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四川能投發展股份有限公司
Sichuan Energy Investment Development Co., Ltd.*

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

(Stock Code: 01713)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
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This announcement is made pursuant to Rules 13.51(1) and 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

PROPOSED AMENDMENTS OF THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE OF BOARD MEETINGS AND THE RULES OF PROCEDURE OF GENERAL MEETINGS

The board (the “**Board**”) of directors (the “**Directors**”) of Sichuan Energy Investment Development Co., Ltd.* (the “**Company**”) hereby announces that on 14 March 2023, it has passed the resolutions on, among others, the amendments of certain articles of the articles of association of the Company (the “**Articles of Association**”), the rules of procedure of the board meetings of the Company (the “**Rules of Procedure of Board Meetings**”) and the rules of procedure of the general meetings of the Company (the “**Rules of Procedure of General Meetings**”), subject to the approval by the shareholders of the Company (the “**Shareholders**”). The proposed amendments of the Articles of Association, the Rules of Procedure of Board Meetings and the Rules of Procedure of General Meetings were made to (1) reflect and conform with the changes to Appendix 3 of the Listing Rules regarding the core shareholder protection standards which became effective on 1 January 2022; (2) reflect and conform with the Notice regarding the Publication of the Guidance on Articles of Association of Provincial Enterprises of Sichuan Province (For Trial Implementation) issued by the State-owned Assets Supervision and Administration Commission of the State Council of Sichuan Province (Chuan Guo Zi Fa [2002] No. 5) (《關於印發〈四川省省屬企業公司章程指引(試行)〉的通知》) (川國資發[2022]5號); and/or (3) adjust the composition of the Board according to the actual situation of the Company.

Please refer to the appendix I to this announcement for details of the proposed amendments of the Articles of Association, appendix II to this announcement for details of the proposed amendments of the Rules of Procedure of Board Meetings and appendix III to this announcement for details of proposed amendments of the Rules of Procedure of General Meetings. Save as the content in the proposed amendments of the Articles of Association, the Rules of Procedure of Board Meetings and the Rules of Procedure of General Meetings, other sections and articles in the Articles of Association, the Rules of Procedure of Board Meetings and the Rules of Procedure of General Meetings remain unchanged. The proposed amendments of the Articles of Association, the Rules of Procedure of Board Meetings and the Rules of Procedure of General Meetings are subject to the approval by the Shareholders by way of special resolutions at the forthcoming extraordinary general meeting (the “EGM”) to be held by the Company.

RESIGNATION OF CHAIRMAN, EXECUTIVE DIRECTOR AND AUTHORISED REPRESENTATIVE

The Board hereby announces that Mr. Xiong Lin (“**Mr. Xiong**”) has tendered his resignation as the chairman, an executive Director, chairman of the nomination committee, the authorised representative pursuant to Rule 3.05 of the Listing Rules and the legal representative of the Company due to retirement, which will be effective upon the conclusion of the EGM.

Mr. Xiong confirmed that (i) he has no claim against the Company, its subsidiaries or affiliates; and (ii) he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Xiong for his contributions to the Company during his term of service.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The Board further announces that Ms. Li Yu (“**Ms. Li**”) has tendered her resignation as a non-executive Director of the Company and a member of the risk control committee under the Board due to change in work arrangements, with effect upon the conclusion of the EGM.

Ms. Li has confirmed that (i) she has no claim against the Company, its subsidiaries or affiliates; and (ii) she has no disagreement with the Board and there are no matters in relation to her resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Li for her contributions to the Company during her term of office.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Board has proposed to appoint Mr. He Jing (“**Mr. He**”) to replace Mr. Xiong as an executive Director of the Company, subject to the approval by the Shareholders at the EGM.

The biographical details of Mr. He are set out below:

Mr. He Jing (何京), aged 46, graduated from Southwest University of Political Science & Law in July 1998 and obtained a bachelor’s degree in law. Mr. He served as clerk and assistant judge in Mianyang Intermediate People’s Court (綿陽市中級人民法院) from August 1998 to July 2002. From July 2002 to June 2012, he worked in several positions in the General Office of the Communist Party Committee of Sichuan Province (中共四川省委辦公廳), including deputy chief of the inspection office, chief of the inspection office and secretary of the Communist Youth League under the institution. From June 2012 to July 2012, he served as a member of the gas preparatory team of Sichuan Energy Investment Group Co., Ltd.* (四川省能源投資集團有限責任公司). From July 2012 to January 2021, he worked in several positions in Sichuan Natural Gas Investment Co., Ltd.* (四川省天然氣投資有限責任公司), including director, head of administration department, employee director, member of the Party’s Committee, president of union, chairman and legal representative. From July 2013 to December 2013, he also served as the director, general manager and legal representative of Sichuan Natural Gas Mianyang Gas Co., Ltd.* (四川省天然氣綿陽燃氣有限責任公司). From November 2013 to February 2021, he served as the chairman of Sichuan Hongran Green Energy Co., Ltd.* (四川省虹然綠色能源有限責任公司). From October 2014 to February 2021, he also served as the director of Sichuan Natural Gas Jiangyou Gas Co., Ltd.* (四川省天然氣江油燃氣有限責任公司). From April 2016 to February 2021, he also served as the chairman of Sichuan Natural Gas Fuhui Gas Co., Ltd.* (四川省天然氣富匯燃氣有限責任公司). Since November 2018, he has also served as a supervisor in HSIIG Limited (香港天冉國際集團有限公司). From November 2020 to February 2023, he served as Secretary of the Party’s Committee, chairman, legal representative and preparatory team leader in Sichuan Natural Gas Investment Group Co., Ltd. (四川省天然氣投資集團有限責任公司). Mr. He has been serving as Secretary of the Party’s Committee of the Company since February 2023.

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS

The Board has proposed to appoint Mr. Tao Xueqing (“**Mr. Tao**”) to fill in the vacancy arising from the resignation of Ms. Li, as non-executive Director subject to the approval by the Shareholders at the EGM. In addition, the Board has proposed to appoint Mr. Kong Ce (“**Mr. Kong**”) as a non-executive Director of the Company, upon the recommendation from Tianqi Lithium HK Co., Limited (天齊鋰業香港有限公司), being a shareholder of the Company, subject to the approval by the Shareholders and the approval of the proposed amendments of the Articles of Association and the Rules of Procedure of Board Meetings (which include, among others things, a revision to the number of Directors on the Board) at the forthcoming EGM.

The biographical details of Mr. Tao are set out below:

Mr. Tao Xueqing (陶學慶), aged 34, graduated from Shandong University in June 2010 and obtained a bachelor’s degree in accounting. Subsequently, he obtained a master’s degree from Central University of Finance and Economics majoring in technical economics and management in June 2012. From July 2012 to June 2015, he served as a trainee and an investment operations associate in Beijing Changdian Innovation Investment Management Co., Ltd.* (北京長電創新投資管理有限公司). Mr. Tao has been working in several positions in Three Gorges Capital Holding Co., Ltd. (三峽資本控股有限責任公司) since June 2015, including investment manager in the research consulting department from June 2015 to October 2018; investment manager and senior investment manager in the investment management department from October 2018 to June 2022. Mr. Tao was seconded to the corporate management department of China Three Gorges Corporation (中國長江三峽集團公司) and the integrated coordination team of the office of the State Council’s State-owned Enterprise Reform Leading Group (國務院國有企業改革領導小組辦公室) from September 2016 to March 2017 and from March 2021 to January 2022, respectively. Mr. Tao has been serving as the vice president of the investment management department of Three Gorges Capital Holding Co., Ltd. since June 2022.

The biographical details of Mr. Kong are set out below:

Mr. Kong Ce (孔策), aged 41, served as a staff officer in the People’s Liberation Army (中國人民解放軍) in 1997 and was awarded the rank of captain in 2008. Subsequently, he obtained a master’s degree from University of Electronic Science and Technology of China majoring in software engineering in June 2012. Mr. Kong has been serving as the administration and public affairs director of Tianqi Lithium Corporation (a company listed on the Stock Exchange, stock code: 9696, and on the Shenzhen Stock Exchange, stock code: SZ002466) since August 2021.

Before joining Tianqi Lithium Corporation, Mr. Kong served as a captain staff officer in Unit 78051 (78501 部隊) from August 2002 to November 2012. From November 2012 to February 2018, Mr. Kong was a first-level principal staff member in the Sichuan Development and Reform Commission (四川省發展和改革委員會), and served as a deputy director of the major project office from February 2018 to October 2018. From November 2018 to August 2021, he served as an assistant to the general manager of Sichuan Development in Hengneng Environmental Technology Co., Ltd. (四川發展中恒能環境科技技術有限公司).

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board has proposed to appoint Ms. He Yin (“**Ms. He**”) as an independent non-executive Director, subject to the approval by the Shareholders and the approval of the proposed amendments of the Articles of Association and the Rules of Procedure of Board Meetings (which include, among others things, a revision to the number of Directors on the Board) at the EGM.

The biographical details of Ms. He are set out below:

Ms. He Yin (何茵), aged 47, graduated from the School of Economics, Peking University in July 1998 and obtained a bachelor’s degree in economics. Subsequently, she obtained a master’s degree and a doctoral degree from University of Colorado Boulder majoring in economics in 2000 and 2004, respectively. Ms. He has been working in several positions in the School of International Trade and Economics, University of International Business and Economics since September 2009, including assistant professor from September 2009 to April 2011; associate professor from April 2011 to December 2017. Ms. He has been serving as a professor in the School of International Trade and Economics, University of International Business and Economics since December 2017.

Before joining the University of International Business and Economics, Ms. He served as a research assistant from August 1998 to August 2001 and from August 2003 to August 2004; a teaching assistant from August 2000 to August 2001; a graduate part-time instructor from August 2001 to August 2003; and a visiting scholar from January 2008 to February 2009, in the School of Economics, University of Colorado Boulder. From October 2003 to February 2004, she served as an assistant analyst in Jack Anthony Group, Inc. From February 2005 to February 2006, she served as a project consultancy researcher in the World Bank. From August 2004 to April 2008, she served as an assistant professor in the National School of Development, Peking University (北京大學國家發展研究院) (previously known as the China Centre for Economic Research, Peking University (北京大學中國經濟研究中心)). From May 2005 to December 2008, she was a researcher of the National Economic Research Institute, China Reform Foundation (中國經濟改革研究基金會國民經濟研究所). From March 2009 to September 2009, she served as an economist in Beijing Finance & Economics Magazine Agency Co., Ltd. (北京《財經》雜誌有限公司).

The proposed appointments of Mr. He as an executive Director, Mr. Tao and Mr. Kong as non-executive Directors and Ms. He as an independent non-executive Director will be subject to approval by the Shareholders at the forthcoming EGM. A service contract is proposed to be entered into between each of Mr. He, Mr. Tao, Mr. Kong and Ms. He and the Company, with a term of service commencing from the date of the EGM and ending at the expiry of the fourth session of the Board.

Upon the appointments of Mr. He, Mr. Tao, Mr. Kong and Ms. He being approved by the Shareholders, Mr. He as an executive Director will mainly be responsible for overall corporate strategies formulation of the Company and its subsidiaries, while Mr. Tao and Mr. Kong as non-executive Directors will be mainly responsible for providing supervision of matters relating to compliance, corporate governance and business development of the Company and Ms. He as an independent non-executive Director will be mainly responsible for providing independent advice to the Board.

The emoluments of the Directors are determined based on the responsibilities and experience, prevailing market conditions and the remuneration policy of the Company as determined by the Board or its delegated committee. The details of which will be disclosed in the annual report of the Company. Mr. He will not receive any director’s fee or bonuses for his service as an executive Director. However, he will continue to receive a remuneration package of RMB26,667 per month in his capacity as the Secretary of the Party’s Committee of the Company. Mr. Tao and Mr. Kong will not receive any remuneration as non-executive Directors. Ms. He as onshore independent non-executive Director will receive a remuneration of RMB100,000 per annum (before tax). Each of the independent non-executive Directors will receive an additional remuneration of RMB30,000 per annum (before tax) serving as the chairman of each committee of the Board, and RMB20,000 per annum (before tax) serving as a member of each committee of the Board.

To the knowledge of the Board, save as disclosed above, each of Mr. He, Mr. Tao, Mr. Kong and Ms. He (i) did not hold any other positions in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years; (ii) does not have any relationship with any directors, supervisors, senior management or substantial Shareholders of the Company; and (iii) does not have or is deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

As the date of this announcement, save as disclosed above, the Board is not aware of any other matters in relation to the appointments of Mr. He, Mr. Tao, Mr. Kong and Ms. He that needs to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Listing Rules.

CIRCULAR

A circular containing, among other things, details of the proposed amendments to the Articles of Association, the Rules of Procedure of the Board Meetings and the Rules of Procedure of General Meetings, the proposed appointments of Mr. He, Mr. Tao, Mr. Kong and Ms. He as Directors, together with a notice of the EGM, will be dispatched to the Shareholders in due course.

By order of the Board
Sichuan Energy Investment Development Co., Ltd.*
Xiong Lin
Chairman

Chengdu, Sichuan Province, the PRC
14 March 2023

As at the date of this announcement, the executive Directors of the Company are Mr. Xiong Lin, Mr. Li Hui and Ms. Xie Peixi; the non-executive Directors of the Company are Ms. Han Chunhong, Ms. Li Yu, Ms. Liang Hong and Ms. Lv Yan; and the independent non-executive Directors of the Company are Mr. Kin Kwong Kwok Gary, Ms. He Zhen, Mr. Wang Peng and Prof. Li Jian.

* *For identification purposes only*

APPENDIX I

Proposed Amendments to the Articles of Association

Current Articles	Proposed Amendments to the Articles*
<p>Article 1</p> <p>...</p> <p>According to the Constitution of the Communist Party of China, the Company has established an organization of the Communist Party of China to carry out the activities of the Party, set up working organs for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization. The 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’s Republic of China (the “Securities Law”), the Special Regulations, the AOA Mandatory Provisions, the AOA Supplemental Amendment Letter, the Main Board Listing Rules, the Constitution of the Communist Party of China and other relevant regulations for the purpose of regulating the organization and activities of the Company, upholding and strengthening the overall leadership of the Party, refining the corporate governance structure, setting up a modern state-owned enterprise system with Chinese characteristics and safeguarding the legitimate rights and interest of the Company, its shareholders and creditors.</p>	<p>Article 1</p> <p>...</p> <p>According to the Constitution of the Communist Party of China, the Company has established an organization of the Communist Party of China to carry out the activities of the Party, set up working organs for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization. The 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’s Republic of China (the “Securities Law”), the Special Regulations, the AOA Mandatory Provisions, the AOA Supplemental Amendment Letter, the Main Board Listing Rules, the Constitution of the Communist Party of China and other relevant regulations for the purpose of regulating the organization and activities of the Company, upholding and strengthening the overall leadership of the Party, refining the corporate governance structure, setting up a modern state-owned enterprise system with Chinese characteristics and safeguarding the legitimate rights and interest of the <u>Companyshareholders</u>, its shareholder<u>sthe Company</u> and creditors.</p>

Current Articles	Proposed Amendments to the Articles*
<p>Nil</p>	<p>This article is newly added, and the serial numbers of all other articles are renumbered accordingly:</p> <p><u>Article 6</u></p> <p><u>According to the Constitution of the Communist Party of China and the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (For Trial Implementation), the Company has established an organization of the Communist Party of China to carry out the activities of the Party, set up working organs for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization.</u></p>
<p>Article 56</p> <p>The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on his behalf at shareholders meeting in proportion to the number of shares held in accordance with the law;</p> <p>.....</p>	<p>Article 5657</p> <p>The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(2) the right to request, convene, chair, attend, speak and vote in person or appoint a proxy to attend and vote on his behalf at shareholders meeting in proportion to the number of shares held in accordance with the law;</p> <p>.....</p>

Current Articles	Proposed Amendments to the Articles*
<p data-bbox="199 208 319 234">Article 67</p> <p data-bbox="199 283 790 946">To convene an annual general meeting, the Company shall give notices 20 business days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all Shareholders 15 days (or 10 business days, whichever is longer) before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded;</p> <p data-bbox="199 995 255 1017">.....</p> <p data-bbox="199 1070 790 1472">The abovementioned notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council within 20 business days to 25 business days before the date of the annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the extraordinary general meeting. Upon the publication of such notice, all holders of unlisted shares shall be deemed to have received notice of the relevant shareholders' meeting.</p>	<p data-bbox="805 208 957 234">Article <u>6768</u></p> <p data-bbox="805 283 1396 946">To convene an annual general meeting, the Company shall give notices 20 business days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all Shareholders 15 days (or 10 business days, whichever is longer) before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded;</p> <p data-bbox="805 995 861 1017">.....</p> <p data-bbox="805 1070 1396 1472">The abovementioned notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council within 20 business days to 25 business 20 days before the date of the annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the extraordinary general meeting. Upon the publication of such notice, all holders of unlisted shares shall be deemed to have received notice of the relevant shareholders' meeting.</p>

Current Articles	Proposed Amendments to the Articles*
<p>The notice, materials or written announcement of the shareholders' general meeting should be delivered to the shareholders of overseas listed shares in any of the following manners, 20 business days prior to the holding of such annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the such extraordinary general meeting:</p> <p>.....</p>	<p>The notice, materials or written announcement of the shareholders' general meeting should be delivered to the shareholders of overseas listed shares in any of the following manners, 20 business days prior to the holding of such annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the such extraordinary general meeting:</p> <p>.....</p>
<p>Article 106</p> <p>The Company shall establish a Board of Directors, which shall comprise 11 directors, including 4 independent non-executive directors</p> <p>.....</p>	<p>Article 106<u>114</u></p> <p>The Company shall establish a Board of Directors, which shall comprise 11<u>13</u> directors, including 4<u>5</u> independent non-executive directors</p> <p>.....</p>
<p>Article 123</p> <p>The Company shall have one secretary of the Board, who is a senior officer of the Company.</p>	<p>Article 123<u>131</u></p> <p>The Company shall have one secretary of the Board, who is a senior officer of the Company. <u>The secretary of the Board shall present at the meeting of Party Committee where significant operating management matters are studied and discussed.</u></p>

Current Articles	Proposed Amendments to the Articles*
<p data-bbox="199 208 671 236">Chapter 15 PARTY ORGANIZATION</p> <p data-bbox="199 283 336 310">Article 158</p> <p data-bbox="199 357 790 798">In accordance with the Constitution of the Communist Party of China and with the approval of superior Party organizations, the Company has established the Committee of Sichuan Energy Investment Development Co., Ltd. of the Communist Party of China (hereinafter referred to as the “Party Committee”). Meanwhile, the Company has also established the Discipline Inspection Commission of the Party (hereinafter referred to as the “Discipline Inspection Commission”) according to the relevant requirements.</p>	<p data-bbox="807 208 1390 310">This Chapter is renumbered as Chapter 10, and the Original Chapter 10 to Chapter 11 and the articles are renumbered accordingly:</p> <p data-bbox="807 357 1390 423"><u>Chapter 15 PARTY ORGANIZATION-10 PARTY COMMITTEE OF THE COMPANY</u></p> <p data-bbox="807 470 986 497">Article 158100</p> <p data-bbox="807 544 1390 1095">In accordance with the Constitution of the Communist Party of China and the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (For Trial Implementation) and with the approval of superior Party organizations, the Company has established the Committee of Sichuan Energy Investment Development Co., Ltd. of the Communist Party of China (hereinafter referred to as the “Party Committee”). Meanwhile, the Company has also established the Discipline Inspection Commission of the Party (hereinafter referred to as the “Discipline Inspection Commission”) according to the relevant requirements.</p>

Current Articles	Proposed Amendments to the Articles*
<p>Article 161</p> <p>The Party Committee of the Company shall perform the leadership functions, controlling the directions, managing the overall situation and ensuring the implementation, discuss and make decisions on significant matters of the Company in accordance with the regulations. Significant operating management matters shall go through investigation and discussion by the Party Committee before decisions are made by the Board of Directors or management.</p> <p>Its main responsibilities include:</p> <p>(1) Strengthen the Party’s political construction, improve the political awareness, enhance political leading role, improve political ability and guard against political risk of the Company, as well as educate and guide all Party members to resolutely safeguard the position of the Party Central Committee and the whole Party with General Secretary Xi Jinping as the core, resolutely uphold the authority and unified leadership of the Party Central Committee;</p> <p>(2) Study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, carry out the principles and policies of the Party and ensure that the major decisions and deployment of the Party Central Committee and the resolutions of higher-level Party organizations are implemented in the Company, as well as promote the Company to undertake its responsibility and mission, focus on the major responsibilities and principal businesses and serve the material strategies of the country to fully fulfill economic, political and social responsibilities;</p>	<p>Article 161<u>103</u></p> <p>The Party Committee of the Company shall perform the leadership functions, controlling the directions, managing the overall situation and ensuring the implementation, discuss and make decisions on significant matters of the Company in accordance with the regulations. Significant operating management matters shall go through investigation and discussion by the Party Committee before decisions are made by the Board of Directors or management.Its main responsibilities include:</p> <p>(1) Strengthen the Party’s political construction, improve the political awareness, enhance political leading role, improve political ability and guard against political risk of the Company, as well as educate and guide all Party members to resolutely safeguard the position of the Party Central Committee and the whole Party with General Secretary Xi Jinping as the core, resolutely uphold the authority and unified leadership of the Party Central Committee <u>adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</u></p> <p>(2) Study<u>Thoroughly study</u> and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, <u>learn and propagate the Party’s theory,</u> carry out the <u>guidelines,</u> principles and policies of the Party and <u>supervise and</u> ensure that the major decisions and deployment of the Party Central Committee and the resolutions of higher-level Party organizations are implemented in the Company, as well as promote the Company to undertake its responsibility and mission, focus on the major responsibilities and principal businesses and serve the material strategies of the country to fully fulfill economic, political and social responsibilities;</p>

Current Articles	Proposed Amendments to the Articles*
<p>(3) Consider and discuss the major operational and management issues of the Company, and support the shareholders' general meeting, the Board, the Supervisory Committee and the management in performing their duties in accordance with laws;</p> <p>(4) Strengthen the leadership and gate keeping role in the selection and appointment of personnel of the Company and enhance the construction of the leadership team and talents team;</p> <p>(5) Assume the primary responsibility of the Company to govern the Party comprehensively with strict discipline, support the discipline inspection institutions to fulfil its supervisory responsibility and promote Party self-governance in every aspect and with rigor into the grassroots level;</p> <p>(6) Strengthen the construction of working style of the Party in the Company, strictly implement the spirit of the eight-point frugality code issued by the Party Central Committee and resolutely combat formalism, bureaucracy, hedonism and extravagance, especially the formalism and bureaucracy;</p> <p>(7) Strengthen the building of grassroots Party organization and Party member team, and unite and lead officials and employees to devote themselves into the reform and development of the Company;</p> <p>(8) Lead the ideological and political work, the spirit and civilization construction and the united front work of the Company, as well as lead mass organizations such as the Labor Union and Communist Youth League of the Company.</p>	<p>(3) Consider and discuss the major operational and management issues of the Company, and support the shareholders' general meeting, the Board, the Supervisory Committee and the management in performing their duties in accordance with laws;</p> <p>(4) Strengthen the leadership and gate keeping role in the selection and appointment of personnel of the Company and enhance the construction of the leadership team, <u>cadre team</u> and talents team <u>of the Company</u>;</p> <p>(5) Assume the primary responsibility of the Company to govern the Party comprehensively with strict discipline <u>improve Party conduct and uphold integrity, lead and</u> support the <u>internal discipline inspection organizations</u> to fulfil its supervisory responsibility perform their supervisory and disciplining responsibilities <u>as well as exercise strict administrative discipline and political rules</u> and promote Party self-governance in every aspect and with rigor into the grassroots level;</p> <p>(6) Strengthen the construction of working style of the Party in the Company, strictly implement the spirit of the eight-point frugality code issued by the Party Central Committee and resolutely combat formalism, bureaucracy, hedonism and extravagance, especially the formalism and bureaucracy;</p> <p>(7)(6) Strengthen the building of grassroots Party organization and Party member team, and unite and lead officials and employees to devote themselves into the reform and development of the Company;</p> <p>(8)(7) Lead the ideological and political work, the spirit and civilization construction and the united front work of the Company, as well as lead mass organizations such as the Labor Union and, <u>the Communist Youth League and the women's organization</u> of the Company.</p>

Current Articles	Proposed Amendments to the Articles*
<p>Nil</p>	<p>This article is newly added, and the serial numbers of all other articles are renumbered accordingly:</p> <p><u>Article 104</u></p> <p><u>Significant operating management matters shall be studied and discussed by the Party Committee before the Board of Directors makes a decision in accordance with its functions and powers and specified procedures.</u></p>
<p>Article 162</p> <p>By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Committee may take seats in the Board of Directors, the Supervisory Committee and the management through statutory procedures, while eligible members of the Board of Directors, the Supervisory Committee and the management who are also Party members may take seats in the Party Committee in accordance with related regulations and procedures.</p> <p>The positions of secretary of the Party Committee and the chairman of the Board of Directors shall be held by the same person in general. The general manager of the Party members shall serve as the deputy secretary. The Party Committee shall appoint a designated deputy secretary in charge of the Party building, who shall serve as a member of the Board of Directors, rather than a management member.</p>	<p>Article 162<u>105</u></p> <p>By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Committee may take seats in the Board of Directors, the Supervisory Committee and the management through statutory procedures, while eligible members of the Board of Directors, the Supervisory Committee and the management who are also Party members may take seats in the Party Committee in accordance with related regulations and procedures.</p> <p>The positions of secretary of the Party Committee and the chairman of the Board of Directors shall be held by the same person in general. The general manager of the Party members shall serve as the deputy secretary <u>of the Party Committee</u>. The Party Committee shall<u>may</u> appoint a designated deputy secretary in charge of the Party building, who shall serve as a member of the Board of Directors, rather than a management member.</p>

Current Articles	Proposed Amendments to the Articles*
<p>Nil</p>	<p>This article is newly added, and the serial numbers of all other articles are renumbered accordingly:</p> <p>Article 106</p> <p><u>Strengthening work support. In accordance with the principles of facilitating and strengthening the work of the Party and lean and efficient operation, the Party Committee of the Company shall establish working organizations such as the office, organization department and propaganda department based on actual needs, and such organizations may operate under a joint office with the management departments of similar corporate functions. The Company shall provide necessary resources to carry out Party activities, ensure the premises and funding for the activities of the Party organization, and provide for the funding of the work of the Party organization under administrative expense in the annual budget on the basis of 1% of the total salaries of all staff in the previous year.</u></p>
<p>Chapter 16 MASS ORGANIZATION</p> <p>Article 163</p> <p>The employees of the Company shall organize a trade union in accordance with the “Trade Union Law of the People’s Republic of China” to carry out the activities of the trade union and protect the legitimate rights and interests of its staff. The Company shall provide conditions which are prerequisite for the activities of the trade union.</p>	<p>This Chapter and the articles are deleted.</p>

Current Articles	Proposed Amendments to the Articles*
<p>Article 164</p> <p>The Company shall establish the Communist Youth League and other mass organizations in accordance with the relevant regulations of the People’s Republic of China and constitutions of other relevant mass organizations. Such mass organizations shall independently carry out activities under the leadership of the Party Committee in accordance with their respective constitutions.</p>	<p>This article is deleted and the serial numbers of all other articles are renumbered accordingly</p>
<p>Nil</p>	<p>This article is newly added, and the serial numbers of all other articles are renumbered accordingly:</p> <p><u>Article 167</u></p> <p><u>The employees of the Company shall organize a trade union in accordance with the “Trade Union Law of the People’s Republic of China” to carry out the activities of the trade union and protect the legitimate rights and interests of its staff. The Company shall provide conditions which are prerequisite for the activities of the trade union.</u></p>

Current Articles	Proposed Amendments to the Articles*
<p>Article 166</p> <p>The Company shall abide by the relevant national laws and administrative regulations on labor protection and production safety, implement relevant national policies, and safeguard the legitimate rights and interests of employees. The Company shall formulate the labor, personnel and wage systems in light of the needs of production and operation in accordance with the relevant national laws, administrative regulations and policies on labor and personnel.</p>	<p>Article 166<u>168</u></p> <p>The Company shall abide by the relevant national laws and administrative regulations on labor protection and production safety, implement relevant national policies, and safeguard the legitimate rights and interests of employees. The Company shall formulate the labor, personnel and wage systems in light of the needs of production and operation in accordance with the relevant national laws, administrative regulations and policies on labor and personnel. <u>The Company shall, based on its actual situation, establish selection and employment mechanisms that meet market-oriented requirements such as open recruitment of employees, election and competitive recruitment of management personnel, adjustment of underperforming staff and dismissal of the incompetent. In addition, the Company shall establish a market-competitive remuneration system for key core employees and actively and orderly carry out medium-and long-term incentive plans.</u></p>
<p>Article 186</p> <p>The remuneration of an accounting firm and the determination thereof shall be decided upon by the general meeting. The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.</p>	<p>Article 186<u>188</u></p> <p>The remuneration of an accounting firm and the determination thereof shall be decided upon by the general meeting. <u>If permitted by relevant laws and regulations and the relevant stock exchange or regulatory authorities of the place where the Company's shares are listed, the</u> The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.</p>

* The serial numbering of some Articles of the Articles of Association shall be changed due to the addition, deletion or re-arrangement of certain Articles in the Articles of Association. As a result, the article number quoted in some Articles shall be correspondingly adjusted.

The Articles of Association and its amendments were written in Chinese, without formal English version. As such, any English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

APPENDIX II

Proposed Amendments to the Rules of Procedure of the Board Meetings

Current Articles	Proposed Amendments to the Articles*
<p>Article 3</p> <p>The Board of Directors of the Company shall comprise 11 directors, including 7 executive or non-executive directors and 4 independent non-executive directors, and shall have one chairman and one vice chairman. The number of independent non-executive directors shall represent one third or above of the Board of Directors, at least one independent non-executive director shall be an accounting professional (refers a person with a senior title or qualification as a certified public accountant). Independent non-executive directors shall perform their duties independently and free from any influence of the substantial shareholders or de facto controllers of the Company and any entity or individual who has interests in the Company, its substantial shareholders or de facto controllers. Independent non-executive directors shall perform their duties honestly and faithfully, safeguard the Company's interest and in particular, prevent any damage to the legitimate rights and interests of public shareholders. Independent non-executive directors may report directly to the shareholders' general meeting, the securities regulatory authorities of the State Council and other relevant departments.</p>	<p>Article 3</p> <p>The Board of Directors of the Company shall comprise 11<u>13</u> directors, including 7<u>8</u> executive or non-executive directors and 4<u>5</u> independent non-executive directors, and shall have one chairman and one vice chairman. The number of independent non-executive directors shall represent one third or above of the Board of Directors, at least one independent non-executive director shall be an accounting professional (refers a person with a senior title or qualification as a certified public accountant). Independent non-executive directors shall perform their duties independently and free from any influence of the substantial shareholders or de facto controllers of the Company and any entity or individual who has interests in the Company, its substantial shareholders or de facto controllers. Independent non-executive directors shall perform their duties honestly and faithfully, safeguard the Company's interest and in particular, prevent any damage to the legitimate rights and interests of public shareholders. Independent non-executive directors may report directly to the shareholders' general meeting, the securities regulatory authorities of the State Council and other relevant departments.</p>

* The Rules of Procedure of Board Meetings and its amendments were written in Chinese, without formal English version. As such, any English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

APPENDIX III

Proposed Amendments to the Rules of Procedure of General Meetings

Current Articles	Proposed Amendments to the Articles*
<p>Article 17</p> <p>To convene an annual general meeting, the Company shall give notices 20 business days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all shareholders 15 days (or 10 business days, whichever is longer) before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded.</p>	<p>Article 17</p> <p>To convene an annual general meeting, the Company shall give notices 20 business days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all shareholders 15 days (or 10 business days, whichever is longer) before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded.</p>
<p>Article 21</p> <p>.....</p> <p>The abovementioned notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council within 20 business days to 25 business days before the date of the annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the extraordinary general meeting. Upon the publication of such notice, all holders of domestic shares shall be deemed to have received notice of the relevant shareholders’ meeting.</p> <p>.....</p>	<p>Article 21</p> <p>.....</p> <p>The abovementioned notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council within 20 business days to <u>25 business</u> 20 days before the date of the annual general meeting, or 15 days (or 10 business days, whichever is longer) before the date of the extraordinary general meeting. Upon the publication of such notice, all holders of domestic shares shall be deemed to have received notice of the relevant shareholders’ meeting.</p> <p>.....</p>

Current Articles	Proposed Amendments to the Articles*
<p>Article 25</p> <p>All shareholders whose names are on the register of members on the record date or their proxies shall have the right to attend the general meeting and exercise their voting rights in accordance with the relevant laws and regulations and these rules of procedure.</p> <p>.....</p>	<p>Article 25</p> <p>All shareholders whose names are on the register of members on the record date or their proxies shall have the right to attend the general meeting and exercise their voting rights <u>corresponding rights to speak and vote</u> in accordance with the relevant laws and regulations and these rules of procedure.</p> <p>.....</p>

* The Rules of Procedure of General Meetings and its amendments were written in Chinese, without formal English version. As such, any English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.