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雲能國際
YUNNAN ENERGY INTERNATIONAL

Yunnan Energy International Co. Limited

雲能國際股份有限公司*

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 1298)

(Singapore Stock Code: T43)

PROPOSED AMENDMENTS TO THE BYE-LAWS AND THE ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS

This announcement is made by Yunnan Energy International Co. Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

In light of the amendments to the Listing Rules effective from 1 January 2022 including but not limited to the introduction of 14 core standards of shareholder protection under the revised Appendix 3 thereto, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposed to make certain amendments and housekeeping changes (the “**Proposed Bye-laws Amendments**”) to the Bye-laws of the Company (the “**Bye-laws**”), details of which are set out as follows:

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
Bye-law 1(A) “clearing house” shall mean a clearing house recognised by the relevant Designated Stock Exchange;	Bye-law 1(A) “clearing house” shall mean a clearing house recognised by the relevant Designated Stock Exchange, <u>including in the case of the Company, Hong Kong Securities Clearing Company Limited;</u>

* For identification purpose only

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 1(A)</p> <p>“depositor”, “Depository” and “Depository Register” shall have meanings ascribed to them respectively in the Singapore Companies <u>Securities and Futures Act</u>;</p>	<p>Bye-law 1(A)</p> <p>“depositor”, “Depository” and “Depository Register” shall have meanings ascribed to them respectively in the Singapore Companies <u>Securities and Futures Act</u>;</p>
<p>Bye-law 1(A)</p> <p>“HK Companies Ordinance” shall mean the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or may from time to time amended;</p>	<p>Bye-law 1(A)</p> <p>“HK Companies Ordinance” shall mean the Companies Ordinance (Chapter 32222 of the Laws of Hong Kong) or may from time to time amended;</p>
<p>N/A</p>	<p>Bye-law 1(A)</p> <p><u>“HKLR” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);</u></p>
<p>Bye-law 1(A)</p> <p>“Member” or “shareholder” shall mean a duly registered holder from time to time of a share;</p>	<p>Bye-law 1(A)</p> <p>“Member”, <u>“Shareholder”</u> or “shareholder” shall mean a duly registered holder from time to time of a share;</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 1(C)</p> <p>A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths (3/4) of the votes cast by such shareholders as, being entitled so to do, vote in person or where a corporate representative is allowed, by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which not less than twenty-one (21) days' notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that right, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than twenty-one (21) days' notice has been given.</p>	<p>Bye-law 1(C)</p> <p>A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths (3/4) of the votes cast by such shareholders as, being entitled so to do, vote in person or where a corporate representative is allowed, <u>by, by proxy or, in the cases of shareholders which are corporations, by their respective</u> duly authorised corporate representative or, where proxies are allowed, by proxy <u>representatives</u> at a general meeting of which not less than twenty-one (21) days' notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the shareholders having a right to attend, <u>speak</u> and vote at any such meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that right, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than twenty-one (21) days' notice has been given.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 1(D)</p> <p>A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such shareholders as, being entitled so to do, vote in person or where a corporate representative is allowed, by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these presents and of which not less than fourteen (14) days' notice has been duly given. Provided that, if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that right, a resolution may be proposed and passed as an Ordinary Resolution at a meeting of which less than fourteen (14) days' notice has been given.</p>	<p>Bye-law 1(D)</p> <p>A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such shareholders as, being entitled so to do, vote in person or where a corporate representative is allowed, by, by proxy <u>or, in the cases of shareholders which are corporations, by their respective</u> duly authorised corporate representative <u>or, where proxies are allowed, by proxy representatives</u> at a general meeting held in accordance with these presents and of which not less than fourteen (14) days' notice has been duly given. Provided that, if it is so agreed by a majority in number of the shareholders having a right to attend, <u>speak</u> and vote at any such meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that right, a resolution may be proposed and passed as an Ordinary Resolution at a meeting of which less than fourteen (14) days' notice has been given.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 3(A)</p> <p>Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any preference share may, subject to the Companies Act and with the sanction of a Special Resolution, be issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company or, if so authorised by the Memorandum of Association of the Company, at the option of the holder. Where the Company purchases for redemption a redeemable share, purchases no made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all shareholders alike.</p>	<p>Bye-law 3(A)</p> <p>Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any preference share may, subject to the Companies Act and with the sanction of a Special Resolution, be issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company or, if so authorised by the Memorandum of Association of the Company, at the option of the holder. Where the Company purchases for redemption a redeemable share, purchases no made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all shareholders alike.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 6(A)</p> <p>For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths (3/4) in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting and all adjournments thereto the provisions of these Bye-Laws relating to general meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two (2) persons holding or representing by proxy or by corporate representative one-third (1/3) in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy or by duly authorised corporate representative may demand a poll.</p>	<p>Bye-law 6(A)</p> <p>For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the <u>shareholders holders of together holding</u> not less than three-fourths (3/4) <u>in nominal value</u> of the <u>voting rights of</u> issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting and all adjournments thereto the provisions of these Bye-Laws relating to general meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two (2) persons holding or representing by proxy or by corporate representative one-third (1/3) in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy or by duly authorised corporate representative may demand a poll.</p>
<p>Bye-law 7</p> <p>(A) The authorised share capital of the Company at the date on which these Bye-Laws come into effect is US\$40,000,000 divided into 800,000,000 shares of US\$0.05 each.</p>	<p>Bye-law 7</p> <p>(A) The authorised share capital of the Company at the date on which these Bye-Laws come into effect is US\$40,000,000 divided into 800,000,000 shares of <u>par value</u> US\$0.05 each.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>(B) (i) The Company may purchase its own shares for cancellation in accordance with the Statutes on such terms as the Board shall think fit. Any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in accordance with and subject to the Statutes, the Company's Memorandum of Association and, for so long as the shares of the Company are listed on the Designated Stock Exchange, the prior approval of the Members in general meeting for such purchase or acquisition. Such approval of the Members shall remain in force until (a) the conclusion of the annual general meeting of the Company following the passing of the resolution granting the said authority or (b) the date by which such annual general meeting is required to be held or (c) it is revoked or varied by ordinary resolution of the Company in general meeting, whichever is the earliest, and may thereafter be renewed by the Members in general meeting. For so long as the shares of the Company are listed on the Designated Stock Exchange, the Company shall make an announcement to the Designated Stock Exchange of any purchase or acquisition by the Company of its own shares on the market day following the day of such purchase or acquisition.</p> <p>(ii) Neither the Company nor any of its subsidiaries shall give, whether directly or indirectly, whether by means of loan, guarantee, provision of security or otherwise, any financial assistance for the purpose of the acquisition or proposed acquisition by any person of any shares in the Company, but nothing in this Bye-law shall prohibit transactions permitted under the Companies Act.</p>	<p>(B) (i)The Company may purchase its own shares for cancellation in accordance with the Statutes on such terms as the Board shall think fit. Any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in accordance with and subject to the Statutes, the Company's Memorandum of Association and, for so long as the shares of the Company are listed on the Designated Stock Exchange, the prior approval of the Members in general meeting for such purchase or acquisition. Such approval of the Members shall remain in force until (a) the conclusion of the annual general meeting of the Company following the passing of the resolution granting the said authority or (b) the date by which such annual general meeting is required to be held or (c) it is revoked or varied by ordinary resolution of the Company in general meeting, whichever is the earliest, and may thereafter be renewed by the Members in general meeting. For so long as the shares of the Company are listed on the Designated Stock Exchange, the Company shall make an announcement to the Designated Stock Exchange of any purchase or acquisition by the Company of its own shares on the market day following the day of such purchase or acquisition.</p> <p>(ii) Neither the Company nor any of its subsidiaries shall give, whether directly or indirectly, whether by means of loan, guarantee, provision of security or otherwise, any financial assistance for the purpose of the acquisition or proposed acquisition by any person of any shares in the Company, but nothing in this Bye-law shall prohibit transactions permitted under the Companies Act.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 17</p> <p>(A) The Company shall cause to be kept a register of the shareholders and there shall be entered therein the particulars required under the Companies Act.</p> <p>(B) Subject to the provisions of the Companies Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a local or branch register at such location outside Bermuda as the Board thinks fit and the Board may make and vary such registration as it determines in respect of the keeping of any such register and maintaining a Registration Office in conditions therewith.</p>	<p>Bye-law 17</p> <p>(A) The Company shall cause to be kept a register of the shareholders and there shall be entered therein the particulars required under the Companies Act.</p> <p>(B) Subject to the provisions of the Companies Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a local or branch register at such location outside Bermuda as the Board thinks fit and the Board may make and vary such registration as it determines in respect of the keeping of any such register and maintaining a Registration Office in conditions therewith.</p> <p><u>(C) Except when the register of shareholders of the Company is closed, the register of shareholders maintained in Hong Kong shall during business hours be kept open to inspection by any Member without charge and any shareholder may require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the HK Companies Ordinance.</u></p> <p><u>(D) Subject to the provisions of the Companies Act, the register of shareholders of the Company may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.</u></p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 47</p> <p>The registration of transfers may be suspended and the register closed on giving notice to the Designated Stock Exchange and by advertisement in an appointed newspaper and in the Newspapers at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares. The register shall not be closed for more than thirty (30) days in any year.</p>	<p>Bye-law 47</p> <p>The registration of transfers may be suspended and the register closed on giving notice to the Designated Stock Exchange and by advertisement in an appointed newspaper and in the Newspapers at such times and for such periods as the Board may from time to time determine <u>and by sending a notice to the Members,</u> and either generally or in respect of any class of shares. The register shall not be closed for more than thirty (30) days in any year.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 63</p> <p>(A) The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</p> <p>(B) Save where a general meeting is required by the Companies Act, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye-Laws, be treated as an Ordinary Resolution duly passed at a general meeting of the Company and, where relevant, as a Special Resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last shareholder to sign, and where the resolution states a date as being the date of his signature thereof by any shareholder the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one (1) or more relevant shareholders.</p>	<p>Bye-law 63</p> <p>(A) The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it; <u>and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the HKLR) and not more than fifteen (15) months between the date of one annual general meeting of the Company and that of the next.</u> The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</p> <p>(B) Save where a general meeting is required by the Companies Act, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend, <u>speak</u> and vote at general meetings of the Company shall, for the purposes of these Bye-Laws, be treated as an Ordinary Resolution duly passed at a general meeting of the Company and, where relevant, as a Special Resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last shareholder to sign, and where the resolution states a date as being the date of his signature thereof by any shareholder the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one (1) or more relevant shareholders.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 65</p> <p>The Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened on requisition, as provided by the Companies Act, and, in default, may be convened by the requisitionists as provided by the Companies Act.</p>	<p>Bye-law 65</p> <p>The Board may, whenever it thinks fit, convene a special general meeting, and special. <u>A special</u> general meeting shall also be convened on <u>the</u> requisition, <u>of one or more Shareholders holding, at the date of deposit of the requisition, shares in the share capital of the Company that represent not less than one tenth of the voting rights at general meeting of the Company on a one vote per share basis, pursuant to as provided</u> by the Companies Act, and, in default, may be convened by the requisitionists as provided by the Companies Act.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p data-bbox="204 251 363 283">Bye-law 66</p> <p data-bbox="204 325 786 1368">An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one (21) days' notice in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen (14) days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:-</p> <p data-bbox="204 1449 786 1598">(i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and</p> <p data-bbox="204 1651 786 1959">(ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that right.</p>	<p data-bbox="817 251 976 283">Bye-law 66</p> <p data-bbox="817 325 1399 1368">An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one (21) days' notice in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen (14) days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:-</p> <p data-bbox="817 1449 1399 1598">(i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend, <u>speak</u> and vote thereat; and</p> <p data-bbox="817 1651 1399 1959">(ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend, <u>speak</u> and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that right.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
N/A	<p>Bye-law 67A</p> <p><u>All Shareholders have the right to:</u></p> <p><u>(a) speak at a general meeting; and</u></p> <p><u>(b) vote at a general meeting,</u></p> <p><u>except where a Shareholder is required, by the HKLR, to abstain from voting to approve the matter under consideration.</u></p>
<p>Bye-law 69</p> <p>For all purposes the quorum for a general meeting shall be two (2) shareholders present in person or by duly authorised corporate representative or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.</p>	<p>Bye-law 69</p> <p>For all purposes the quorum for a general meeting shall be two (2) shareholders present in person or by duly authorised corporate representative or by proxy and entitled to <u>speak and</u> vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 73</p> <p>At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the listing rules of the Designated Stock Exchange or a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:-</p> <p>(i) by the Chairman of the meeting; or</p> <p>(ii) by at least three (3) shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or</p> <p>(iii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the shareholders having the right to vote at the meeting; or</p>	<p>Bye-law 73</p> <p>At any general meeting a resolution put to the vote of the meeting shall be decided <u>by poll save that the chairman of the meeting may, in good faith and pursuant to the HKLR, allow a resolution which relates purely to a procedural or an administrative matter to be voted</u> on a show of hands unless voting by way. <u>Where a show of a pollhands is required by the listing rules of the Designated Stock Exchange or a poll is (allowed,</u> before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll), <u>a poll may be demanded by:-</u></p> <p>(i) by the Chairman of the meeting; or</p> <p>(ii) by at least three (3) <u>two (2)</u> shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to <u>attend, speak and</u> vote at the meeting; or</p> <p>(iii) by <u>ii</u>) any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the shareholders having the right to <u>attend, speak and</u> vote at the meeting; or</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>(iv) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.</p> <p>Unless voting by way of a poll is required by the listing rules of the Designated Stock Exchange or a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.</p>	<p>(iv) by iii any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to <u>attend, speak and</u> vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.</p> <p>Unless voting by way of a poll is required by the listing rules of the Designated Stock Exchange or a poll be so demanded and the demand is not withdrawn <u>Where a resolution is voted on by a show of hands</u>, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 74</p> <p>If a poll is demanded as aforesaid, it shall (subject as provided in Bye-Law 76) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking hands of the poll, whichever is the earlier.</p>	<p>Bye-law 74</p> <p>If a poll is demanded as aforesaid, it shall (subject as provided in Bye-Law 76) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking hands of the poll, whichever is the earlier.</p>
<p>N/A</p>	<p>Bye-law 77A</p> <p><u>If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.</u></p>
<p>Bye-law 78</p> <p>For the purposes of section 106 of the Companies Act, a Special Resolution of the Company, and of any relevant class of shareholders, shall be required to approve any amalgamation agreement as referred to in that section.</p>	<p>Bye-law 78</p> <p>For the purposes of section 106 of the Companies Act, a Special Resolution of the Company, and of any relevant class of shareholders, shall be required to approve any amalgamation or merger agreement as referred to in that section.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 84</p> <p>Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two (2) or more shares may appoint not more than two (2) proxies to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise including the right to vote individually on a show of hands.</p>	<p>Bye-law 84</p> <p>Any shareholder of the Company entitled to attend, <u>speak</u> and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend, <u>speak</u> and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two (2) or more shares may appoint not more than two (2) proxies to attend <u>and speak</u> on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise including the right to vote individually on a show of hands, <u>and the right to speak.</u></p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 85</p> <p>Provided that if the shareholder is the Depository or a clearing house (or its nominees) (as the case may be):-</p> <p>(A) the Depository or a clearing house (or its nominees) (as the case may be) may appoint more than two (2) proxies to attend, and vote at the same general meeting, notwithstanding Bye-law 84 and each proxy shall be entitled to exercise the same powers on behalf of the Depository or the clearing house (or its nominees) (as the case may be) as the Depository or the clearing house (or its nominees) (as the case may be) could exercise, including the right to vote individually on a show of hands;</p> <p>(B) unless the Depository specifies otherwise in a written notice to the Company, the Depository shall be deemed to have appointed as the proxies of the Depository to vote on behalf of the Depository at a general meeting of the Company each of the depositors who are individuals and whose names are shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company and notwithstanding any other provisions in these Bye-laws, the appointment of proxies by virtue of this Bye-law 85(B) shall not require an instrument of proxy or the lodgement of any instrument of proxy;</p>	<p>Bye-law 85</p> <p>Provided that if the shareholder is the Depository or a clearing house (or its nominees) (as the case may be):-</p> <p>(A) the Depository or a clearing house (or its nominees) (as the case may be) may appoint more than two (2) proxies to attend, speak and vote at the same general meeting, notwithstanding Bye-law 84 and each proxy shall be entitled to exercise the same powers on behalf of the Depository or the clearing house (or its nominees) (as the case may be) as the Depository or the clearing house (or its nominees) (as the case may be) could exercise, including the right to vote individually on a show of hands and the right to speak;</p> <p>(B) unless the Depository specifies otherwise in a written notice to the Company, the Depository shall be deemed to have appointed as the proxies of the Depository to speak and vote on behalf of the Depository at a general meeting of the Company each of the depositors who are individuals and whose names are shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company and notwithstanding any other provisions in these Bye-laws, the appointment of proxies by virtue of this Bye-law 85(B) shall not require an instrument of proxy or the lodgement of any instrument of proxy;</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>(C) the Company shall accept as valid in all respects the form of proxy approved by the Depository (the “CDP Proxy Form”) for use at the date relevant to the general meeting in question notwithstanding that the same permits the depositor concerned (the “Nominating Depositor”) to nominate a person or persons other than himself as the proxy or proxies appointed by the Depository. The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed CDP Proxy Form submitted to it, to have regard to the instructions given by and the notes (if any) set out in the CDP Proxy Form. The submission of any CDP Proxy Form shall not affect the operation of Bye-law 85(B) and shall not preclude a Nominating Depositor appointed as a proxy by virtue of Bye-law 85(B) from attending and voting at the relevant meeting but in the event of attendance by such Nominating Depositor the CDP Proxy Form submitted bearing his name as the Nominating Depositor shall be deemed to be revoked;</p>	<p>(C) the Company shall accept as valid in all respects the form of proxy approved by the Depository (the “CDP Proxy Form”) for use at the date relevant to the general meeting in question notwithstanding that the same permits the depositor concerned (the “Nominating Depositor”) to nominate a person or persons other than himself as the proxy or proxies appointed by the Depository. The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed CDP Proxy Form submitted to it, to have regard to the instructions given by and the notes (if any) set out in the CDP Proxy Form. The submission of any CDP Proxy Form shall not affect the operation of Bye-law 85(B) and shall not preclude a Nominating Depositor appointed as a proxy by virtue of Bye-law 85(B) from attending, speaking and voting at the relevant meeting but in the event of attendance by such Nominating Depositor the CDP Proxy Form submitted bearing his name as the Nominating Depositor shall be deemed to be revoked;</p>
<p>(D) the Company may reject the CDP Proxy Form of a Nominating Depositor if his name is not shown, in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company; and</p>	<p>(D) the Company may reject the CDP Proxy Form of a Nominating Depositor if his name is not shown, in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company; and</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>(E) the Company shall accept as the maximum number of votes which in aggregate all the proxies appointed by the Depository in respect of a particular depositor are able to cast on a poll a number which is the number of shares credited to the securities account of that depositor, as shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of the Depository.</p>	<p>(E) the Company shall accept as the maximum number of votes which in aggregate all the proxies appointed by the Depository in respect of a particular depositor are able to cast on a poll a number which is the number of shares credited to the securities account of that depositor, as shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of the Depository.</p>
<p>Bye-law 86</p> <p>(A) Any corporation which is a shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at any meeting of the Company or any class of shareholders. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation which he represents as the corporation could exercise if it were an individual shareholder. References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised corporate representative or by one (1) or more proxies. Nothing contained in this Bye-Law shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it subject to Bye-law 84.</p>	<p>Bye-law 86</p> <p>(A) Any corporation which is a shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at any meeting of the Company or any class of shareholders. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation which he represents as the corporation could exercise if it were an individual shareholder. <u>A corporate shareholder may evidence such authorisation (including without limitation the execution of a form of proxy) under the hand of its duly authorised officer.</u> References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised corporate representative or by one (1) or more proxies. Nothing contained in this Bye-Law shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it subject to Bye-law 84.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>(B) Any reference in these Bye-laws to a duly authorised corporate representative of a shareholder being a corporation shall mean a corporate representative authorised under the provisions of this Bye-law.</p> <p>(C) Where a Member is the Depository or a clearing house (or its nominee(s)), in each case, being a corporation, it may authorise such persons as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-Law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Depository or the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the Depository or the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands.</p>	<p>(B) Any reference in these Bye-laws to a duly authorised corporate representative of a shareholder being a corporation shall mean a corporate representative authorised under the provisions of this Bye-law.</p> <p>(C) Where a Member is the Depository or a clearing house (or its nominee(s)), in each case, being a corporation, it may authorise such persons as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of Members, <u>or (where appropriate and subject to the Companies Act) at any meeting of creditors of the Company,</u> provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-Law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Depository or the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the Depository or the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands. <u>and the right to speak.</u></p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 90</p> <p>The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a shareholder for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>	<p>Bye-law 90</p> <p>The instrument appointing a proxy to <u>attend, speak and</u> vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a shareholder for use by him for appointing a proxy to attend, <u>speak</u> and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the shareholder, according to his intentions, to instruct the proxy to <u>speak and</u> vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 107</p> <p>(A) The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p> <p>(B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p>	<p>Bye-law 107</p> <p>(A) The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p> <p>(B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 109</p> <p>Unless otherwise provided by the Statutes, the Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his period of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.</p>	<p>Bye-law 109</p> <p>Unless otherwise provided by the Statutes, the CompanyShareholders may by Ordinary Resolution <u>passed at a general meeting of the Company</u> remove any Director (including a Managing Director or other Executive Director) before the expiration of his period of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.</p>
<p>Bye-law 164</p> <p>The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the property, assets, credits and liabilities of the Company and of all other matters required by the Statutes or necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.</p>	<p>Bye-law 164</p> <p>The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the property, assets, credits and liabilities of the Company and of all other matters required by the Statutes or necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions. <u>The financial year end of the Company shall be 31 December in each calendar year or as otherwise determined by the Board.</u></p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 168</p> <p>(A) Auditors shall be appointed and the terms and tenure of such appointment and their duties at all times regulated in accordance with the provisions of the Companies Act.</p> <p>(B) The Company shall at each annual general meeting appoint one (1) or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.</p>	<p>Bye-law 168</p> <p>(A) Auditors shall be appointed and the terms and tenure of such appointment and their duties at all times regulated in accordance with the provisions of the Companies Act.</p> <p>(B) The Company shall at each annual general meeting <u>The Shareholders may by Ordinary Resolution</u> appoint one (1) or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act, <u>The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act,</u> the remuneration of the Auditors shall be fixed by or on the authority of the Company <u>the shareholders in the annual general meeting by Ordinary Resolution or in such manner as the Shareholders may determine except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.</u></p> <p>(C) <u>Subject to the Companies Act, the Shareholders may, at any general meeting convened and held in accordance with these Bye-Laws of which notice specifying the intention to pass such resolution was given, remove the Auditors by Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term and fix the new auditors' remuneration.</u></p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 170</p> <p>A person other than the incumbent Auditors shall not be capable of being appointed Auditors at a general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than twenty-one (21) days before the general meeting, and the Company shall send a copy of any such notice to the incumbent Auditors and shall give notice thereof to the shareholders not less than seven (7) days before the general meeting provided that the above requirements may be waived by notice in writing by the incumbent Auditors to the Secretary.</p>	<p>Bye-law 170</p> <p><u>Subject to the provisions of the Companies Act, a</u>A person other than the incumbent Auditors shall not be capable of being appointed Auditors at a general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than twenty-one (21) days before the general meeting, and the Company shall send a copy of any such notice to the incumbent Auditors and shall give notice thereof to the shareholders not less than seven (7) days before the general meeting provided that the above requirements may be waived by notice in writing by the incumbent Auditors to the Secretary.</p>
<p>Bye-law 179</p> <p>A resolution that the Company be wound up by the Court or be wound up voluntarily shall be a Special Resolution.</p>	<p>Bye-law 179</p> <p>A resolution that the Company be wound up by the Court or be wound up voluntarily shall be a Special Resolution.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 182</p> <p>Save and except so far as the provisions of this Bye-Law shall be avoided by any provisions of the Statutes, the Directors, Managing Directors, alternate Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default, fraud and dishonesty respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own wilful neglect or default, fraud and dishonesty respectively.</p>	<p>Bye-law 182</p> <p>Save and except so far as the provisions of this Bye-Law shall be avoided by any provisions of the Statutes, the Directors, Managing Directors, alternate Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud, wilful neglect or default, fraud and or dishonesty respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own fraud, wilful neglect or default, fraud and or dishonesty respectively.</p>

Existing provisions of the Bye-laws (if any)	Proposed Bye-laws Amendments
<p>Bye-law 189</p> <p>Notwithstanding any other provision of these Bye-Laws but subject to the listing rules of the Designated Stock Exchange, the Company or the Board may fix any date as the record date for determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on or at any time before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made; and determining the Members entitled to receive notice of and to vote at any general meeting of the Company</p>	<p>Bye-law 189</p> <p>Notwithstanding any other provision of these Bye-Laws but subject to the listing rules of the Designated Stock Exchange, the Company or the Board may fix any date as the record date for determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on or at any time before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made; and determining the Members entitled to receive notice of and to <u>attend, speak and</u> vote at any general meeting of the Company</p>
<p>N/A</p>	<p>Bye-law 192</p> <p><u>These Bye-Laws shall at all times be interpreted for compliance with Bermuda laws and any listing rules of the Designated Stock Exchange as the Company may be subject to.</u></p>

The Proposed Bye-laws Amendments and the Company’s adoption of the amended and restated Bye-laws will be subject to the approval by the Shareholders by way of a special resolution at the upcoming annual general meeting of the Company to be held on 10 June 2022 (the “AGM”). A circular containing, among other things, details of the Proposed Bye-laws Amendments and a notice convening the AGM will be despatched to the Shareholders on 29 April 2022.

By Order of the Board
Yunnan Energy International Co. Limited
Yan Jiong
Director

Hong Kong, 13 April 2022

As of the date of this announcement, the Board comprises Mr. YAN Jiong, Mr. HU Xiangwei, Mr. JIANG Wei, Ms. ZHAO Na and Mr. SONG Henan as the executive Directors; and Mr. SHI Fazhen, Mr. LIU Zongliu and Ms. JING Pilin as the independent non-executive Directors.