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中鋁國際工程股份有限公司

China Aluminum International Engineering Corporation Limited

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

(Stock Code: 2068)

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SUPERVISORY COMMITTEE

This announcement is made by China Aluminum International Engineering Corporation Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited.

In accordance with the relevant requirements of PRC laws and regulations and based on the actual situations of the Company, on 10 December 2021, the resolutions in relation to, among others, the proposed amendments to the articles of association of China Aluminum International Engineering Corporation Limited (the “**Articles of Association**”), the proposed amendments to the Rules of Procedures for the Shareholders' General Meeting of China Aluminum International Engineering Corporation Limited (the “**Rules of Procedures for the Shareholders' General Meeting**”) and the proposed amendments to the Rules of Procedures for the Board of Directors of China Aluminum International Engineering Corporation Limited (the “**Rules of Procedures for the Board of Directors**”) were considered and approved at the forty-second meeting of the third session of the board of directors of the Company. The resolution in relation to the proposed amendments to the Rules of Procedures for the Supervisory Committee of China Aluminum International Engineering Corporation Limited (the “**Rules of Procedures for the Supervisory Committee**”) was considered and approved at the twenty-fourth meeting of the third session of the supervisory committee of the Company. Details of the relevant amendments are set out in the Appendix I to Appendix IV of this announcement.

The four resolutions in relation to the amendments to the Articles of Association, the amendments to the Rules of Procedures for the Shareholders' General Meeting, the amendments to the Rules of Procedures for the Board of Directors and the amendments to the Rules of Procedures for the Supervisory Committee are subject to the consideration and approval at the extraordinary general meeting of the Company.

A circular containing the amendments to the Articles of Association, the amendments to the Rules of Procedures for the Shareholders' General Meeting, the amendments to the Rules of Procedures for the Board of Directors and the amendments to the Rules of Procedures for the Supervisory Committee will be despatched to the shareholders of the Company as soon as practicable.

By Order of the Board
China Aluminum International Engineering Corporation Limited
ZHANG Jian
Joint Company Secretary

Beijing, the PRC, 10 December 2021

As at the date of this announcement, the non-executive director is Mr. LI Yihua; the executive directors are Mr. WU Jianqiang, Mr. LIU Jing and Mr. ZHANG Jian; and the independent non-executive directors are Mr. GUI Weihua, Mr. CHEUNG Hung Kwong and Mr. FU Jun.

Appendix I: Details of Proposed Amendments to the Articles of Association

No.	Before revision	After revision
1	<p>Article 1 These Articles of Association are formulated in accordance with “The Company Law of the People’s Republic of China” (the “Company Law”), “The Securities Law of the People Republic of China” (the “Securities Law”), “The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), “The Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas” (the “Mandatory Provisions”), “The Guidelines on Articles of Association of Listed Companies” (the “Guidelines on Articles”), “The Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong”, “The Official Reply of the State Council on the Adjustment of the Notice Period for the General Meeting and Other Matters Applicable to the Overseas Listed Companies”, “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” and other relevant national requirements with an aim to safeguard the legal interests of China Aluminum International Engineering Corporation Limited (the “Company”), as well as to regulate the organization and acts of the Company.</p>	<p>Article 1 These Articles of Association are formulated in accordance with “The Company Law of the People’s Republic of China” (the “Company Law”), “The Securities Law of the People Republic of China” (the “Securities Law”), “The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), “The Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas” (the “Mandatory Provisions”), “The Guidelines on Articles of Association of Listed Companies” (the “Guidelines on Articles”), “The Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong” “The Guiding Opinion regarding the Further Improvement in Corporate Governance Structure of State-Owned Enterprises Promulgated by the General Office of the State Council” “The Official Reply of the State Council on the Adjustment of the Notice Period for the General Meeting and Other Matters Applicable to the Overseas Listed Companies” “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” and other relevant national requirements with an aim to safeguard the legal interests of China Aluminum International Engineering Corporation Limited (the “Company”), as well as to regulate the organization and acts of the Company.</p>

No.	Before revision	After revision
	<p>The Company is a joint stock limited company incorporated in accordance with the Company Law, the Securities Law, the Special Regulations, The Constitution of the Chinese Communist Party and other related laws in PRC. As approved by the document entitled “The Reply of Approving the Establishment of China Aluminum International Engineering Corporation Limited” (Guo Zi Gai Ge (2011) No. 597) 《關於設立中鋁國際工程股份有限公司的批覆》) (國資改革(2011) 597號) issued by the State-owned Assets Supervision and Administration Commission of the State Council (“SASAC”) on 30 June 2011, the Company was established by way of promotion and modification, and was registered with the State Administration for Industry and Commerce of the People’s Republic of China on 30 June 2011 to obtain its business license numbered 911100007109323200.</p> <p>The promoters of the Company include Aluminum Corporation of China (“Chinalco”) and Luoyang Engineering & Research Institute for Nonferrous Metals Processing (“Luoyang Institute”).</p>	<p>The Company is a joint stock limited company incorporated in accordance with the Company Law, the Securities Law, the Special Regulations, The Constitution of the Chinese Communist Party and other related laws in PRC. As approved by the document entitled “The Reply of Approving the Establishment of China Aluminum International Engineering Corporation Limited” (Guo Zi Gai Ge (2011) No. 597) 《關於設立中鋁國際工程股份有限公司的批覆》) (國資改革(2011) 597號) issued by the State-owned Assets Supervision and Administration Commission of the State Council (“SASAC”) on 30 June 2011, the Company was established by way of promotion and modification, and was registered with the State Administration for Industry and Commerce of the People’s Republic of China on 30 June 2011 to obtain its business license numbered 911100007109323200.</p> <p>The promoters of the Company include Aluminum Corporation of China (“Chinalco”) and Luoyang Engineering & Research Institute for Nonferrous Metals Processing (“Luoyang Institute”).</p>
2	<p>Article 47 Shares of the Company held by the promoters may not be transferred within one year after the Company’s establishment. Shares in issue of the Company before public offering may not be transferred within one year from the date on which the shares of the Company were listed and trading on Stock Exchange.</p>	<p>Article 47 Shares of the Company held by the promoters may not be transferred within one year after the Company’s establishment. Shares in issue of the Company before public offering may not be transferred within one year from the date on which the shares of the Company were listed and trading on Stock Exchange.</p>

No.	Before revision	After revision
	<p>The directors, supervisors and senior management officers of the Company shall report to the Company their number of shares held in the Company and the subsequent changes in their shareholdings. The number of shares that such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company's shares in his/her possession, except if the number of shares held is lower than 1000. Shares of the Company held may not be transferred within one year from the date on which the shares of the Company were listed and trading. Such personnel shall not transfer the Company's shares in their possession within half a year after they terminate their employment with the Company.</p> <p>Where any director, supervisor, senior management of the Company and shareholders holding 5% or above of the Company's shares sell his/her shares within six months after their purchase, or repurchase shares in the Company within six months after their disposal, the gains so earned shall belong to the Company. The Board shall demand such gains for the benefit of the Company. However, the six month restriction shall not apply for a securities company holding 5% or more of the Company's shares as a result of its underwriting of the untaken shares in an offer.</p>	<p>The directors, supervisors and senior management officers of the Company shall report to the Company their number of shares held in the Company and the subsequent changes in their shareholdings. The number of shares that such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company's shares in his/her possession, except if the number of shares held is lower than 1000. Shares of the Company held may not be transferred within one year from the date on which the shares of the Company were listed and trading. Such personnel shall not transfer the Company's shares in their possession within half a year after they terminate their employment with the Company.</p> <p>Where any director, supervisor, senior management of the Company and shareholders holding 5% or above of the Company's shares sell his/her shares or other securities of an equity nature within six months after their purchase, or repurchase shares in the Company within six months after their disposal, the gains so earned shall belong to the Company. The Board shall demand such gains for the benefit of the Company. However, the six month restriction shall not apply for, except where a securities company holding 5% or more of the Company's shares as a result of its underwriting of the untaken shares in an offer, as well as and in other circumstances as prescribed by the securities regulatory authority of the State Council.</p> <p>The shares or other securities of an equity nature held by directors, supervisors, senior management or natural person shareholders referred to in the preceding paragraph include shares or other securities of an equity nature held by their spouses, parents or children and those held using the accounts of others.</p>

No.	Before revision	After revision
	<p>In the event that the Board of the Company fails to enforce the requirement in accordance with the preceding paragraph, the shareholders are entitled to demand enforcement by the Board within 30 days. In the event that the Board of the Company fails to enforce the requirement within the said period, the shareholders are entitled to initiate litigation before the People's Court for the interests of the Company's in its own name.</p> <p>In the event that the Board of the Company fails to enforce the requirements in accordance with the Clause 3 of the Articles of Association, responsible directors shall be jointly and severally liable in accordance with the law.</p>	<p>In the event that the Board of the Company fails to enforce the requirement in accordance with the preceding paragraph, the shareholders are entitled to demand enforcement by the Board within 30 days. In the event that the Board of the Company fails to enforce the requirement within the said period, the shareholders are entitled to initiate litigation before the People's Court for the interests of the Company's in its own name.</p> <p>In the event that the Board of the Company fails to enforce the requirements in accordance with the Clause 3 of the Articles of Association, responsible directors shall be jointly and severally liable in accordance with the law.</p>
3	<p>Article 79 When the Company convenes a general meeting, the Board of Directors, the Board of Supervisors and the shareholder(s) independently or collectively holding more than 3% of the Company's shares have the right to present proposals to the Company and submit provisional proposals to the convener in writing 10 days prior to the meeting. The general meeting convener shall send a supplementary notice of the general meeting to announce such provisional proposals within 2 days after receipt thereof.</p> <p>Except as provided by the preceding paragraph, the convener of a general meeting shall not amend the proposed resolutions set out in the notice of general meeting or add any new proposals subsequent to the issue of the notice of the general meeting.</p> <p>Any proposal that is not stated on the notice of general meeting or that is incompliant with Article 78 of the Articles of Association shall not be considered or approved by the general meeting.</p>	<p>Article 79 When the Company convenes a general meeting, the Board of Directors, the Board of Supervisors and the shareholder(s) independently or collectively holding more than 3% of the Company's shares have the right to present proposals to the Company; shareholder(s) independently or collectively holding more than 3% of the Company's shares may and submit provisional proposals to the convener in writing 10 days prior to the meeting. The general meeting convener shall send a supplementary notice of the general meeting to announce such provisional proposals within 2 days after receipt thereof.</p> <p>Except as provided by the preceding paragraph, the convener of a general meeting shall not amend the proposed resolutions set out in the notice of general meeting or add any new proposals subsequent to the issue of the notice of the general meeting.</p> <p>Any proposal that is not stated on the notice of general meeting or that is incompliant with Article 78 of the Articles of Association shall not be considered or approved by the general meeting.</p>

No.	Before revision	After revision
4	<p>Article 103 The convener shall ensure that the meeting minutes are true, accurate and complete. The minutes shall be signed by the attending Directors, Supervisors, the secretary to the Board, the convener or his or her representative, and the chairman of the meeting. The minutes shall be kept for 10 years, together with the book of signatures of the attending shareholders, the powers of attorney for shareholders who attend the meeting by proxy, and the valid information concerning voting online or by other means.</p>	<p>Article 103 The convener shall ensure that the meeting minutes are true, accurate and complete. The minutes shall be signed by the attending Directors, Supervisors, the secretary to the Board, the convener or his or her representative, and the chairman of the meeting. The minutes shall be kept for 10 years, together with the book of signatures of the attending shareholders, the powers of attorney for shareholders who attend the meeting by proxy, and the valid information concerning voting online or by other means, and the meeting records shall be kept permanently.</p>
5	<p>Article 163 The Board shall comprise nine directors, including three independent directors who may report directly to the general meeting, the securities regulatory authorities of the State Council and other relevant regulatory departments.</p> <p>The president or other senior management officers may concurrently serve as a director, provided that no more than half of the directors of the Company concurrently serve as the president or other senior management officers. At any time, there shall be no less than three independent directors.</p>	<p>Article 163 The Board shall comprise nine directors, external directors (directors who do not hold position in the company, the same applies to all such terms below) shall constitute at least one-half of the board of directors, among which including three or more independent directors (directors who are independent of the shareholders of the company and who do not hold position within the company and who meet the qualifications for independent directorship as stipulated in the laws and regulations of the place of listing, listing rules and articles of association, etc.) shall be present. Independent directors who may report directly to the general meeting, the securities regulatory authorities of the State Council and other relevant regulatory departments.</p> <p>The president or other senior management officers may concurrently serve as a director, provided that no more than half of the directors of the Company concurrently serve as the president or other senior management officers. At any time, there shall be no less than three independent directors.</p>

No.	Before revision	After revision
	<p>The Board shall appoint one chairman. The chairman of the Board shall be elected or removed by more than half of all the Directors. The term of office of the chairman shall be three years and is renewable upon re-election.</p> <p>No more than two senior management officers of the controlling shareholder shall concurrently assume the chairman or executive director of the Company.</p> <p>A director is not required to hold any shares in the Company.</p>	<p>The Board shall appoint one chairman. The chairman of the Board shall be elected or removed by more than half of all the Directors. The term of office of the chairman shall be three years and is renewable upon re-election.</p> <p>No more than two senior management officers of the controlling shareholder shall concurrently assume the chairman or executive director of the Company.</p> <p>A director is not required to hold any shares in the Company.</p>
6	<p>Article 164 The Board shall exercise the following functions and powers:</p> <p>(1) to convene general meetings, to propose at a general meeting to pass relevant matters and to report on its work to the general meeting;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to formulate the strategic plans, operations plans, and investment plans of the Company</p> <p>(4) to formulate the annual financial budget and final accounts of the Company;</p> <p>(5) to formulate the profit distribution plan and plan for recovery of losses of the Company;</p> <p>(6) to formulate proposals for increases or reductions of the registered share capital of the Company and proposals for the issue and listing of corporate debentures or other securities;</p>	<p>Article 164 The Board shall exercise the following functions and powers:</p> <p>(1) to convene general meetings, to propose at a general meeting to pass relevant matters and to report on its work to the general meeting;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to formulate decide on the strategic plans; operations plans, and investment plans of the Company;</p> <p>(4) to formulate the annual financial budget and final accounts of the Company;</p> <p>(5) to formulate the profit distribution plan and plan for recovery of losses of the Company;</p> <p>(6) to formulate proposals for increases or reductions of the registered share capital of the Company and proposals for the issue and listing of corporate debentures or other securities;</p>

No.	Before revision	After revision
	<p>(7) to draw up plans for the material asset acquisition or disposal, repurchase of shares of the Company, or merger, segregation, dissolution and alteration of corporate form of the Company;</p> <p>(8) to decide on matters of external investment, acquisition and disposal of assets, asset charge, external guarantee, entrusted wealth management, and connected transactions of the Company within the authority granted by the general meeting;</p> <p>(9) to decide on the establishment of the Company's internal management structure;</p> <p>(10) to appoint or remove the Company's president and secretary of the Board, to appoint or remove other senior management officers such as deputy president and Chief Financial Officer, and to determine the matters relating to the remuneration, incentives and punishments of the above mentioned senior management officers;</p> <p>(11) to draw up the basic management system of the Company;</p> <p>(12) to draw up proposals for any modifications to the Articles of Association;</p>	<p>(7) to draw up plans for the material asset acquisition or disposal, repurchase of shares of the Company, or merger, segregation, dissolution and alteration of corporate form of the Company;</p> <p>(8) to decide on matters of external investment, acquisition and disposal of assets, asset charge, external guarantee, entrusted wealth management, and connected transactions of the Company in accordance with this Articles and the Rules of Procedures for the Board of Directors or within the authority granted by the general meeting;</p> <p>(9) to decide on the establishment of the Company's internal management structure;</p> <p>(10) to appoint or remove the Company's president and secretary of the Board, to appoint or remove other senior management officers such as deputy president and Chief Financial Officer, and to determine the matters relating to the remuneration, incentives and punishments of the above mentioned senior management officers;</p> <p>(11) to draw up the basic management system of the Company;</p> <p>(12) to draw up proposals for any modifications to the Articles of Association;</p>

No.	Before revision	After revision
	<p>(13) to decide on the matters such as establishment, merger, segregation, reorganization or dissolution of the substantial wholly-owned subsidiaries or holding subsidiaries of the Company;</p> <p>(14) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;</p> <p>(15) to propose at general meetings a resolution in respect of candidates for independent directors and replacement of independent directors;</p> <p>(16) to propose at general meetings for the appointment, renewal or removal of the accountants' firm conducting auditing for the Company;</p> <p>(17) to listen to the work report and inspect the work of the president;</p> <p>(18) to manage the information disclosure of the Company;</p> <p>(19) to formulate the equity incentives plan;</p> <p>(20) to decide on matters in relation repurchases of shares by the Company under the circumstances as stated in Article 27(3), (5) and (6) of the Articles of Association.</p>	<p>(13) to decide on the matters such as establishment, merger, segregation, reorganization or dissolution of the substantial wholly-owned branch offices such as branches and subsidiaries or holding subsidiaries of the Company;</p> <p>(14) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;</p> <p>(15) to propose at general meetings a resolution in respect of candidates for independent directors and replacement of independent directors;</p> <p>(16) to propose at general meetings for the appointment, renewal or removal of the accountants' firm conducting auditing for the Company;</p> <p>(17) to listen to the work report and inspect the work of the president;</p> <p>(18) to manage the information disclosure of the Company;</p> <p>(19) to formulate the equity incentives plan;</p> <p>(20) to decide on matters in relation repurchases of shares by the Company under the circumstances as stated in Article 27(3), (5) and (6) of the Articles of Association.</p>

No.	Before revision	After revision
	<p>(21) to decide on other major affairs of the Company, save for the matters to be resolved at general meetings as required by the Company Law and the Articles of Association;</p> <p>(22) to formulate and review the corporate governance policy and practices of the Company;</p> <p>(23) to review and supervise the training and continuing professional development of directors and senior management;</p> <p>(24) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;</p> <p>(25) to formulate, review and supervise the code of conduct and compliance manual(if any) applicable to employees and directors;</p> <p>(26) to review the Company's compliance with the Code on Corporate Governance Practices and the disclosure in the Corporate Governance Report;</p> <p>(27) other powers conferred by the Articles of Association or the general meetings; and</p> <p>(28) other matters as required by the PRC laws and regulations.</p>	<p>(21) to decide on other major affairs of the Company, save for the matters to be resolved at general meetings as required by the Company Law and the Articles of Association;</p> <p>(22) to formulate and review the corporate governance policy and practices of the Company;</p> <p>(23) to review and supervise the training and continuing professional development of directors and senior management;</p> <p>(24) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;</p> <p>(25) to formulate, review and supervise the code of conduct and compliance manual(if any) applicable to employees and directors;</p> <p>(26) to review the Company's compliance with the Code on Corporate Governance Practices and the disclosure in the Corporate Governance Report;</p> <p>(27) other powers conferred by the Articles of Association or the general meetings; and</p> <p>(28) other matters as required by the PRC laws and regulations.</p>

No.	Before revision	After revision
	<p>Save for the resolutions of the Board in respect of the matters specified in paragraphs (6), (7), (12) and (20) above, which shall be passed by two thirds or more of the directors, the resolutions of the Board in respect of all other matters may be passed by more than half of the directors.</p> <p>Resolutions in respect of the connected transactions made by the Board shall not come into force unless such resolutions are signed by independent directors.</p>	<p>Save for the resolutions of the Board in respect of the matters specified in paragraphs (6), (7), (12) and (20) above, which shall be passed by two thirds or more of the directors, the resolutions of the Board in respect of all other matters may be passed by more than half of the directors.</p> <p>Resolutions in respect of the connected transactions made by the Board shall not come into force unless such resolutions are signed by independent directors.</p> <p>The Board shall, in accordance with the provisions of the Articles of Association, resolve on matters within its authority in relation to guarantees, which shall require the consent of at least two-thirds of the Directors present at the meeting, in addition to the consent of a majority of all Directors of the Company.</p> <p>In deciding major corporate issues, the Board shall consult the Party Committee of the Company in advance.</p>
7	<p>Article 175 A Board meeting shall be held only if more than half of the directors are present. Where the quorum fails to be met due to refusal or failure to attend the meeting by directors, the chairman and the secretary of the Board shall report it to the regulatory authorities timely.</p>	<p>Article 175 Except as otherwise provided in the Articles of Association, aA Board meeting shall be held only if more than half of the directors as well as more than half of the external directors are present. Where the quorum fails to be met due to refusal or failure to attend the meeting by directors, the chairman and the secretary of the Board shall report it to the regulatory authorities timely.</p>

No.	Before revision	After revision
	<p>Each director shall have one vote in the forms such as open ballot and written. Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all directors.</p> <p>Unless otherwise provided by the laws, administrative regulations, the relevant regulatory ordinances and rules or special mentioned under the Articles of Association as approved by the Hong Kong Stock Exchange, a director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract, transaction or arrangement in which he/she or any of his/her associates as defined in the applicable Hong Kong Stock Exchange Listing Rules in effect from time to time has any material interest or any other relevant proposals.</p>	<p>Each director shall have one vote in the forms such as open ballot and written. Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all directors;</p> <p>Unless otherwise provided by the laws, administrative regulations, the relevant regulatory ordinances and rules or special mentioned under the Articles of Association as approved by the Hong Kong Stock Exchange, a director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract, transaction or arrangement in which he/she or any of his/her associates as defined in the applicable Hong Kong Stock Exchange Listing Rules in effect from time to time has any material interest or any other relevant proposals.</p>
8	<p>Article 177 If any Director has connection with the enterprise involved in resolution made at a meeting of the Board, he/she may not exercise his/her right to vote on such resolution for himself/herself or on behalf of other director.</p> <p>Under the following circumstances, a director shall avoid voting on the relevant proposals:</p> <p>(1) When the relevant laws, regulations and the listing rules of the place(s) where the shares are listed stipulated that Directors should avoid voting;</p> <p>(2) When the Directors deem necessary to avoid voting;</p>	<p>Article 177 If any Director has connection with the enterprise involved in resolution made at a meeting of the Board, he/she may not exercise his/her right to vote on such resolution for himself/herself or on behalf of other director.</p> <p>Under the following circumstances, a director shall avoid voting on the relevant proposals:</p> <p>(1) When the relevant laws, regulations and the listing rules of the place(s) where the shares are listed stipulated that Directors should avoid voting;</p> <p>(2) When the Directors deem necessary to avoid voting</p>

No.	Before revision	After revision
	<p>(3) When the Articles of Association of the Company specifies that Directors should avoid voting due to their relationship with the enterprise involved by the meeting proposal.</p> <p>Where the Directors are necessary to avoid voting, the relevant Board meeting may be convened if more than half of non-affiliated Directors attend the meeting and the resolution may pass upon the consent of more than half of non-affiliated Directors. If the number of the non-affiliated Directors attending the meeting is less than three, the relevant proposal shall be submitted to the shareholders' general meeting for consideration other than be put to a vote.</p>	<p>(3) When the Articles of Association of the Company specifies that Directors should avoid voting due to their relationship with the enterprise involved by the meeting proposal.</p> <p>Where the Directors are necessary to avoid voting, the relevant Board meeting may be convened if more than half of non-affiliated Directors attend the meeting and the resolution may pass upon the consent of more than half of non-affiliated Directors, and for matters involving special resolutions of the Board, the approval of at least two-thirds of the unrelated Directors is required. If the number of the non-affiliated Directors attending the meeting is less than three, the relevant proposal shall be submitted to the shareholders' general meeting for consideration other than be put to a vote.</p>
9	<p>Article 178 Where one-fourth or more of the attending directors or two or more independent directors consider any proposal is not clear or specific, or that judgement cannot be made due to other reasons including insufficient meeting materials, such Directors may jointly propose to postpone the Board meeting or the discussion of certain matters at the meeting, and the Board shall accept such proposal.</p> <p>Directors who proposed to postpone the voting shall put forward specific requirements for reconsideration of the subject proposal.</p>	<p>Article 178 Where one-fourth or more of the attending directors or two or more external independent directors consider any proposal is not clear or specific, or that judgement cannot be made due to other reasons including insufficient meeting materials, such Directors may jointly propose to postpone the Board meeting or the discussion of certain matters at the meeting, and the Board shall accept such proposal.</p> <p>Directors who proposed to postpone the voting shall put forward specific requirements for reconsideration of the subject proposal.</p>

No.	Before revision	After revision
10	<p>Article 182 The Board shall prepare the minutes for the decisions made concerning the matters considered at the board meetings, which shall be signed by the attending directors and the recorder. The minutes of Board meetings shall be kept for the Company's record for a term of not less than 10 years. The directors shall be responsible for the resolutions passed at the Board meetings. Any director who votes for a board resolution which violates the laws, administrative regulations or the Articles of Association and the Company suffering from material losses as a result thereof, shall be responsible for the liabilities of compensation. However, a director who votes against such resolution, and has been proved as having expressed dissenting opinions on such resolution and such opinions are recorded in the minutes of the meeting can be exempted from such liability.</p>	<p>Article 182 The Board shall prepare the minutes for the decisions made concerning the matters considered at the board meetings, which shall be signed by the attending directors and the recorder. The minutes of Board meetings shall be kept for the Company's record, and such meeting records shall be kept permanently for a term of not less than 10 years. The directors shall be responsible for the resolutions passed at the Board meetings. Any director who votes for a board resolution which violates the laws, administrative regulations or the Articles of Association and the Company suffering from material losses as a result thereof, shall be responsible for the liabilities of compensation. However, a director who votes against such resolution, and has been proved as having expressed dissenting opinions on such resolution and such opinions are recorded in the minutes of the meeting can be exempted from such liability.</p>

No.	Before revision	After revision
11	<p>Article 183 The Secretary of the Board shall arrange the Office staff to keep the minutes of the Board meeting. The minutes of the Board meeting shall include the following items:</p> <p>(1) the date and venue of the meeting, and the name of the convener;</p> <p>(2) the names of the Directors present and those appointed by others to be present (proxies);</p> <p>(3) the agenda of the meeting;</p> <p>(4) the gist of Directors' speeches;</p> <p>(5) the method and result of the vote in relation to each proposed resolution (the result of the vote shall state the numbers of votes for or against the proposed resolution or that of the abstaining votes).</p>	<p>Article 183 The Secretary of the Board shall be responsible for taking arrange the Office staff to keep the minutes of the Board meeting. The minutes of the Board meeting shall include the following items:</p> <p>(1) the date and venue of the meeting, and the name of the convener;</p> <p>(2) the names of the Directors present and those appointed by others to be present (proxies);</p> <p>(3) the agenda of the meeting;</p> <p>(4) the gist of Directors' speeches;</p> <p>(5) the method and result of the vote in relation to each proposed resolution (the result of the vote shall state the numbers of votes for or against the proposed resolution or that of the abstaining votes).</p>
12	<p>Article 214</p> <p>.....</p> <p>The minutes of the meeting of the board of supervisors shall be kept in the domicile of the Company and kept as a company file for at least 10 years</p> <p>.....</p>	<p>Article 214</p> <p>.....</p> <p>The minutes of the meeting of the board of supervisors shall be kept in the domicile of the Company and permanently kept as a company file. for at least 10 years</p> <p>.....</p>

Appendix II: Details of the Proposed Amendments to the Rules of Procedure for the Shareholders' General Meeting

No.	Before revision	After revision
1	<p>Article 62 The minutes of the Shareholders' General Meeting shall be taken by the secretary of the Board of Directors, and the minutes shall contain the following:</p> <p>(1) The time and place of the meeting, the agenda and the name of the convener;</p> <p>(2) The name of the chairman of the meeting and the names of the directors, supervisors, secretary of the board, general manager and other senior management present or attending the meeting;</p> <p>(3) The number of shareholders (including domestic shareholders and shareholders of overseas listed foreign shares, if any) and proxies attending the meeting, the total number of shares with voting rights and the proportion of the total number of shares of the company;</p> <p>(4) The consideration of each proposal, the major points of the speeches and the result of the vote;</p> <p>(5) Shareholders' queries or suggestions and the corresponding answers or explanations;</p> <p>(6) The names of the attorney and the tellers and scrutineers; and</p> <p>(7) Any other contents required by the Articles of Association to be included in the minutes of the meeting.</p>	<p>Article 62 The minutes of the Shareholders' General Meeting shall be taken by the secretary of the Board of Directors, and the minutes shall contain the following:</p> <p>(1) The time and place of the meeting, the agenda and the name of the convener;</p> <p>(2) The name of the chairman of the meeting and the names of the directors, supervisors, secretary of the board, general manager and other senior management present or attending the meeting;</p> <p>(3) The number of shareholders (including domestic shareholders and shareholders of overseas listed foreign shares, if any) and proxies attending the meeting, the total number of shares with voting rights and the proportion of the total number of shares of the company;</p> <p>(4) The consideration of each proposal, the major points of the speeches and the result of the vote;</p> <p>(5) Shareholders' queries or suggestions and the corresponding answers or explanations;</p> <p>(6) The names of the attorney and the tellers and scrutineers; and</p> <p>(7) Any other contents required by the Articles of Association to be included in the minutes of the meeting.</p>

No.	Before revision	After revision
	<p>The directors, the secretary of the Board, the convener or his representative and the chairman of the meeting who are present at the meeting shall sign the minutes of the meeting and ensure that the contents of the minutes are true, accurate and complete. The minutes shall be kept together with the signature book of shareholders present on site and the valid information on proxy attendance and voting via internet and other means, for a period of not less than 10 years.</p>	<p>The directors, the secretary of the Board, the convener or his representative and the chairman of the meeting who are present at the meeting shall sign the minutes of the meeting and ensure that the contents of the minutes are true, accurate and complete. The minutes, shall be kept together with the signature book of shareholders present on site and the valid information on proxy attendance and voting via internet and other means, shall be kept permanently for a period of not less than 10 years.</p>

Appendix III: Details of the Proposed Amendments to the Rules of Procedure for the Board of Directors

No.	Before revision	After revision
1	<p>Article 1 In order to standardize rules governing the meetings and decision making procedures of the board of directors (“Board”), to ensure the effective implementation of the duties of directors and the Board, to accelerate the codification, effective operation and prudent and scientific decision making of the Board, the Board formulates these Rules of Procedures for the Board of Directors (“Rules”) of China Aluminum International Engineering Corporation Limited (“Company”) in accordance with the laws and regulations and regulatory documents governing listed companies, including the Company Law of the People’s Republic of China (“Company Law”), the Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as amended from time to time (the “Hong Kong Listing Rules”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas and the Articles of Association of China Aluminum International Engineering Corporation Limited (hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 In order to standardize rules governing the meetings and decision making procedures of the board of directors (“Board”), to ensure the effective implementation of the duties of directors and the Board, to accelerate the codification, effective operation and prudent and scientific decision making of the Board, the Board formulates these Rules of Procedures for the Board of Directors (“Rules”) of China Aluminum International Engineering Corporation Limited (“Company”) in accordance with the laws and regulations and regulatory documents governing listed companies, including the Company Law of the People’s Republic of China (“Company Law”), the Securities Law of the People’s Republic of China; the Code of Corporate Governance for Listed Companies; the Rules Governing the Listing of Securities on the Shanghai Stock Exchange (the “SSE Listing Rules”), the Guiding Opinion regarding the Further Improvement in Corporate Governance Structure of State-Owned Enterprises promulgated by the General Office of the State Council; the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as amended from time to time (the “Hong Kong Listing Rules”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas and the Articles of Association of China Aluminum International Engineering Corporation Limited (hereinafter referred to as the “Articles of Association”).</p>

No.	Before revision	After revision
2	<p>Article 3 The Board shall comprise nine directors, including three independent non-executive directors. All directors shall be elected by the Shareholders' General Meeting, and each director shall be elected for a term of three years, and shall be eligible for re-election upon expiration of his or her term of office. If a director's term of office expires without timely re-election, or if a director resigns during his or her term of office, resulting in less than a quorum of the Board, the original director shall still perform his or her duties as a director in accordance with the laws, administrative regulations and the Articles of Association until the re-elected director assumes office. The Company shall have a Chairman of the Board, who shall be elected by the Board by a majority votes and may be re-elected. If the Board of the Company does not perform in accordance with the provisions of paragraph 3, the responsible directors shall be jointly and severally liable in accordance with the law.</p>	<p>Article 3 The Board shall comprise nine directors, external directors (directors who do not hold position in the company, the same applies to all such terms below) shall constitute at least one-half of the board of directors, among which including three or more independent non-executive directors (directors who are independent of the shareholders of the company and who do not hold position within the company and who meet the qualifications for independent directorship as stipulated in the laws and regulations of the place of listing, listing rules and the Articles of Association, etc.) shall be present. All directors shall be elected by the Shareholders' General Meeting, and each director shall be elected for a term of three years, and shall be eligible for re-election upon expiration of his or her term of office. If a director's term of office expires without timely re-election, or if a director resigns during his or her term of office, resulting in less than a quorum of the Board, the original director shall still perform his or her duties as a director in accordance with the laws, administrative regulations and the Articles of Association until the re-elected director assumes office. The Company shall have a Chairman of the Board, who shall be elected by the Board by a majority votes and may be re-elected. If the Board of the Company does not perform in accordance with the provisions of paragraph 3, the responsible directors shall be jointly and severally liable in accordance with the law.</p>

No.	Before revision	After revision
3	<p>Article 6 The Board shall be responsible for general meeting and shall exercise the following functions and powers:</p> <p>(1) to convene general meetings, to propose at a general meeting to pass relevant matters and to report on its work to the general meeting;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to formulate the strategic plans, operations plans, and investment plans of the Company;</p> <p>(4) to formulate the annual financial budgets and final accounts of the Company;</p> <p>(5) to formulate the profit distribution plan and plan for recovery of losses of the Company;</p> <p>(6) to formulate proposals for increases or reductions of the registered share capital of the Company and proposals for the issue and listing of corporate debentures or other securities;</p> <p>(7) to draw up plans for the material asset acquisition or disposal, repurchase of shares of the Company, or merger, segregation, dissolution and alteration of corporate form of the Company;</p>	<p>Article 6 The Board shall be responsible for general meeting and shall exercise the following functions and powers:</p> <p>(1) to convene general meetings, to propose at a general meeting to pass relevant matters and to report on its work to the general meeting;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to formulate decide on the strategic plans; operations plans, and investment plans of the Company;</p> <p>(4) to formulate the annual financial budgets and final accounts of the Company;</p> <p>(5) to formulate the profit distribution plan and plan for recovery of losses of the Company;</p> <p>(6) to formulate proposals for increases or reductions of the registered share capital of the Company and proposals for the issue and listing of corporate debentures or other securities;</p> <p>(7) to draw up plans for the material asset acquisition or disposal, repurchase of shares of the Company, or merger, segregation, dissolution and alteration of corporate form of the Company;</p>

No.	Before revision	After revision
	<p>(8) to decide on matters of external investment, acquisition and disposal of assets, asset charge, external guarantee, entrusted wealth management, and connected transactions of the Company within the authority granted by the general meeting;</p> <p>(9) to decide on the establishment of the Company's internal management structure;</p> <p>(10) to appoint or remove the Company's president and secretary of the Board, to appoint or remove other senior management officers such as deputy president and chief financial officer, and to determine the matters relating to the remuneration, incentives and punishments of the abovementioned senior management officers;</p> <p>(11) to draw up the basic management system of the Company;</p> <p>(12) to draw up proposals for any modifications to the Articles of Association;</p> <p>(13) to decide on the matters such as establishment, merger, segregation, reorganization or dissolution of the substantial wholly-owned subsidiaries or holding subsidiaries of the Company;</p> <p>(14) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;</p>	<p>(8) to decide on matters of external investment, acquisition and disposal of assets, asset charge, external guarantee, entrusted wealth management, and connected transactions of the Company in accordance with the Articles of Association and these Rules or within the authority granted by the general meeting;</p> <p>(9) to decide on the establishment of the Company's internal management structure;</p> <p>(10) to appoint or remove the Company's president and secretary of the Board, to appoint or remove other senior management officers such as deputy president and chief financial officer, and to determine the matters relating to the remuneration, incentives and punishments of the abovementioned senior management officers;</p> <p>(11) to draw up the basic management system of the Company;</p> <p>(12) to draw up proposals for any modifications to the Articles of Association;</p> <p>(13) to decide on the matters such as establishment, merger, segregation, reorganization or dissolution of the branch offices such as branches and substantial wholly-owned subsidiaries or holding subsidiaries of the Company;</p> <p>(14) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;</p>

No.	Before revision	After revision
	<p>(15) to propose at general meetings a resolution in respect of candidates for independent directors and replacement of independent directors;</p> <p>(16) to propose at general meetings for the appointment, renewal or removal of the accountants' firm conducting auditing for the Company;</p> <p>(17) to listen to the work report and inspect the work of the president;</p> <p>(18) to manage the information disclosure of the Company;</p> <p>(19) to formulate the equity incentives plan;</p> <p>(20) to decide on matters in relation to the Company's repurchase of its shares under the circumstances as stated in Article 27(3), (5) and (6) of the Articles of Association.</p> <p>(21) to decide on other major affairs of the Company, save for the matters to be resolved at general meetings as required by the Company Law and the Articles of Association;</p> <p>(22) to formulate and review the corporate governance policy and practices of the Company;</p> <p>(23) to review and supervise the training and continuing professional development of directors and senior management;</p>	<p>(15) to propose at general meetings a resolution in respect of candidates for independent directors and replacement of independent directors;</p> <p>(16) to propose at general meetings for the appointment, renewal or removal of the accountants' firm conducting auditing for the Company;</p> <p>(17) to listen to the work report and inspect the work of the president;</p> <p>(18) to manage the information disclosure of the Company;</p> <p>(19) to formulate the equity incentives plan;</p> <p>(20) to decide on matters in relation to the Company's repurchase of its shares under the circumstances as stated in Article 27(3), (5) and (6) of the Articles of Association.</p> <p>(21) to decide on other major affairs of the Company, save for the matters to be resolved at general meetings as required by the Company Law and the Articles of Association;</p> <p>(22) to formulate and review the corporate governance policy and practices of the Company;</p> <p>(23) to review and supervise the training and continuing professional development of directors and senior management;</p>

No.	Before revision	After revision
	<p>(24) to discuss and supervise the policies and practices of the Company in compliance with laws and regulatory requirements;</p> <p>(25) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;</p> <p>(26) to review the Company's compliance with the Code on Corporate Governance Practices and the disclosure in the Corporate Governance Report;</p> <p>(27) other powers conferred by the Articles of Association or the general meetings; and</p> <p>(28) other matters as required by the PRC laws and regulations.</p> <p>Save for the resolutions of the Board in respect of the matters specified in paragraphs (6), (7), (12) and (20), which shall be passed by two thirds or more of the directors, the resolutions of the Board in respect of all other matters aforesaid shall be passed by more than half of the directors.</p> <p>Resolutions in respect of the connected transactions made by the Board shall not come into force unless such resolutions are signed by independent directors.</p>	<p>(24) to discuss and supervise the policies and practices of the Company in compliance with laws and regulatory requirements;</p> <p>(25) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;</p> <p>(26) to review the Company's compliance with the Code on Corporate Governance Practices and the disclosure in the Corporate Governance Report;</p> <p>(27) other powers conferred by the Articles of Association or the general meetings; and</p> <p>(28) other matters as required by the PRC laws and regulations.</p> <p>Save for the resolutions of the Board in respect of the matters specified in paragraphs (6), (7), (12) and (20), which shall be passed by two thirds or more of the directors, the resolutions of the Board in respect of all other matters aforesaid shall be passed by more than half of the directors.</p> <p>The Board shall, in accordance with the provisions of the Articles of Association, resolve on matters within its authority in relation to guarantees, which shall require the consent of at least two-thirds of the directors present at the meeting, in addition to the consent of more than half of all directors of the Company.</p> <p>Resolutions in respect of the connected transactions made by the Board shall not come into force unless such resolutions are signed by independent directors.</p>

No.	Before revision	After revision
4	<p>Addition of an article to the former Rules of Procedure of the Board after Article 6</p>	<p>Article 7 In the event of transactions (non-connected transactions) such as purchase or sale of assets, foreign investment (including entrusted financial management and entrusted loans), provision of financial assistance, leasing in or leasing out of assets, entrusting or being entrusted with the management of assets and businesses, grant or being grant of assets, restructuring of debts or liabilities, entering into licensing agreements, transferring or being transferred of research and development projects, etc., the applicable measurement standards meet the following one of the SSE Listing Rules or Hong Kong Listing Rules, such transaction(s) shall be submitted to the Board for consideration:</p> <p>(i) Relevant standards of the SSE Listing Rules:</p> <p>1. The total assets involved in the transaction (whichever is higher if both book value and appraised value exist) represent more than 10% of the company's latest audited total assets;</p> <p>2. The transaction amount (including the liabilities and expenses assumed) represents more than 10% of the company's latest audited net assets, and the absolute amount exceeds 10 million RMB;</p>

No.	Before revision	After revision
		<p>3. The profit generated by the transaction represents more than 10% of the audited net profit of the company for the most recent fiscal year and the absolute amount exceeds 1 million RMB;</p> <p>4. The relevant operating revenue of the subject of the transaction (e.g. equity interest) in the most recent fiscal year represents more than 10% of the audited operating revenue of the company in the most recent fiscal year, and the absolute amount exceeds 10 million RMB;</p> <p>5. The net profit related to the subject of the transaction (e.g. equity interest) in the most recent fiscal year represents more than 10% of the audited net profit of the company in the most recent fiscal year, and the absolute amount exceeds 1 million RMB;</p> <p>6. If the data for the above indicators are negative, such data shall be calculated in their absolute value; and</p>

No.	Before revision	After revision
		<p>7. For each transaction with related subject matter under the same transaction category, the Company shall calculate in accordance with the principle of cumulative calculation within 12 consecutive months (the provision of financial assistance and entrusted financial management shall be calculated on the basis of the amount incurred and accumulated according to the transaction category), and if the amount incurred after cumulative calculation reaches the above-mentioned criteria, such transactions shall be submitted to the Board for consideration. Transactions that have already been considered by the Board of Directors in accordance with Article 7 shall no longer be included in the scope of the relevant cumulative submission to the Board for consideration.</p> <p>(ii) Relevant standards of the Hong Kong Listing Rules:</p> <p>1. The total value of the assets involved in the transaction divided by the total value of the company's assets yields a percentage rate of 5 per cent or more;</p>

No.	Before revision	After revision
		<p>2. The percentage ratio obtained by dividing the earnings attributable to the assets involved in the transaction by the earnings of the company is 5 per cent or more;</p> <p>3. The percentage rate obtained by dividing the proceeds attributable to the assets involved in the transaction by the proceeds of the company is 5 per cent or more;</p> <p>4. The percentage ratio obtained by dividing the relevant consideration by the total market value of the company is 5 per cent or more;</p> <p>5. The percentage ratio obtained by dividing the number of shares issued by the company as consideration by the total number of shares of the company in issue prior to the transaction in question is 5% or more; and</p> <p>6. If a series of transactions are all completed within 12 months or are related to each other, the Company shall consolidate such transactions and submit them to the Board for consideration if the ratio measurement after consolidation meets the above criteria for submission to the Board for consideration.</p>

No.	Before revision	After revision
		<p>Where the SSE Listing Rules, the Hong Kong Listing Rules or other laws, regulations and regulatory documents provide otherwise for the circumstances that should be submitted to the Board for consideration, the provisions of the SSE Listing Rules, the Hong Kong Listing Rules or other laws, regulations and regulatory documents shall prevail.</p> <p>Matters involving connected transactions shall be carried out in accordance with the provisions of the SSE Listing Rules, the Hong Kong Listing Rules and the Company's "Administrative Measures for Connected Transactions".</p> <p>In relation to matters that should be submitted to the Shareholders' General Meeting for consideration, the Board shall submit the relevant matters to the Shareholders' General Meeting for consideration should the Board has considered and approved the matter.</p>
5	Articles 7, 8... until Article 41	The number of articles in the original Rules of Procedure of the Board of Directors shall be increased by one from Article 7 onwards. Namely: Articles 8, 9 until Article 42

No.	Before revision	After revision
6	<p>Article 13</p> <p>The Board shall give prior notice to all the Directors within the prescribed time and provide sufficient information, including the relevant background materials of the topics to be discussed in the meeting and other information and data which may assist Directors to understand the progress of the Company's business. If 2 or more of the independent non-executive Directors hold the opinion that the information is insufficient or the demonstration is not precise, they can jointly propose in writing to the Board to postpone the meeting of the Board or to postpone the consideration of such matters and the Board shall accept the proposal.</p> <p>.....</p>	<p>Article 14</p> <p>The Board shall give prior notice to all the Directors within the prescribed time and provide sufficient information, including the relevant background materials of the topics to be discussed in the meeting and other information and data which may assist Directors to understand the progress of the Company's business. If 2 or more of the more than two independent non-executive Directors hold the opinion that the information is insufficient or the demonstration is not precise, they can jointly propose in writing to the Board to postpone the meeting of the Board or to postpone the consideration of such matters and the Board shall accept the proposal. However, such proposal shall be sent to the office of the Board by fax three days before the Board meeting.</p> <p>.....</p>
7	<p>Article 17 The Convening of the Meeting</p> <p>Board meetings shall be held only if more than half of the Directors are present. 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 to the Board shall report it to the regulatory authorities timely.</p>	<p>Article 18 The Convening of the Meeting</p> <p>Unless otherwise stipulated herein, board meetings shall be held only if more than half of the Directors and more than half of the external directors are present. 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 to the Board shall report it to the regulatory authorities timely.</p>

No.	Before revision	After revision
	<p>Each director shall have one vote on an open and written ballot. Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all Directors.</p> <p>A supervisor may be present at meetings of the Board in a non-voting capacity; The president and the secretary to the Board, if they do not concurrently serve as directors, shall attend meetings of the Board of Directors in a non-voting capacity. When he or she deems it necessary, the chairman of the meeting may notify other relevant persons to attend a meeting of the Board of Directors in a non-voting capacity.</p>	<p>Each director shall have one vote on an open and written ballot. Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all Directors.</p> <p>A supervisor may be present at meetings of the Board in a non-voting capacity; The president and the secretary to the Board, if they do not concurrently serve as directors, shall attend meetings of the Board of Directors in a non-voting capacity. When he or she deems it necessary, the chairman of the meeting may notify other relevant persons to attend a meeting of the Board of Directors in a non-voting capacity.</p>
8	<p>Article 19 Restrictions on proxy attendance</p> <p>Attendance at Board meetings by proxy and by proxy shall be governed by the following principles:</p> <p>(i) When considering connected transactions, a non-related director shall not appoint a related director to attend on his or her behalf; nor shall a related director accept an appointment from a non-related director;</p>	<p>Article 20 Restrictions on proxy attendance</p> <p>Attendance at Board meetings by proxy and by proxy shall be governed by the following principles:</p> <p>(i) When considering connected transactions, a non-related director shall not appoint a related director to attend on his or her behalf; nor shall a related director accept an appointment from a non-related director;</p>

No.	Before revision	After revision
	<p>(b) A director shall not give his or her full powers to another director to attend on his or her behalf without stating his or her personal views on the proposal and his or her intention to vote, nor shall a director accept a full power of attorney or a proxy with unclear authority;</p> <p>(iii) A director shall not accept appointments from more than two directors, nor shall a director appoint another director who has already accepted appointments from two other directors to attend in his place.</p>	<p>(b) A director shall not give his or her full powers to another director to attend on his or her behalf without stating his or her personal views on the proposal and his or her intention to vote, nor shall a director accept a full power of attorney or a proxy with unclear authority;</p> <p>(iii) A director shall not accept appointments from more than two directors, nor shall a director appoint another director who has already accepted appointments from two other directors to attend in his place;</p> <p>(iv) An external director shall not appoint a non-external director to attend a meeting; and</p> <p>(v) An independent director shall not appoint a non-independent director to attend on his or her behalf, nor shall a non-independent director accept an appointment from an independent director.</p>

No.	Before revision	After revision
9	<p>Article 20 Means for convening a meeting</p> <p>Meetings of the Board shall be held on site as a matter of principle. When necessary, with the consent of the convener and the proposer, it may also be held by video, telephone, fax or e-mail voting, provided that the right of the directors to express their opinions is fully guaranteed. Meetings of the Board may also be held on site and by other means at the same time.</p> <p>If the meeting is not held by on-site means, the number of directors present at the meeting shall be counted by the number of the directors who are shown to be present by video, the directors who express their opinions during the teleconference, the actual receipt of valid votes such as fax or e-mail within the prescribed period, or the written confirmation of having attended the meeting submitted by the directors afterwards.</p>	<p>Article 21 Means for convening a meeting</p> <p>Meetings of the Board shall be held on site as a matter of principle. When necessary, with the consent of the convener and the proposer, it may also be held by video, telephone, fax or e-mail voting, provided that the right of the directors to express their opinions is fully guaranteed. Meetings of the Board may also be held on site and by other means at the same time.</p> <p>If the meeting is not held by on-site means, the number of directors present at the meeting shall be counted by the number of the directors who are shown to be present by video, the directors who express their opinions during the teleconference, the actual receipt of valid votes such as fax or e-mail within the prescribed period, or the written confirmation of having attended the meeting submitted by the directors afterwards.</p> <p>Except for special circumstances such as force majeure, Directors' attendance of regular Board meetings in a working year shall not be less than three-fourths of all meetings.</p>

No.	Before revision	After revision
10	<p>Article 24 Formation of the Resolution</p> <p>Except the situations specified in Article 26 of the Rules, the attendance of more than half of the directors (or their proxies) is required for the Board to pass a proposal and form the relevant resolutions, which shall become effective, while the consent of more than half of the directors is required for the Board to pass the resolution formed by the Board. In case of any discrepancy on the contents or meanings of different resolutions, the resolution formed later shall prevail.</p>	<p>Article 25 Formation of the Resolution</p> <p>Except the situations specified in Article 267 of the Rules, the attendance of more than half of the directors (or their proxies) and more than half of the external directors (or their proxies) is required for the Board to pass a proposal and form the relevant resolutions7. Except as otherwise provided in the laws and administrative regulations of the place of listing, the relevant listing rules and the Articles of Association of the Company, a Board resolution shall become effective when the consent of more than half of the directors is obtained. In case of any discrepancy on the contents or meanings of different resolutions, the resolution formed later shall prevail.</p>
11	<p>Article 26 Avoiding a Vote</p> <p>Any director connected to the enterprises being discussed at the Board meeting is forbidden to vote on the related items, and is forbidden to vote on the item on behalf of other Directors. The directors shall avoid voting on the relevant proposal in the following circumstances:</p> <p>(1) When the relevant laws and regulations or listing rules of the place where the Company is listed stipulates the directors should avoid voting;</p> <p>(2) When the directors deem necessary to avoid voting;</p>	<p>Article 27 Avoiding a Vote</p> <p>Any director connected to the enterprises being discussed at the Board meeting is forbidden to vote on the related items, and is forbidden to vote on the item on behalf of other Directors. The directors shall avoid voting on the relevant proposal in the following circumstances:</p> <p>(1) When the relevant laws and regulations or listing rules of the place where the Company is listed stipulates the directors should avoid voting;</p> <p>(2) When the directors deem necessary to avoid voting;</p>

No.	Before revision	After revision
	<p>(3) When the Articles of Association specifies the directors should avoid voting due to their relationship with the enterprise involved by the meeting proposal.</p> <p>Where the directors are necessary to avoid voting, the relevant Board meeting can be convened provided that more than half of non-affiliated directors can attend the meeting and the resolution can be formed upon the consent of more than half of non-affiliated directors. Where the number of the participating non-affiliated directors is less than three, the relevant proposal shall be submitted to the shareholders meeting for deliberation other than be put to a vote.</p>	<p>(3) When the Articles of Association specifies the directors should avoid voting due to their relationship with the enterprise involved by the meeting proposal.</p> <p>Where the directors are necessary to avoid voting, the relevant Board meeting can be convened provided that more than half of non-affiliated directors can attend the meeting, except as otherwise provided in the laws and administrative regulations of the place of listing, the relevant listing rules and the Articles of Association of the Company, and the resolution can be formed upon the consent of more than half of non-affiliated directors, if the matter involves a special resolution of the Board, consent of two-thirds or more of the unrelated directors shall be obtained. Where the number of the participating non-affiliated directors is less than three, the relevant proposal shall be submitted to the shareholders meeting for deliberation other than be put to a vote.</p>

No.	Before revision	After revision
12	<p>Article 30 Suspension of Voting</p> <p>When more than one fourth of the participating directors or more than two independent directors believe that they cannot make a judgment on the relevant matters because the proposal is not clear or specific, or because of other reasons such as inadequate meeting materials, they may propose in joint names to postpone the Board meeting or postpone the discussion of certain matters in the Board meeting and the Board shall so adopt.</p> <p>The directors who propose to suspend voting shall provide explicit prerequisite for the proposal to be resubmitted for deliberation.</p>	<p>Article 31 Suspension of Voting</p> <p>When more than one fourth of the participating directors or more than two independent external directors believe that they cannot make a judgment on the relevant matters because the proposal is not clear or specific, or because of other reasons such as inadequate meeting materials, they may propose in joint names to postpone the Board meeting or postpone the discussion of certain matters in the Board meeting and the Board shall so adopt.</p> <p>The directors who propose to suspend voting shall provide explicit prerequisite for the proposal to be resubmitted for deliberation.</p>
13	<p>Article 31 Minutes of Meeting</p> <p>When convening Board meetings, the secretary of the Board shall arrange the relevant staff to keep proper minutes of the Board meeting.</p> <p>The minutes of the Board meeting shall include the following items:</p> <p>(1) session, date, venue and name of the convener of the meeting;</p> <p>(2) names of the directors attending the meeting and names of the directors (proxies) appointed by others to attend the Board meeting;</p> <p>(3) agenda of the meeting;</p>	<p>Article 32 Minutes of Meeting</p> <p>When convening Board meetings, the secretary of the Board shall arrange the relevant staff to keep be responsible for keeping proper minutes of the Board meeting.</p> <p>The minutes of the Board meeting shall include the following items:</p> <p>(1) session, date, venue and name of the convener of the meeting;</p> <p>(2) names of the directors attending the meeting and names of the directors (proxies) appointed by others to attend the Board meeting;</p> <p>(3) agenda of the meeting;</p>

No.	Before revision	After revision
	<p>(4) summaries of the statements of the directors;</p> <p>(5) voting method and result of each resolution (including the number of votes “For”, “Against” or “Abstain”);</p> <p>(6) such other matters considered necessary by the Board.</p> <p>Directors attending the meeting, the secretary to the Board and note taker of the meeting shall sign on the minutes of meeting. The minutes of Board meeting shall be properly kept by the Company as important documents and important basis for clarifying liabilities of directors in the future.</p>	<p>(4) summaries of the statements of the directors;</p> <p>(5) voting method and result of each resolution (including the number of votes “For”, “Against” or “Abstain”);</p> <p>(6) such other matters considered necessary by the Board.</p> <p>Directors attending the meeting, the secretary to the Board and note taker of the meeting shall sign on the minutes of meeting. The minutes of Board meeting shall be properly kept by the Company as important documents and important basis for clarifying liabilities of directors in the future.</p>
14	<p>Article 36 Preservation of Meeting Documents</p> <p>The documents of the Board meetings, including meeting notices and meeting materials, meeting sign-in books, power of attorney for directors to attend on their behalf, minutes of meetings signed and confirmed by the participating directors, meeting resolutions and announcements of resolutions, shall be kept by the secretary of the Board, and such documents of the Board meetings shall be kept for more than ten years.</p>	<p>Article 37 Preservation of Meeting Documents</p> <p>The documents of the Board meetings, including meeting notices and meeting materials, meeting sign-in books, power of attorney for directors to attend on their behalf, minutes of meetings signed and confirmed by the participating directors, meeting resolutions and announcements of resolutions, shall be kept by the secretary of the Board, and such documents of the Board meetings shall be kept permanently for more than ten years.</p>

No.	Before revision	After revision
15	—	<p>For the sake of consistency, the Chinese expression “公司章程” in the former Rules of Procedure of the Board of Directors without Chinese guillemet has been replaced with “《公司章程》”; the expression “independent non-executive directors” in the former Rules of Procedure of the Board of Directors has been replaced with “independent directors”.</p>

Appendix IV: Details of the Proposed Amendments to the Rules of Procedure for the Supervisory Committee

No.	Before revision	After revision
1	<p>Article 13 The administrative body of the Board of Supervisors is the discipline inspection and audit department of the Company.</p>	<p>Article 13 The administrative body of the Board of Supervisors is the discipline inspection and audit legal compliance department of the Company.</p>
2	<p>Article 16 Regular Board of Supervisors meetings shall be held at least once every six months, including interim results meetings and annual results meetings.</p> <p>The interim results meeting shall be held within three months after the end of the first six months of the Company’s fiscal year to hear and consider the Company’s interim report and to deal with other related matters.</p> <p>The annual results meeting shall be held within four months after the end of the Company’s fiscal year to hear and consider the Company’s annual report and to deal with other related matters.</p> <p>The organization of the work of the Board of Supervisors, reports on its work and relevant motions and resolutions may be included in the content of regular or ad hoc meetings upon approval by the chairman of the Board of Supervisors.</p>	<p>Article 16 Regular Board of Supervisors meetings shall be held at least once every six months, including interim results meetings and annual results meetings.</p> <p>The interim results meetings shall be held within three two months after the end of the first six months of the Company’s fiscal year to hear and consider the Company’s interim report and to deal with other related matters.</p> <p>The annual results meeting shall be held within four months after the end of the Company’s fiscal year to hear and consider the Company’s annual report and to deal with other related matters.</p> <p>The organization of the work of the Board of Supervisors, reports on its work and relevant motions and resolutions may be included in the content of regular or ad hoc meetings upon approval by the chairman of the Board of Supervisors.</p>
3	<p>Article 31 The minutes of meeting and resolutions of the Board of Supervisors shall constitute important documents of the Company and shall be properly kept at the address of the Company by the discipline inspection and audit department for ten years.</p>	<p>Article 31 The minutes of meeting and resolutions of the Board of Supervisors shall constitute important documents of the Company and shall be properly and permanently kept at the address of the Company by the discipline inspection and audit legal compliance department for ten years.</p>

No.	Before revision	After revision
4	<p>Article 37 These Rules and their amendments shall become effective upon approval at the shareholders' general meeting and from the date of the initial public offering of RMB denominated ordinary Shares of the Company in the domestic market and the listing of the Shares of the Company on Shanghai Stock Exchange, and shall be annexed to the Articles of Association. The former Rules of Procedures for the Board of Supervisors shall be rescinded upon these Rules become effective.</p>	<p>Article 37 These Rules and their amendments shall become effective upon approval at the shareholders' general meeting and from the date of the initial public offering of RMB denominated ordinary Shares of the Company in the domestic market and the listing of the Shares of the Company on Shanghai Stock Exchange, and shall be annexed to the Articles of Association. The former Rules of Procedures for the Board of Supervisors shall be rescinded upon these Rules become effective.</p>
5	—	<p>Due to the adjustment of the duties of relevant departments, the “discipline inspection and audit department” in the original Rules of Procedures for the Supervisory Committee has been replaced with “legal compliance department”.</p>