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中國民航信息網絡股份有限公司
TravelSky Technology Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00696)

ANNOUNCEMENT
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
AMENDMENTS TO THE RULES OF THE REMUNERATION AND
APPRAISAL COMMITTEE

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

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further improve the level of corporate governance and meet the relevant regulatory requirements, the Board, according to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other latest amended laws, regulations and regulatory documents, and considering the actual operation and management needs of the Company, proposes to make amendments to the Articles of Association. Details of the amendments are set out in the appendix to this announcement.

The Board considers that the Proposed Amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole.

The Proposed Amendments to the Articles of Association are subject to the approval of the Shareholders at the general meeting of the Company. The Company will despatch a circular setting out the details of the Proposed Amendments to the Articles of Association to the Shareholders as soon as practicable.

AMENDMENTS TO THE RULES OF THE REMUNERATION AND APPRAISAL COMMITTEE OF THE BOARD

In order to comply with the amendments to the provisions of the Listing Rules relating to Share Schemes of Listed Issuers which came into effect on 1 January 2023, the Board resolved to make corresponding amendments to the Rules of the Remuneration and Appraisal Committee of the Board with immediate effect. The latest version of the terms of reference of the Remuneration Committee of the Board will be published on the websites of the Company (www.travelskyir.com) and Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of directors of the Company
“Company”	TravelSky Technology Limited, a company incorporated under the laws of the PRC whose shares are listed on the Main Board of the Stock Exchange and whose American depositary shares are traded on the over-the-counter market in the United States of America
“Shareholders”	the shareholders of the Company

By order of the Board
TravelSky Technology Limited
Huang Rongshun
Chairman

Beijing, the PRC
23 March 2023

As at the date of this announcement, the Board comprises:

<i>Executive Directors:</i>	<i>Mr. Huang Rongshun (Chairman) and Mr. Liu Jianping;</i>
<i>Non-executive Directors:</i>	<i>Mr. Zhao Xiaohang, Mr. Xi Sheng and Mr. Luo Laijun;</i>
<i>Independent non-executive Directors:</i>	<i>Mr. Liu Zehong, Mr. Chan Wing Tak Kevin and Mr. Xu Hongzhi.</i>

Appendix

Before amendment		After amendment	
Article 14	<p>The Company may set up wholly-owned or holding branch organizations such as subsidiaries, branches and representative offices according to its business development needs. The subsidiaries shall be named with TravelSky Technology Limited’s abbreviation and wordings of “Cares” or “Airport” while the branches shall be named with the full name of TravelSky Technology Limited.</p> <p>The Company may from time to time adjust the scope and way of business and set up branch organizations (whether or not wholly-owned) and/or offices overseas and in Hong Kong SAR, Macau SAR and Taiwan according to its business development needs and upon the approval of the relevant government body.</p>	Article 14	<p>The Company may set up wholly-owned or holding branch organizations such as subsidiaries, branches and representative offices according to its business development needs. The subsidiaries shall be named with TravelSky Technology Limited’s abbreviation and wordings of “Cares” or “Airport” while the branches shall be named with the full name of TravelSky Technology Limited.</p> <p>The Company may from time to time adjust the scope and way of business <u>legally and set up branch organizations (whether or not wholly-owned) and/or offices overseas and in Hong Kong SAR, Macau SAR and Taiwan</u> according to its business development needs and upon the approval of the relevant government body; <u>and may establish subsidiaries and branches at home and abroad. The Company may invest in other enterprises; however, except as stipulated otherwise by laws, it may not become an investor that bears joint and several liability for the debts of the enterprise in which it invests.</u></p>
Article 51	<p>The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to their shareholdings;</p> <p>(2) the right to attend or appoint a proxy to attend general meetings of shareholders and the right to exercise the voting rights;</p> <p>.....</p>	Article 51	<p>The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to their shareholdings;</p> <p>(2) the right to attend or appoint a proxy to attend general meetings of shareholders and the right to exercise the voting <u>rights to speak and vote (except that such shareholder is required to abstain from voting on relevant matters in accordance with applicable laws, administrative regulations, departmental rules, the listing rules of the place where the Company’s securities are listed or the Company’s Articles);</u></p> <p>.....</p>

Before amendment		After amendment	
Article 56	<p>The general meeting of shareholders shall exercise the following functions and powers:……</p> <p>(15) to decide on other matters which, according to laws, administrative regulations and rules as well as the Company’s Articles, need to be approved by shareholders in general meetings.</p> <p>……</p>	Article 56	<p>The general meeting of shareholders shall exercise the following functions and powers:……</p> <p>(15) to decide on other matters which, according to laws, administrative regulations and rules, <u>the listing rules of the place where the Company’s securities are listed</u> as well as the Company’s Articles, need to be approved by shareholders in general meetings.</p> <p>……</p>
Article 58	<p>……</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months after the occurrence of any one of the following events:</p> <p>(1) where the number of directors is less than the number stipulated in the Company Law or less than two-third (2/3) of the number specified in the Company’s Articles;</p> <p>(2) where the unrecovered losses of the Company amount to one-third of the total amount of share capital;</p> <p>(3) where shareholder(s) who hold(s) 10% or more of the Company’s issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary or the supervisory committee so requests; and</p> <p>(5) whenever more than two independent directors so request.</p>	Article 58	<p>……</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months after the occurrence of any one of the following events:</p> <p>(1) where the number of directors is less than the number stipulated in the Company Law or less than two-third (2/3) of the number specified in the Company’s Articles;</p> <p>(2) where the unrecovered losses of the Company amount to one-third of the total amount of share capital;</p> <p>(3) where shareholder(s) who, <u>individually or collectively</u>, hold(s) 10% or more of the Company’s issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary or the supervisory committee so requests; and</p> <p>(5) whenever more than two independent directors so request;</p> <p>(6) <u>other circumstances stipulated by laws, administrative regulations, departmental rules, the listing rules of the place where the Company’s securities are listed or the Company’s Articles.</u></p>

Before amendment		After amendment	
Article 59	<p>Unless otherwise provided in laws, administrative regulations and rules or the listing rules of stock exchange where the Company’s shares are listed, when the Company convenes an annual general meeting of shareholders, a written notice shall be given to all registered shareholders twenty (20) working days before the date of the meeting; when the Company convenes an extraordinary general meeting of shareholders, a written notice shall be given to all registered shareholders fifteen (15) days or ten (10) working days (whichever is longer) before the date of the meeting; such notice shall give such shareholders notice of the matters to be considered at such meeting as well as the date and the place of the meeting.</p>	Article 59	<p>Unless otherwise provided in laws, administrative regulations and rules or the listing rules of stock exchange where the Company’s shares are listed, when the Company convenes an annual general meeting of shareholders, a written notice shall be given to all registered shareholders twenty (20) working days before the date of the meeting; when the Company convenes an extraordinary general meeting of shareholders, a written notice shall be given to all registered shareholders fifteen (15) days or ten (10) working days (whichever is longer) before the date of the meeting; such notice shall give such shareholders notice of the matters to be considered at such meeting as well as the date and the place of the meeting. <u>In calculating the notice period, the date of the meeting shall be excluded.</u></p>
Article 65	<p>……If such shareholder is a recognized clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the shareholder may authorize one or more suitable person to act as its representative at any general meeting of shareholders or any kinds of general meeting of shareholders; however, if more than one person are authorized, the power of attorney shall clearly indicate the number and types of the shares involved by way of the said authorization. The persons after such authorization may represent the recognized clearing house (or its “proxy”) to exercise the rights, as if they were the individual shareholders of the Company.</p>	Article 65	<p>……If such shareholder is a recognized clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the shareholder may authorize one or more suitable person to act as its representative at any general meeting of shareholders or any kinds of general meeting of shareholders <u>or any creditors’ meeting</u>; however, if more than one person are authorized, the power of attorney shall clearly indicate the number and types of the shares involved by way of the said authorization. The persons after such authorization may represent the recognized clearing house (or its “proxy”) to exercise the rights, as if they were the individual shareholders of the Company. <u>Hong Kong Securities Clearing Company Limited, as a shareholder, shall be entitled to appoint a representative or corporate representative to attend general meetings of shareholders or class meetings or creditors’ meetings of the Company and such proxies or corporate representatives shall be entitled to statutory rights equivalent to other shareholders, including the rights to speak and vote.</u></p>

Before amendment		After amendment	
Article 95	<p>Directors shall be elected at the general meeting of shareholders and each board shall have a term of three (3) years. At the expiry of the term of office of a director, the term is renewable upon re-election. Where a director has not been timely re-elected at the expiry of the term of office or a director has resigned during the term of office as a result of which the number of members in the board of directors falls below the quorum, the original director shall perform his/her duties as a director, prior to the assumption by the re-elected director, in accordance with the laws, administrative regulations and rules as well as the provisions of the Articles.</p>	Article 95	<p>Directors shall be elected at the general meeting of shareholders and each board shall have a term of three (3) years. At the expiry of the term of office of a director, the term is renewable upon re-election. Where a director has not been timely re-elected at the expiry of the term of office or a director has resigned during the term of office as a result of which the number of members in the board of directors falls below the quorum <u>(including the number of independent directors falling below the number or proportion required by the listing rules of the place where the Company’s securities are listed due to the resignation of independent directors)</u>, the original director <u>(including independent directors)</u> shall perform his/her duties as a director, prior to the assumption by the re-elected director <u>(including independent directors)</u>, in accordance with the laws, administrative regulations, <u>the listing rules of the place where the Company’s securities are listed</u> and rules as well as the provisions of the Articles.</p> <p><u>When a director resigns, he/she shall submit a written resignation notice to the board of directors. If the resignation of such director will not result in the number of members of the board of directors falling below the quorum (including the number or proportion of independent directors not falling below than those required by the listing rules of the place where the Company’s securities are listed due to the resignation of independent directors), the resignation of the director shall take effect upon delivery of his/her resignation report to the board of directors.</u></p> <p><u>If an executive director adjusts his/her work arrangements in accordance with the requirements of the regulatory authorities or retires in accordance with the relevant regulatory requirements, he/she shall submit a written resignation report to the board of directors within fifteen (15) days subject to the circumstances as prescribed in the preceding paragraph of this Article.</u></p>

Before amendment		After amendment	
Article 96	<p>The board of directors shall be accountable to the general meeting of shareholders and shall assume the following functions and powers:</p> <ol style="list-style-type: none"> (1) to be responsible for the convening of the general meeting of shareholders and to report on its work at general meetings; (2) to implement resolutions of the general meeting of shareholders; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's annual preliminary and final budgets; (5) to formulate the Company's profit distribution plans and loss recovery plans; (6) to formulate proposals on the Company's credit and financial policies, the increase or reduction of the Company's registered capital and the issuance of debentures of the Company; (7) to draft plans for the Company's major acquisition or disposal proposals and the merger, division or dissolution of the Company; (8) to determine the Company's internal management structure; 	Article 96	<p>The board of directors shall be accountable to the general meeting of shareholders and shall assume the following functions and powers:</p> <ol style="list-style-type: none"> (1) to be responsible for the convening of the general meeting of shareholders and to report on its work at general meetings; (2) to implement resolutions of the general meeting of shareholders; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's annual preliminary and final budgets; (5) to formulate the Company's profit distribution plans and loss recovery plans; (6) to formulate proposals on the Company's credit and financial policies, the increase or reduction of the Company's registered capital and the issuance of debentures <u>or securities</u> of the Company; (7) to draft plans for the Company's major acquisition or disposal proposals, <u>repurchase of shares of the Company</u> and the merger, division or dissolution <u>or change of corporate form</u> of the Company; (8) to determine the Company's internal management structure;

Before amendment	After amendment
<p>(9) to appoint or remove the Company's president and to appoint or remove vice-presidents, Chief Financial Officer (or chief accountant) and general counsel of the Company according to the recommendations of the president and decide on their remuneration matters; to appoint or remove the secretary of the board of directors and/or company secretary and decide on their remuneration matters;</p> <p>(10) to determine the establishment of the Company's branch offices;</p> <p>(11) to formulate proposals for any amendment of the Articles;</p> <p>(12) to set forth the Company's basic management system;</p> <p>(13) to determine important matters and administrative matters of the Company other than those which should be determined by resolution of a general meeting of shareholders of the Company except for the matters as specified by the Company Law and the Articles, and to sign other important agreements; and</p>	<p>(9) to appoint or remove the Company's president and to appoint or remove vice-presidents, Chief Financial Officer (or chief accountant) and general counsel of the Company according to the recommendations of the president and decide on their remuneration matters; to appoint or remove the secretary of the board of directors and/or company secretary and decide on their remuneration matters;</p> <p>(10) to determine the establishment of the Company's branch offices;</p> <p>(11) to formulate proposals for any amendment of the Articles;</p> <p>(12) to set forth the Company's basic management system;</p> <p>(13) <u>to include the annual donation budget of the Company in the annual budget of the Company to manage for external donations other than those required to be considered and approved at the general meeting of the Company pursuant to the listing rules of the place where the securities are listed and the requirements of the relevant regulatory authorities, and single donation exceeding RMB30 million shall be filed in accordance with the requirements of the regulatory authorities (if necessary);</u></p>

Before amendment	After amendment
<p>(14) other functions and powers as conferred by the general meeting of shareholders and the Articles.</p> <p>The Board shall seek opinions from the Party committee of the Company before making decisions on the material issues of the Company.</p> <p>Other than the board of directors' resolutions in respect of the matters specified in items (6), (7) and (11) of this article which shall be passed by the affirmative vote of more than two-third (2/3) of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative vote of over half (1/2) of all the directors.</p> <p>The board of directors' resolutions in respect of connected transactions of the Company shall only come into effect upon the signing by independent (non-executive) directors.</p>	<p>(14) <u>to propose to the general meeting the appointment or replacement of accounting firm which provide audit services to the Company;</u></p> <p>(15) to determine important matters and administrative matters of the Company other than those which should be determined by resolution of a general meeting of shareholders of the Company except for the matters as specified by the Company Law, the listing rules of the place where the securities of the Company are listed and the Articles, and to sign other important agreements; and;</p> <p>(16) other functions and powers as conferred by <u>laws, administrative regulations, departmental rules, the listing rules of the place where the Company's securities are listed,</u> the general meeting of shareholders and the Articles.</p> <p>The Board shall seek opinions from the Party committee of the Company before making decisions on the material issues of the Company.</p> <p>Other than the board of directors' resolutions in respect of the matters specified in items (6), (7) and (11) of this article which shall be passed by the affirmative vote of more than two-third (2/3) of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative vote of over half (1/2) of all the directors. <u>However, the laws, administrative regulations, departmental rules, the listing rules of the place where the Company's securities are listed or the Articles shall prevail.</u></p> <p>The board of directors' resolutions in respect of connected transactions of the Company shall only come into effect upon the signing by independent (non-executive) directors.</p>

Before amendment		After amendment	
Article 99	Board meetings shall be convened by the chairman of the board at least twice a year and a notice shall be given to all directors ten (10) days before the date of the meeting. Shareholders representing more than 10% of the voting shares or more than one-third of the members of the board of directors or the supervisory committee may submit proposals to the board of directors for the convening of an extraordinary general meeting and the proposals shall not be subject to the restriction regarding the notice of meeting in Article 100. The chairman of the board shall convene and preside over the board meetings within ten (10) days upon the receipt of the proposal.	Article 99	Board meetings shall be convened by the chairman of the board at least twice a year and a notice shall be given to all directors ten (10) days before the date of the meeting. <u>The chairman of the board of directors has the right to convene an extraordinary board meeting (if necessary).</u> Shareholders representing more than 10% of the voting shares or more than one-third of the members of the board of directors or the supervisory committee may submit proposals to the board of directors for the convening of an extraordinary <u>general board meeting</u> and the proposals. <u>Extraordinary board meetings</u> shall not be subject to the restriction regarding the notice of meeting in Article 100. The chairman of the board shall convene and preside over the board meetings within ten (10) days upon the receipt of the proposal.

Before amendment		After amendment	
Article 101	<p>For any important matters to be decided by the board of directors, a notice must be given to all executive directors and external directors in accordance with the time specified in Article 100 and must be considered in strict accordance with the stipulated procedures with sufficient information provided. Directors may require for supplementary materials. When more than a quarter (1/4) of the directors or more than two (2) external directors consider the information insufficient or the discussion ambiguous, such directors may jointly propose a postponement of the board meeting or a postponement of part of the matters to be considered at the board meeting and such proposal shall be adopted by the board of directors.</p> <p>Where a director, who is present at the meeting, has not raised any objection that he/she has not been notified of the meeting before or at the meeting, such director shall be deemed to have notified of the meeting.</p> <p>Regular or special board meetings may be held in the form of telephone conference or by means of similar communication facilities. So long as the directors participated in the meeting are able to hear the speech of other directors clearly and communicate, all the directors participated in the meeting shall be deemed to have attended the meeting in person.</p>	Article 101	<p>For any important matters to be decided by the board of directors, a notice must be given to all executive directors and external directors in accordance with the time specified in Article 100 and must be considered in strict accordance with the stipulated procedures with sufficient information provided. Directors may require for supplementary materials. When more than a quarter <u>one-third (1/3)</u> of the directors or more than two (2) external directors consider the information insufficient or the discussion ambiguous, <u>such directors may jointly propose a postponement of the board meeting or a postponement of part of the matters to be considered at the board meeting and such proposal shall be adopted by the board of directors.</u> <u>have material disagreement on a matter to be submitted to the board of directors for consideration, the matter shall generally be postponed; where directors consider the information incomplete or the discussion ambiguous, such directors may jointly propose in writing a postponement of the board meeting or a postponement of part of the matters to be considered at the board meeting, and such directors proposing to postpone the meeting shall put forward clear requirements for the conditions that should be met when the proposal is resubmitted to the board of directors for consideration, and such proposal shall be adopted by the board of directors.</u></p> <p><u>A proposal shall not be put forward for postponement for more than twice. If, after the same proposal has been postponed for twice, the director proposing the postponements still believes that there are problems with the proposal, he/she may vote against the proposal at the time of voting, or report to the relevant authorities and departments in accordance with relevant regulations. If the proposal is not approved by the board of directors, it may be re-submitted to the board of directors for consideration after being adjusted and improved according to procedures.</u></p> <p>Where a director, who is present at the meeting, has not raised any objection that he/she has not been notified of the meeting before or at the meeting, such director shall be deemed to have notified of the meeting.</p> <p>Regular or special board meetings may be held in the form of telephone conference or by means of similar communication facilities. So long as the directors participated in the meeting are able to hear the speech of other directors clearly and communicate, all the directors participated in the meeting shall be deemed to have attended the meeting in person.</p>

Before amendment		After amendment	
Article 102	<p>If any director has any interest in the enterprise(s) involved in the matter to be resolved at the board meeting, such director shall neither exercise his/her voting right on such matter, nor exercise voting right on behalf of other directors. The board meeting may be held when more than half (1/2) of the directors without any interest in the matter to be resolved are present and resolutions passed at the board meeting shall be adopted by more than half (1/2) of the directors without any interest in the matter to be resolved. When directors with no interest in the matter present at the board meeting are less than three (3), the board of directors shall submit proposals to the general meeting of shareholders for review.</p>	Article 102	<p>If any director has any interest in the enterprise(s) involved in the matter to be resolved at the board meeting, such director shall neither exercise his/her voting right on such matter, nor exercise voting right on behalf of other directors. <u>If a director or its associates (as defined in the applicable listing rules) will benefit from, or has a material interest in, any resolution proposed at a board meeting, such director shall abstain from voting on such matters at that board meeting. Such director shall not be counted in the quorum of such board meeting.</u> The board meeting may be held when more than half (1/2) of the directors without any interest in the matter to be resolved are present and resolutions passed at the board meeting shall be adopted by more than half (1/2) of the directors without <u>any connection or interest</u> in the matter to be resolved. When directors with no <u>connection or interest</u> in the matter present at the board meeting are less than three (3), the board of directors shall submit proposals to the general meeting of shareholders for review.</p>
Article 115	<p>The president, vice-presidents, Chief Financial Officer and other senior management personnel shall submit a written notice to the board of directors three (3) months in advance of resignation. Departmental management personnel shall submit a written notice to the president two (2) months in advance of resignation.</p>	Article 115	<p>The president, vice-presidents, <u>chief accountant (Chief Financial Officer), general counsel</u> and other senior management personnel shall submit a written notice to the board of directors three (3) months in advance of resignation. Departmental management personnel shall submit a written notice to the president two (2) months in advance of resignation. <u>retire in accordance with relevant regulatory requirements, shall cease to be a member of the senior management from the effective date of his/her retirement.</u></p>

Before amendment		After amendment	
Article 117	<p>The supervisory committee shall comprise five (5) supervisors. External supervisors (supervisors who do not assume an internal position of the Company, hereinafter the same) shall account for more than half (1/2) of the total number of supervisors in the committee, of which at least one (1) shall be independent supervisor (a supervisor who is independent from the Company shareholders and do not assume an internal position of the Company, hereinafter the same). The proportion of staff supervisors shall not be less than one-third (1/3) of the total number of supervisors.</p> <p>The supervisory committee shall have a term of three (3) years and the term is renewable upon re-election. Where a supervisor has not been timely re-elected at the expiry of the term of office or a supervisor has resigned during the term of office as a result of which the number of members in the supervisory committee falls below the quorum, the original supervisor shall perform his/her duties as a supervisor, prior to the assumption by the re-elected supervisor, in accordance with the laws, administrative regulations and rules as well as the provisions of the Articles.</p> <p>There shall be one (1) chairman and one (1) vice-chairman in the supervisory committee. The appointment and removal of chairman and vice-chairman of the supervisory committee shall be passed by not less than two-third (2/3) (inclusive) of members of the supervisory committee.</p> <p>The chairman of the supervisory committee shall coordinate and implement the duties and responsibilities of the supervisory committee. When the chairman is unable or fails to perform his/her duties, the vice-chairman of the supervisory committee shall convene and preside over the supervisors' meetings. When the vice-chairman is unable or fails to perform his/her duties, a supervisor elected by more than half (1/2) of the supervisors shall convene and preside over the meetings.</p>	Article 117	<p>The supervisory committee shall comprise <u>at least three (3)</u>five (5) supervisors. External supervisors (supervisors who do not assume an internal position of the Company, hereinafter the same) shall account for more than half (1/2) of the total number of supervisors in the committee, of which at least one (1) shall be independent supervisor (a supervisor who is independent from the Company shareholders and do not assume an internal position of the Company, hereinafter the same). The proportion of staff supervisors shall not be less than one-third (1/3) of the total number of supervisors.</p> <p>The supervisory committee shall have a term of three (3) years and the term is renewable upon re-election. Where a supervisor has not been timely re-elected at the expiry of the term of office or a supervisor has resigned during the term of office as a result of which the number of members in the supervisory committee falls below the quorum, the original supervisor shall perform his/her duties as a supervisor, prior to the assumption by the re-elected supervisor, in accordance with the laws, administrative regulations and rules as well as the provisions of the Articles. <u>A supervisor (excluding employee supervisor) who resigns shall submit a written resignation to the supervisory committee. If the resignation of the supervisor will not result in the number of members of the supervisory committee falling below the quorum, the resignation of such supervisor take effect upon delivery of his/her resignation report to the supervisory committee.</u></p> <p>There shall be one (1) chairman and one (1) vice-chairman in the supervisory committee. The appointment and removal of chairman and vice-chairman of the supervisory committee shall be passed by not less than two-third (2/3) (inclusive) of members of the supervisory committee.</p> <p>The chairman of the supervisory committee shall coordinate and implement the duties and responsibilities of the supervisory committee. When the chairman is unable or fails to perform his/her duties, the vice-chairman of the supervisory committee shall convene and preside over the supervisors' meetings. When the vice-chairman is unable or fails to perform his/her duties, a supervisor elected by more than half (1/2) of the supervisors shall convene and preside over the meetings.</p>

Before amendment		After amendment	
Article 118	<p>Members of the supervisory committee shall include external supervisors (that is, supervisors assumed by shareholder representatives and independent supervisors) and supervisors assumed by representatives of workers and staff of the Company. Supervisors assumed by shareholder representatives and independent supervisors shall be elected and dismissed by the general meeting of shareholders, supervisors assumed by representatives of workers and staff shall be elected and dismissed through the Company’s employee representatives meetings or through other forms of democratic election.</p> <p>The supervisory committee shall, according to its needs, establish its offices to be responsible for the daily affairs of the supervisory committee.</p>	Article 118	<p>Members of the supervisory committee shall include external supervisors (that is, supervisors assumed by shareholder representatives and independent supervisors) and supervisors assumed by representatives of workers and staff of the Company. Supervisors who are not assumed by representatives of workers and staff assumed by shareholder representatives and independent supervisors shall be elected and dismissed by the general meeting of shareholders, supervisors assumed by representatives of workers and staff shall be elected and dismissed through the Company’s employee representatives meetings or through other forms of democratic election.</p> <p><u>Supervisors assumed by representatives of workers and staff shall submit a written resignation to the employee’s representative meeting at least three (3) months in advance before his/her retirement, and the employee’s representative meeting shall elect a new supervisor assumed by representatives of workers and staff within three (3) months, and approve the resignation of the original supervisor assumed by representatives of workers and staff due to his/her retirement.</u></p> <p>The supervisory committee shall, according to its needs, establish its offices to be responsible for the daily affairs of the supervisory committee.</p>
Article 121	<p>The supervisory committee is accountable to the general meeting of shareholders and exercise the following functions and powers in accordance with law:</p> <p>.....</p> <p>External supervisors shall report independently to the general meetings of shareholder on the integrity and diligence of senior management personnel of the Company.</p> <p>Supervisors shall attend meetings of the board of directors.</p>	Article 121	<p>The supervisory committee is accountable to the general meeting of shareholders and exercise the following functions and powers in accordance with law:</p> <p>.....</p> <p>External supervisors shall report independently to the general meetings of shareholder on the integrity and diligence of senior management personnel of the Company.</p> <p>Supervisors shall attend meetings of the board of directors.</p>
Article 165	<p>The board of directors may determine to declare half-yearly dividends or special dividends, provided that the distribution is compliant with Article 56 (2) and Article 96 (14) of this Articles.</p>	Article 165	<p>The board of directors may determine to declare half-yearly dividends or special dividends, provided that the distribution is compliant with Article 56 (2) and Article 96 (14) of this Articles.</p>

Before amendment		After amendment	
Article 170	If the post of accounting firm is vacant, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the general meeting of shareholders. Any other accounting firm which has been appointed by the Company may continue to act during the period of vacancy.	Article 170	If the post of accounting firm is vacant, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the general meeting of shareholders, <u>but the appointment shall be confirmed by the next general meeting of shareholders.</u> Any other accounting firm which has been appointed by the Company may continue to act during the period of vacancy.
Article 172	The remuneration of the accounting firm or the method of determining the remuneration shall be decided by the general meeting of shareholders. The remuneration of the accounting firm appointed by the board of directors shall be decided by the board of directors.	Article 172	The remuneration of the accounting firm or the method of determining the remuneration shall be decided by the general meeting of shareholders. The remuneration of the accounting firm appointed by the board of directors shall be decided by the board of directors, <u>and the general meeting of shareholders shall confirm the appointment and approve the remuneration of the accounting firm.</u>
Article 174 The Company shall send copies of the aforesaid written notice to relevant competent authorities within fourteen (14) days from the date of receiving the notice. If the notice carries the statements mentioned in para (2) above, the Company shall deposit a duplicate copy of the statements in the Company for shareholders' reference. The Company shall also send a duplicate copy of the aforesaid statements to each shareholder of overseas-listed foreign-invested shares by prepaid post, and the address in the register of shareholders shall be the address of the recipients.	Article 174 The Company shall send copies of the aforesaid written notice to relevant competent authorities within fourteen (14) days from the date of receiving the notice. If the notice carries the statements mentioned in para (2) above of Article 173 , the Company shall deposit a duplicate copy of the statements in the Company for shareholders' reference. The Company shall also send a duplicate copy of the aforesaid statements to each shareholder of overseas-listed foreign-invested shares by prepaid post, and the address in the register of shareholders shall be the address of the recipients.
Article 196	The term "accounting firm" referred to in the Articles shall have the same meaning as "auditors". The terms "president" and "vice-president" referred to in the Articles shall have the same meaning as "general manager" and "deputy general manager" respectively.	Article 196	The term "accounting firm" referred to in the Articles shall have the same meaning as "auditors". The terms "president" and "vice-president" referred to in the Articles shall have the same meaning as "general manager" and "deputy general manager" respectively. <u>The term "senior management" referred to in the Articles refers to the manager (general manager), vice manager (deputy general manager), chief accountant (Chief Financial Officer), general counsel, secretary to the board of directors of the Company and other senior management appointed by the board of directors.</u>

Note: The Chinese version of the Articles of Association shall prevail and its English translation is for reference only.