the Company has been changed from 7,595,338,182 shares to 8,015,338,182 shares. The shareholding percentage of the investors of the Company was changed as follows:</p> <table border="1" data-bbox="352 1570 900 1944"> <thead> <tr> <th>Name of the Investors</th> <th>Number of Shares Held (Shares)</th> <th>Shareholding Percentage</th> </tr> </thead> <tbody> <tr> <td>.....</td> <td></td> <td></td> </tr> <tr> <td>Beijing Shougang Company Limited</td> <td>1,028,748,707</td> <td>12.835%</td> </tr> <tr> <td>.....</td> <td></td> <td></td> </tr> </tbody> </table>	Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage			Beijing Shougang Company Limited	1,028,748,707	12.835%			<p>.....</p> <p>Upon completion of the placing of H shares of the Company, the total share capital of the Company has been changed from 7,595,338,182 shares to 8,015,338,182 shares. The shareholding percentage of the investors of the Company was is changed as follows:</p> <table border="1" data-bbox="922 1570 1468 1944"> <thead> <tr> <th>Name of the Investors</th> <th>Number of Shares Held (Shares)</th> <th>Shareholding Percentage</th> </tr> </thead> <tbody> <tr> <td>.....</td> <td></td> <td></td> </tr> <tr> <td>Beijing Shougang Company Limited Shougang Group Co., Ltd.</td> <td>1,028,748,707</td> <td>12.835%</td> </tr> <tr> <td>.....</td> <td></td> <td></td> </tr> </tbody> </table>	Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage			Beijing Shougang Company Limited Shougang Group Co., Ltd.	1,028,748,707	12.835%		
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Article	Original	Revised
<p>Article 31</p>	<p>The Company may, subject to the procedures set out in these Articles and approval of the relevant competent authority of the PRC, repurchase its issued shares under the following circumstances in accordance with legal procedures:</p> <ol style="list-style-type: none"> (1) cancelling the shares for the purposes of reducing registered capital of the Company; (2) merging with any other companies holding the shares in the Company; (3) giving the shares to employees of the Company as a reward; (4) being requested to repurchase the shares of the Company held by the shareholders who object to the resolutions adopted at general meeting concerning merger or division of the Company; and (5) other circumstances permitted by the laws and regulations. <p>Save as aforementioned, the Company shall not trade in its shares.</p>	<p>The Company may, subject to the procedures set out in these Articles and approval of the relevant competent authority of the PRC, repurchase its issued shares under the following circumstances in accordance with legal procedures:</p> <ol style="list-style-type: none"> (1) cancelling the shares for the purposes of reducing registered capital of the Company; (2) merging with any other companies holding the shares in the Company; <u>(3) using shares for employee share ownership schemes or share incentive;</u> (4) being requested to repurchase the shares of the Company held by the shareholders who object to the resolutions adopted at general meeting concerning merger or division of the Company; <u>(5) utilising shares for converting the convertible corporate bonds in issue from listed companies;</u> <u>(6) when it is necessary for a listed company to maintain its value and shareholders' interests; and</u> (7)(5) other circumstances permitted by the laws and regulations. <p><u>Where the Company purchases its own shares under the circumstances specified in clauses (1) and (2) of the preceding paragraph, a resolution shall be adopted at a general meeting in this regard. Where the Company purchases its own shares under the circumstances specified in clauses (3), (5) and (6) of the preceding paragraph, a resolution shall be adopted at a meeting of the Board attended by more than two-thirds of the directors in this regard in accordance with the provisions of the Articles of Association or the authorization of the general meeting.</u></p> <p>Save as aforementioned, the Company shall not trade in its shares.</p>

Article	Original	Revised
<p>Article 34</p>	<p>Upon repurchase of shares in accordance with clauses (1), (2) and (4) of Article 31 of these Articles, such portion of shares shall be cancelled within the prescribed period according to the laws and regulations, and the Company shall file an application for the registration of a change of its registered capital with the competent company registration authority and make relevant announcement. Shares repurchased pursuant to clause (3) of Article 31 shall not exceed the maximum ratio prescribed by laws and regulations. The fund to be used for repurchases shall be drawn out from profit after tax of the Company and transferred to employees within the prescribed period according to laws and regulations.</p> <p>Where the Company cancels any shares resulting from the repurchase, the Company shall file an application for the registration of a change of its registered capital with the competent company registration authority. The aggregate par value of the shares being cancelled shall be deducted from the Company's registered capital.</p>	<p>Upon repurchase of shares in accordance with clause (1) of Article 31, <u>the repurchased shares shall be cancelled within ten days from the date of repurchase;</u> upon repurchase of shares <u>in accordance with</u> clauses (2) and (4) of Article 31, <u>the repurchased shares shall be transferred or cancelled within six months; if it is under the circumstances described in clauses (3), (5) and (6) of Article 31, the total number of shares of the Company held by the Company shall not exceed 10% of the total number of issued shares of the Company and such shares shall be transferred or cancelled within three years.</u> Such portion of shares shall be cancelled or transferred within the prescribed period according to the laws and regulations, and the Company shall file an application for the registration of a change of its registered capital with the competent company registration authority and make relevant announcement. Shares repurchased pursuant to clause (3) of Article 31 shall not exceed the maximum ratio prescribed by laws and regulations. The fund to be used for repurchases shall be drawn out from profit after tax of the Company and transferred to employees within the prescribed period according to laws and regulations.</p> <p><u>The acquisition of shares of the Company shall satisfy the information disclosure obligation in accordance with relevant requirements. The shares of the Company acquired under the circumstances provided by clauses (3), (5) and (6) of Article 31 under these Articles shall be traded in an open and centralized manner.</u></p> <p>Where the Company cancels any shares resulting from the repurchase, the Company shall file an application for the registration of a change of its registered capital with the competent company registration authority. The aggregate par value of the shares being cancelled shall be deducted from the Company's registered capital.</p>

Article	Original	Revised
Article 47	Transfers may not be entered in the register of shareholders within thirty days prior to the date of a general meeting or within five days prior to the record date set by the Company for the purpose of distribution of dividends.	Transfers may not be entered in the register of shareholders within thirty days prior to the date of a general meeting or within five days prior to the record date set by the Company for the purpose of distribution of dividends. <u>If the applicable regulations of relevant stock exchanges or regulatory authorities at the location where the Company's shares are listed provide otherwise, such regulations shall prevail.</u>
Article 69	<p>When the Company convenes a general meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall, 20 days prior to the meeting, deliver a written reply to the Company confirming attendance at the meeting.</p> <p>Regarding the calculation of the notice period, the date of the meeting shall not be included.</p> <p>For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>	<p>When the Company convenes an <u>annual</u> general meeting, it shall issue a written notice 45 days prior to at <u>least 20 clear business days prior to</u> the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. <u>When the Company convenes an extraordinary general meeting, notice of the meeting shall be given at least 10 clear business days or 15 days (whichever is longer) before the date of the meeting.</u></p> <p>Shareholders who intend to attend the general meeting shall, within 20 days prior to the meeting, deliver a written reply to the Company confirming attendance at the meeting.</p> <p>Regarding the calculation of the aforesaid notice period, <u>the date of such notice and</u> the date of the meeting shall not be included.</p> <p>For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>

Article	Original	Revised
Article 71	<p>The Company shall calculate the number of shares with voting rights represented by the shareholders planning to attend the general meeting in accordance with the written replies received 20 days before the meeting is convened. In the event that the number of shares with voting rights represented by the shareholders planning to attend reaches more than half of the total number of shares with voting rights, the Company may convene the general meeting. If this requirement is not met, the Company shall again inform the shareholders of the matters to be deliberated and the date and venue within 5 days in the form of an announcement before the general meeting may be convened. After making such announcement, the general meeting may be convened.</p> <p>An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>	<p>The Company shall calculate the number of shares with voting rights represented by the shareholders planning to attend the general meeting in accordance with the written replies received 20 days before the meeting is convened. In the event that the number of shares with voting rights represented by the shareholders planning to attend reaches more than half of the total number of shares with voting rights, the Company may convene the general meeting. If this requirement is not met, the Company shall again inform the shareholders of the matters to be deliberated and the date and venue within 5 days in the form of an announcement before the general meeting may be convened. After making such announcement, the general meeting may be convened.</p> <p>An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>
Article 74	<p>Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the compliance with the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.</p>	<p>Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the compliance with the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.</p>

Article	Original	Revised
Article 75	The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.	<u>When the Company gives the notice of the shareholders' general meeting in the manner as required by the relevant stock exchanges or regulatory authorities at the location where the Company's shares are listed, the</u> The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.
Article 76	<p>All shareholders whose names appear on the register of members as at the record date or their proxy shall be entitled to attend the general meetings and exercise their voting rights in accordance with relevant laws, regulations and these Articles.</p> <p>Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. According to the appointment of the shareholder, a proxy so appointed shall:</p> <ol style="list-style-type: none"> (1) have the same right as the shareholder to speak at the meeting; (2) have right to individually or jointly in demanding a poll; and (3) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll. 	<p>All shareholders whose names appear on the register of members as at the record date or their proxy shall be entitled to attend the general meetings and exercise their voting rights in accordance with relevant laws, regulations and these Articles.</p> <p>Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. According to the appointment of the shareholder, a proxy so appointed shall:</p> <ol style="list-style-type: none"> (1) have the same right as the shareholder to speak at the meeting; (2) have right to individually or jointly in demanding a poll; and (3) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.

Article	Original	Revised
	<p>If the shareholder is an authorized clearing house or its agent as defined in the Securities and Futures (Clearing Houses) Ordinance of Hong Kong (Chapter 420 of the Laws of Hong Kong), such shareholder is entitled to appoint one or more persons as his proxy at any general meeting or any class meeting. If more than one person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Company.</p>	<p>If the shareholder is an authorized clearing house or its agent as defined in the Securities and Futures (Clearing Houses) Ordinance of Hong Kong (Chapter 420 of the Laws of Hong Kong) <u>the Part 1 of Schedule 1 to the Securities and Futures Ordinance</u>, such shareholder is entitled to appoint one or more persons as his proxy at any general meeting or any class meeting. If more than one person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Company.</p>
<p>Article 78</p>	<p>The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting 24 hours prior to the meeting at which the proxy is authorised to vote or 24 hours prior to the specified time for the voting. Where the instrument is signed by another person authorised by the appointor, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>.....</p>	<p>The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting 24 hours prior to the meeting at which the proxy is authorised to vote or 24 hours prior to the specified time for the voting. <u>If the applicable regulations of relevant stock exchanges or regulatory authorities at location where the Company's shares are listed provide otherwise, such regulations shall prevail.</u> Where the instrument is signed by another person authorised by the appointor, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>.....</p>

Article	Original	Revised
<p>Article 98</p>	<p>The approach and procedures for nomination of candidates for directors and supervisors are as follows:</p> <p>(1) Shareholder(s) individually or jointly holding more than 3% of the total issued and outstanding voting shares of the Company may propose in writing to the general meeting for the nomination of candidates for non-employee representative directors and supervisors. However, the number of candidates proposed shall comply with these Articles, and shall not be more than the number to be elected. The aforesaid proposal of the shareholders should be served to the Company at least 14 business days before the date of the general meeting.</p> <p>(2) The list of candidates for directors and supervisors shall be proposed by the board of directors and the board of supervisors for the consideration of the board of directors and board of supervisors respectively, and the number of candidates to be proposed shall be within the number stipulated in these Articles. The list of candidates for directors and supervisors shall be submitted to the general meeting by way of a written proposal after being considered and adopted by the board of directors and board of supervisors.</p>	<p>The approach and procedures for nomination of candidates for directors and supervisors are as follows:</p> <p>(1) Shareholder(s) individually or jointly holding more than 3% of the total issued and outstanding voting shares of the Company may propose in writing to the general meeting for the nomination of candidates for non-employee representative directors and supervisors. However, the number of candidates proposed shall comply with these Articles, and shall not be more than the number to be elected. The aforesaid proposal of the shareholders should be served to the Company at least 14 10 business days before the date of the general meeting.</p> <p>(2) The list of candidates for directors and supervisors shall be proposed by the board of directors and the board of supervisors for the consideration of the board of directors and board of supervisors respectively, and the number of candidates to be proposed shall be within the number stipulated in these Articles. The list of candidates for directors and supervisors shall be submitted to the general meeting by way of a written proposal after being considered and adopted by the board of directors and board of supervisors.</p>

Article	Original	Revised
	<p>(3) The written notices for the intention to nominate a candidate for director or supervisor and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than 14 business days prior to the date of the general meeting. The board of directors or board of supervisors shall provide shareholders with the biographical details and basic information of the candidates for directors and supervisors.</p> <p>(4) The Company shall allow a notice period of no less than 7 days commencing from the day following the date of the notice of general meeting for the submission of the aforesaid notices and documents.</p> <p>(5) Voting for the election of each candidate for a director and supervisor shall be carried out separately in the general meeting.</p> <p>(6) Where there is a need to fill the casual vacancy of director or supervisor, the board of directors or board of supervisors shall submit a proposal to the general meeting for the election or change of a director or supervisor.</p>	<p>(3) The written notices for the intention to nominate a candidate for director or supervisor and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than 14 10 business days prior to the date of the general meeting. The board of directors or board of supervisors shall provide shareholders with the biographical details and basic information of the candidates for directors and supervisors.</p> <p>(4) The Company shall allow a notice period of no less than 7 days commencing from the day following the date of the notice of general meeting for the submission of the aforesaid notices and documents.</p> <p>(5) Voting for the election of each candidate for a director and supervisor shall be carried out separately in the general meeting.</p> <p>(6) Where there is a need to fill the casual vacancy of director or supervisor, the board of directors or board of supervisors shall submit a proposal to the general meeting for the election or change of a director or supervisor.</p>

Article	Original	Revised
<p>Article 114</p>	<p>When a class meeting is convened by the Company, written notices of a class meeting convened by the Company shall be dispatched forty-five days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty days prior to the date of the meeting.</p> <p>If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches more than one-half of the total number of shares of a class carrying voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.</p>	<p>When a class meeting is convened by the Company, written notices of a class meeting convened by the company shall be dispatched forty-five days prior to the date of the class meeting <u>in accordance with the notice period in relation to the convening of a general meeting under these Articles</u> to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty days prior to the date of the meeting.</p> <p><u>Regarding the calculation of the aforesaid notice period, the date of such notice and the date of the meeting shall not be included.</u></p> <p>If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches more than one-half of the total number of shares of a class carrying voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.</p>

Article	Original	Revised
Article 116	<p>.....</p> <p>(3) where shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange, subject to the approval of the securities authority of the State Council.</p>	<p>.....</p> <p>(3) where <u>the whole or part of</u> shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange; <u>or the whole or part of domestic shares held by holders of the domestic shares are converted into foreign shares, which are listed and traded on overseas stock exchanges</u>, subject to the approval of the securities authority of the State Council.</p>
Article 121	<p>A written notice of the intention to nominate a candidate of director and the acceptance of nomination shall be given to the Company no earlier than the date after the dispatch of the notice of the general meeting and no later than 14 business days prior to the date of such meeting.</p>	<p>A written notice of the intention to nominate a candidate of director and the acceptance of nomination shall be given to the Company no earlier than the date after the dispatch of the notice of the general meeting and no later than 14 business days prior to the date of such meeting.</p> <p><u>The approach and procedures for nomination of directors shall be implemented in accordance with the relevant requirements under Article 98 of these Articles.</u></p>
Article 161	<p>The board of supervisors shall comprise nine supervisors, including six non-employee representative supervisors and three employee representative supervisors. Two out of six non-employee representative supervisors are independent supervisors.</p>	<p>The board of supervisors shall comprise nine <u>five</u> supervisors, including six three non-employee representative supervisors and three <u>two</u> employee representative supervisors. Two out of six non-employee representative supervisors are independent supervisors.</p>

Article	Original	Revised
Article 233	<p>(4) For the purpose of Articles 98 and 121 and other provisions in these Articles, a Business Day refers to a business day in both Hong Kong and China. A business day in Hong Kong refers to any day on which the Hong Kong Stock Exchange is open for the dealing in securities. A business day in China refers to any day on which banks in China are open for business to public and which is not a Saturday, Sunday or any other statutory public holiday set by the PRC government.</p> <p>.....</p>	<p>(4) For the purpose of Articles 98 and 121 and other provisions in these Articles, a A Business Day refers to a business day in both Hong Kong and China. A business day in Hong Kong refers to any day on which the Hong Kong Stock Exchange is open for the dealing in securities. A business day in China refers to any day on which banks in China are open for business to public and which is not a Saturday, Sunday or any other statutory public holiday set by the PRC government.</p> <p>.....</p>

APPENDIX II: SPECIFIC PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETINGS

Article	Original	Revised
<p>Article 3</p>	<p>.....</p> <p>(12) to consider and approve the guarantees as provided in the Articles of Associations;</p> <p>.....</p>	<p>.....</p> <p>(12) to consider and approve the guarantees <u>required to be considered at general meetings under the</u> Articles of Associations;</p> <p>.....</p>
<p>Article 7</p>	<p>The Company shall convene an extraordinary general meeting within two months of the date of the occurrence of any one of the followings:</p>	<p>The Company <u>Board</u> shall convene an extraordinary general meeting within two months of the date of the occurrence of any one of the followings:</p>
<p>Article 10</p>	<p>.....</p> <p>(2) If no notice of convening a general meeting was issued within 30 days after the board of directors receiving the abovementioned written request(s), the shareholders individually or jointly holding more than 10% (including 10%) of the shares of the Company with voting rights at such meeting to be convened have the right to request the board of supervisors to convene an extraordinary general meeting or class meeting and shall make the request by way of a written request to the board of supervisors.</p> <p>.....</p>	<p>.....</p> <p>(2) If no notice of convening a general meeting was issued within 30 days after the board of directors receiving the abovementioned written request(s), <u>the shareholders making the request(s) individually or jointly holding more than 10% (including 10%) of the shares of the Company with voting rights at such meeting to be convened</u> have the right to request the board of supervisors to convene an extraordinary general meeting or class meeting and shall make the request by way of a written request to the board of supervisors.</p> <p>.....</p> <p><u>All reasonable expenses incurred for such meeting convened by the shareholders or the board of supervisors as a result of the failure of the Board to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.</u></p>

Article	Original	Revised
Article 12	<p>With regard to the general meeting convened by the board of supervisors or shareholders on its/their own, the board of directors and its secretary shall offer cooperation. The board of directors shall provide a register of shareholders. The register of shareholders obtained by the convener shall not be used for other purposes except for the general meeting. For the general meeting convened by the board of supervisors or shareholders on its/their own, the expenses incurred by the meeting shall be borne by the Company.</p>	<p>With regard to the general meeting convened by the board of supervisors or shareholders on its/their own, the board of directors and its secretary shall offer cooperation. The board of directors shall provide a register of shareholders. The register of shareholders obtained by the convener shall not be used for other purposes except for the general meeting. For the general meeting convened by the board of supervisors or shareholders on its/their own, the expenses incurred by the meeting shall be borne by the Company.</p>
Article 18	<p>When the Company convenes a general meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall, 20 days prior to the meeting, deliver a written reply to the Company confirming attendance at the meeting.</p> <p>Regarding the calculation of the notice period, the date of the meeting shall not be included.</p>	<p>When the Company convenes a <u>an annual</u> general meeting, it shall issue a written notice 45 days prior to <u>at least 20 clear business days prior to</u> the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. <u>When the Company convenes an extraordinary general meeting, notice of the meeting shall be given at least 10 clear business days or 15 days (whichever is longer) before the date of the meeting.</u> Shareholders who intend to attend the general meeting shall, within 20 days prior to the meeting, deliver a written reply to the Company confirming attendance at the meeting.</p> <p>Regarding the calculation of the notice period, <u>the date of the notice and</u> the date of the meeting shall not be included.</p> <p><u>The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</u></p> <p><u>For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</u></p>

Article	Original	Revised
<p>Article 19</p>	<p>Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the compliance with the laws, regulations, the listing rules of the place where the Company is listed and the Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.</p>	<p>Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the compliance with the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.</p>
<p>Article 21</p>	<p>The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.</p>	<p><u>When the Company gives the notice of the general meeting in the manner as required by the stock exchanges or regulatory authorities at the location where the Company's shares are listed, the</u> The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.</p>

Article	Original	Revised
<p>Article 22</p>	<p>The Company shall calculate the number of shares with voting rights represented by the shareholders planning to attend the general meeting in accordance with the written replies received 20 days before the meeting is convened. In the event that the number of shares with voting rights represented by the shareholders planning to attend reaches more than half of the total number of shares with voting rights, the Company may convene the general meeting. If this requirement is not met, the Company shall again inform the shareholders of the matters to be deliberated and the date and venue within 5 days in the form of an announcement before the general meeting may be convened. After making such announcement, the general meeting may be convened.</p>	<p>The Company shall calculate the number of shares with voting rights represented by the shareholders planning to attend the general meeting in accordance with the written replies received 20 days before the meeting is convened. In the event that the number of shares with voting rights represented by the shareholders planning to attend reaches more than half of the total number of shares with voting rights, the Company may convene the general meeting. If this requirement is not met, the Company shall again inform the shareholders of the matters to be deliberated and the date and venue within 5 days in the form of an announcement before the general meeting may be convened. After making such announcement, the general meeting may be convened.</p> <p>An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>
<p>Article 34</p>	<p>.....</p> <p>The chairman of the board of supervisors shall preside over the general meetings convened by the board of supervisors at its sole discretion. In the event that the chairman of the board of supervisors is unable to or fails to fulfill the required obligations, the meeting shall be presided over by a supervisor elected by way of show of hands by more than half of the supervisors.</p> <p>.....</p> <p>In the event that the chairman of the meeting violates the rules of procedures that results in the general meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to chair the general meeting and the meeting shall continue.</p>	<p>.....</p> <p>The chairman of the board of supervisors shall preside over the general meetings convened by the board of supervisors at its sole discretion. In the event that the chairman of the board of supervisors is unable to or fails to fulfill the required obligations, <u>the meeting may be presided over by a supervisor designated by the chairman of the board of supervisors on his/her behalf.</u> the meeting shall be presided over by a supervisor elected by way of show of hands by more than half of the supervisors.</p> <p>.....</p> <p>In the event that the chairman of the meeting violates the rules of procedures that results in the general meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to chair the general meeting and the meeting shall continue. <u>If, for any reason, the shareholders fail to elect one to be the chairman of the meeting, the attending shareholder (or his/her proxy) who holds the most voting shares shall be the chairman of the meeting.</u></p>

Article	Original	Revised
Article 39	<p>.....</p> <p>The board of directors and shareholders fulfilling certain conditions may solicit the voting rights.</p>	<p>.....</p> <p>The board of directors and shareholders fulfilling certain conditions may solicit the voting rights.</p>
Article 44	<p>All proposals shall be voted one by one at a general meeting. Except for special reasons such as force majeure that result in suspending a general meeting or failing to make any resolution, no proposals may be shelved or may not be voted at a general meeting.</p>	<p>All proposals shall be voted one by one at a general meeting. <u>In the event that there are different proposals on the same matter, they shall be voted in chronological order of proposing such proposals.</u> Except for special reasons such as force majeure that result in suspending a general meeting or failing to make any resolution, no proposals may be shelved or may not be voted at a general meeting.</p>
Article 47	<p>.....</p> <p>When voting takes place on a proposal at a general meeting, auditors, H share register or qualified external auditors shall be responsible for vote counting and scrutinizing. The chairman of the meeting shall determine whether resolution has been passed, and the decision is final and shall be announced in the meeting and recorded in the meeting minutes.</p>	<p>.....</p> <p>When voting takes place on a proposal at a general meeting, auditors, H share register or qualified external auditors shall be responsible for vote counting and scrutinizing. The chairman of the meeting shall determine whether resolution has been passed, <u>and announce the voting results forthwith,</u> and the decision is final and shall be announced in the meeting and recorded in the meeting minutes.</p>
Article 50	<p>Ordinary resolutions put forward in the general meeting shall be adopted by more than half of shareholders with voting rights attending the meeting. Special resolutions put forward in the general meeting shall be adopted by more than two-thirds of the shareholders with voting rights attending the meeting.</p>	<p>Ordinary resolutions put forward in the general meeting shall be adopted by more than half of shareholders <u>(including their proxies)</u> with voting rights attending the meeting. Special resolutions put forward in the general meeting shall be adopted by more than two-thirds of the shareholders <u>(including their proxies)</u> with voting rights attending the meeting.</p>

Article	Original	Revised
<p>Article 66</p>	<p>When a class meeting is convened by the Company, written notices of a class meeting convened by the Company shall be dispatched forty-five days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty days prior to the date of the meeting.</p> <p>If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches more than one-half of the total number of shares of a class carrying voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.</p>	<p>When a class meeting is convened by the Company, written notices of a class meeting convened by the Company shall be dispatched forty-five days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty days prior to the date of the meeting. <u>in accordance with the notice period in relation to the convening of a general meeting under these Articles</u> to inform all shareholders of such class whose names appear on the register of shareholders the matters to be considered during the meeting and the date and venue of the meeting.</p> <p><u>Regarding the calculation of the aforesaid notice period, the date of such notice and the date of the meeting shall not be included.</u></p> <p>If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches more than one-half of the total number of shares of a class carrying voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.</p>

Article	Original	Revised
<p>Article 68</p>	<p>.....</p> <p>(3) where shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange, subject to the approval of the securities authority of the State Council.</p>	<p>.....</p> <p>(3) where <u>the whole or part of</u> shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange; <u>or the whole or part of domestic shares held by holders of the domestic shares are converted into foreign shares, which are listed and traded on overseas stock exchanges,</u> subject to the approval of the securities authority of the State Council.</p>
<p>Article 75</p>	<p>The Rules shall, after approval by ordinary resolution at the general meeting, replace the original rules of procedures for the shareholders' general meetings from the date when the Articles of Association takes effect upon the listing of the H Shares of the Company. Any amendments shall be presented by the board of directors to the general meeting for approval by ordinary resolution.</p>	<p>The Rules shall, after approval by ordinary resolution at the general meeting, replace the original rules of procedures for the shareholders' general meetings from the date when the Articles of Association takes effect upon the listing of the H Shares of the Company. Any amendments to the Rules shall be presented by the board of directors to the general meeting for approval by ordinary resolution.</p>