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Qingdao Port International Co., Ltd.
青島港國際股份有限公司

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

(Stock Code: 06198)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS**
- (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD**
- (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SUPERVISORY COMMITTEE**
- AND**
- (5) PROPOSED AMENDMENTS TO THE ADMINISTRATIVE RULES OF EXTERNAL GUARANTEE**

A letter from the Board is set out on pages 3 to 7 of this circular.

The Company will convene the EGM and the H Shareholders' Class Meeting at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC on Friday, 15 September 2023 at 10:30 a.m. and 11:30 a.m. (or immediately after the conclusion of the EGM and the A Shareholders' Class Meeting or any adjournment thereof). This circular, together with the notices and proxy forms of the EGM and the H Shareholders' Class Meeting, has been despatched to the Shareholders of H Shares and published on the website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.qingdao-port.com>). If you intend to appoint a proxy to attend the EGM and the H Shareholders' Class Meeting, you are requested to complete and return the proxy form(s) in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the EGM and H Shareholders' Class Meeting or any adjournment thereof as the case may be. Completion and return of the proxy form(s) will not preclude you from attending and voting at the EGM and the H Shareholders' Class Meeting should you so wish.

28 August 2023

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DEFINITIONS

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

“A Shareholders’ Class Meeting”	the first A shareholders’ class meeting of 2023 of the Company to be convened at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC on Friday, 15 September 2023 at 11:00 a.m. (or immediately after the conclusion of the EGM or any adjournment thereof)
“Administrative Rules of External Guarantee”	the administrative rules of external guarantee of the Company, as amended from time to time
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Qingdao Port International Co., Ltd.* (青島港國際股份有限公司), a joint stock company with limited liability established on 15 November 2013 in the PRC
“Director(s)”	director(s) of the Company
“EGM”	the first extraordinary general meeting of 2023 of the Company to be convened at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC on Friday, 15 September 2023 at 10:30 a.m.
“H Share(s)”	the overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the main board of Hong Kong Stock Exchange (stock code: 06198) and are traded in Hong Kong dollars
“H Shareholders’ Class Meeting”	the first H shareholders’ class meeting of 2023 of the Company to be convened at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC on Friday, 15 September 2023 at 11:30 a.m. (or immediately after the conclusion of the EGM and the A Shareholders’ Class Meeting or any adjournment thereof)

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	22 August 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China and for the purpose of this circular excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures for General Meetings”	the rules of procedures for general meetings of the Company, as amended from time to time
“Rules of Procedures for Supervisory Committee”	the rules of procedures for supervisory committee of the Company, as amended from time to time
“Rules of Procedures for the Board”	the rules of procedures for the board of the Company, as amended from time to time
“Shanghai Listing Rules”	Rules Governing the Listing of Stocks on Shanghai Stock Exchange
“Shareholder(s)”	shareholder(s) of the Company
“Shareholders’ Class Meetings”	the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting
“Supervisory Committee”	the board of supervisors of the Company

LETTER FROM THE BOARD



Qingdao Port International Co., Ltd.

青島港國際股份有限公司

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

(Stock Code: 06198)

Executive Directors:

Mr. SU Jianguang (*Chairman*)
Mr. ZHANG Baohua (*General Manager*)

Non-executive Directors:

Mr. LI Wucheng (*Vice Chairman*)
Mr. ZHU Tao
Ms. WANG Fuling
Mr. XUE Baolong

Independent non-executive Directors:

Ms. LI Yan
Mr. JIANG Min
Mr. LAI Kwok Ho

Registered Office:

No. 12 Jingba Road
Huangdao District
Qingdao
Shandong Province
PRC

Principal Place of Business in Hong Kong:

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

28 August 2023

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR
GENERAL MEETINGS**
- (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE
BOARD**
- (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR
SUPERVISORY COMMITTEE**
- AND**
- (5) PROPOSED AMENDMENTS TO THE ADMINISTRATIVE RULES OF
EXTERNAL GUARANTEE**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 25 August 2023 in relation to the proposed amendments to the Articles of Association and the relevant rules of procedures.

LETTER FROM THE BOARD

The purposes of this circular are, among other matters, to provide:

- (1) the details in respect of the proposed amendments to the Articles of Association;
- (2) the details in respect of the proposed amendments to the Rules of Procedures for General Meetings;
- (3) the details in respect of the proposed amendments to the Rules of Procedures for the Board;
- (4) the details in respect of the proposed amendments to the Rules of Procedures for Supervisory Committee; and
- (5) the details in respect of the proposed amendments to the Administrative Rules of External Guarantee.

The proposed amendments to the Articles of Association and the proposed amendments to the Rules of Procedures for General Meetings will be considered at the EGM and the Shareholders' Class Meetings, respectively. The proposed amendments to the Rules of Procedures for the Board, the proposed amendments to the Rules of Procedures for Supervisory Committee and the proposed amendments to the Administrative Rules of External Guarantee will be considered at the EGM, respectively.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to reflect the latest changes in domestic and overseas securities regulatory rules and satisfy the relevant regulatory requirements, the Board proposed to amend the Articles of Association in accordance with the provisions of the *Company Law of the People's Republic of China* (《中華人民共和國公司法》), the *Securities Law of the People's Republic of China* (《中華人民共和國證券法》), the *Guidelines for the Articles of Association of Listed Companies* (《上市公司章程指引》), the Shanghai Listing Rules, the Hong Kong Listing Rules, other laws, regulations and normative documents. The proposed amendments to the Articles of Association shall be subject to the Shareholders' approval by way of special resolution at the EGM and the Shareholders' Class Meetings.

Please refer to Appendix I to this circular for details of the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

III. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

In order to reflect the latest changes in domestic and overseas securities regulatory rules and satisfy the relevant regulatory requirements, the Board proposed to amend the Rules of Procedures for General Meetings in accordance with the provisions of the *Guidelines for the Articles of Association of Listed Companies* (《上市公司章程指引》), the *Code of Corporate Governance for Listed Companies* (《上市公司治理準則》), the *Rules for the Shareholders' Meetings of Listed Companies* (《上市公司股東大會規則》), other laws, regulations, normative documents and the Articles of Association. The proposed amendments to the Rules of Procedures for General Meetings shall be subject to the Shareholders' approval by way of special resolution at the EGM and the Shareholders' Class Meetings.

Please refer to Appendix II to this circular for details of the proposed amendments to the Rules of Procedures for General Meetings.

IV. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD

In order to reflect the latest changes in domestic and overseas securities regulatory rules and satisfy the relevant regulatory requirements, the Board proposed to amend the Rules of Procedures for the Board in accordance with the provisions of the *Guidelines for the Articles of Association of Listed Companies* (《上市公司章程指引》), the *Code of Corporate Governance for Listed Companies* (《上市公司治理準則》), other laws, regulations, normative documents and the Articles of Association. The proposed amendments to the Rules of Procedures for the Board shall be subject to the Shareholders' approval by way of special resolution at the EGM.

Please refer to Appendix III to this circular for details of the proposed amendments to the Rules of Procedures for the Board.

V. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SUPERVISORY COMMITTEE

In order to reflect the latest changes in domestic and overseas securities regulatory rules and satisfy the relevant regulatory requirements, the Supervisory Committee proposed to amend the Rules of Procedures for Supervisory Committee in accordance with the provisions of the *Guidelines for the Articles of Association of Listed Companies* (《上市公司章程指引》), the *Code of Corporate Governance for Listed Companies* (《上市公司治理準則》), other laws, regulations, normative documents and the Articles of Association. The proposed amendments to the Rules of Procedures for Supervisory Committee shall be subject to the Shareholders' approval by way of special resolution at the EGM.

Please refer to Appendix IV to this circular for details of the proposed amendments to the Rules of Procedures for Supervisory Committee.

LETTER FROM THE BOARD

VI. PROPOSED AMENDMENTS TO THE ADMINISTRATIVE RULES OF EXTERNAL GUARANTEE

In order to reflect the latest changes in domestic and overseas securities regulatory rules and satisfy the relevant regulatory requirements, the Board proposed to amend the Administrative Rules of External Guarantee in accordance with the provisions of the *Regulatory Guidelines for Listed Companies No. 8 – Regulatory Requirements for Funds Transactions and External Guarantees by Listed Companies* (《上市公司監管指引第8號–上市公司資金往來、對外擔保的監管要求》), the Shanghai Listing Rules, other laws, regulations, normative documents and the Articles of Association. The proposed amendments to the Administrative Rules of External Guarantee shall be subject to the Shareholders' approval by way of ordinary resolution at the EGM.

Please refer to Appendix V to this circular for details of the proposed amendments to the Administrative Rules of External Guarantee.

VII. RECOMMENDATIONS

The Directors are of the view that all the resolutions proposed at the EGM and the Shareholders' Class Meetings are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders vote in favour of the resolutions proposed at the EGM and the Shareholders' Class Meetings.

VIII. CLOSURE OF REGISTER OF MEMBERS AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE EGM AND THE H SHAREHOLDERS' CLASS MEETING

In order to determine the eligibility of Shareholders of H Shares who are entitled to attend the EGM and the H Shareholders' Class Meeting, the H Share register of the Company will be closed from Tuesday, 12 September 2023 to Friday, 15 September 2023 (both days inclusive), during which no H Share transfer will be registered. The Shareholders of H Shares whose names appear on the register of Shareholders of H Shares of the Company on Tuesday, 12 September 2023 are entitled to attend and vote at the EGM and the H Shareholders' Class Meeting. Shareholders of H Shares who wish to attend the EGM and the H Shareholders' Class Meeting but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 11 September 2023 for registration.

LETTER FROM THE BOARD

IX. THE EGM AND THE H SHAREHOLDERS' CLASS MEETING

The Company will convene the EGM and the H Shareholders' Class Meeting at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC on Friday, 15 September 2023 at 10:30 a.m. and 11:30 a.m. (or immediately after the conclusion of the EGM and the A Shareholders' Class Meeting or any adjournment thereof). This circular, together with the notices and proxy forms of the EGM and the H Shareholders' Class Meeting, has been despatched to the Shareholders of H Shares and published on the website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.qingdao-port.com>). If you intend to appoint a proxy to attend the EGM and the H Shareholders' Class Meeting, you are requested to complete and return the proxy form(s) in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the EGM and H Shareholders' Class Meeting or any adjournment thereof as the case may be. Completion and return of the proxy form(s) will not preclude you from attending and voting at the EGM and the H Shareholders' Class Meeting should you so wish.

All the Shareholders shall be entitled to vote on the resolutions to be proposed at the EGM. All the Shareholders of H Shares shall be entitled to vote on the resolutions to be proposed at the H Shareholders' Class Meeting. The resolutions proposed at the EGM and the H Shareholders' Class Meeting will be voted by poll.

By order of the Board
Qingdao Port International Co., Ltd.
SU Jianguang
Chairman

Original Provisions	Amended Provisions
<p>Article 1 The Articles of Association is formulated in accordance with laws and regulations such as the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Guidelines for the Articles of Association of Listed Companies (as amended in 2016) (上市公司章程指引(2016年修訂)) (hereinafter referred to as the “Guidelines for Articles of Association”), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (上海證券交易所股票上市規則), the Special Provisions an Companies Limited by Shares, Issuing Shares and Offshore Public Listing, which were promulgated by the State Council (國務院關於股份有限公司境外募集股份及上市的特別規定) (hereinafter referred to as the “Special Provisions”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (hereinafter referred to as the “Mandatory Provisions”), with an aim to safeguard the legitimate rights and interests of Qingdao Port International Co., Ltd. (hereinafter referred to as the “Company”) and its shareholders and creditors, and to regulate the organization and activities of the Company.</p> <p>The Company shall abide by and comply with the Company Law, the Special Provisions and the Articles of Association. The Company shall not allow or render any amendments to the Articles of Association at any time, resulting in the non-compliance of the Articles of Association to the relevant requirements stipulated in the Hong Kong Listing Rules and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange.</p>	<p>Due to the addition or subtraction of articles and the adjustment of the order of articles, the serial number of the articles of the Articles of Association will be adjusted accordingly. The serial number of the articles that refer to each other in the original Articles of Association is changed, and the revised Articles of Association shall also be changed accordingly.</p> <p>Article 1 The Articles of Association is formulated in accordance with laws and regulations such as the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Guidelines for the Articles of Association of Listed Companies (as amended in 2016) (上市公司章程指引(2016年修訂)) (hereinafter referred to as the “Guidelines for Articles of Association”), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (上海證券交易所股票上市規則), the Special Provisions an Companies Limited by Shares, Issuing Shares and Offshore Public Listing, which were promulgated by the State Council (國務院關於股份有限公司境外募集股份及上市的特別規定) (hereinafter referred to as the “Special Provisions”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (hereinafter referred to as the “Mandatory Provisions”), with an aim to safeguard the legitimate rights and interests of Qingdao Port International Co., Ltd. (hereinafter referred to as the “Company”) and its shareholders and creditors, and to regulate the organization and activities of the Company.</p> <p>The Company shall abide by and comply with the Company Law, the Special Provisions and the Articles of Association. The Company shall not allow or render any amendments to the Articles of Association at any time, resulting in the non-compliance of the Articles of Association to the relevant requirements stipulated in the Hong Kong Listing Rules and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Provisions	Amended Provisions
<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law, the Special Provisions and other relevant laws and administrative regulations of the People’s Republic of China (hereinafter referred to as the “PRC”, for the purpose of the Articles of Association and the appendices hereto, excluding Hong Kong, Macau and Taiwan).</p> <p>.....</p>	<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law, the Special Provisions and other relevant laws and administrative regulations of the People’s Republic of China (hereinafter referred to as the “PRC”, for the purpose of the Articles of Association and the appendices hereto, excluding Hong Kong, Macau and Taiwan).</p> <p>.....</p>
<p>Article 12 The Company shall have ordinary shares at all times. The Company may create other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council.</p> <p>All classes of shareholders of the Company are equally entitled to any distribution made by way of dividend or other forms.</p>	<p>Article 12 The Company shall have ordinary shares at all times. <u>Ordinary shares issued by the Company include domestic shares and foreign shares, but unless otherwise provided by applicable laws and regulations and/or the relevant listing rules, domestic shares and foreign shares are not regarded as different classes of shares.</u> The Company may create other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council.</p> <p>All classes of shareholders of the Company are equally entitled to any distribution made by way of dividend or other forms.</p>
<p>Article 15 Subject to the approval from the competent securities authorities of the State Council, the Company may issue shares to domestic investors and overseas investors.</p> <p>The term “overseas investors” referred to in the preceding paragraph means investors located in foreign countries, Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company. The term “domestic investors” means investors located in the PRC, excluding the regions mentioned above, who subscribe for shares issued by the Company.</p>	<p>Article 15 Subject to the <u>registration or recordation approval from the competent securities authorities of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) or other relevant security regulatory authorities</u> the State Council, the Company may issue shares to domestic investors and overseas investors.</p> <p>The term “overseas investors” referred to in the preceding paragraph means investors located in foreign countries, Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company. The term “domestic investors” means investors located in the PRC, excluding the regions mentioned above, who subscribe for shares issued by the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Provisions	Amended Provisions
<p>Article 19 Upon approval by the competent securities authorities of the State Council, the Company’s proposal for the issuance of Overseas-listed Foreign Shares and Domestic Shares may be implemented by the Board through separate offerings.</p> <p>The Company may implement its proposal for separate offerings of Overseas-listed Foreign Shares and Domestic Shares pursuant to the preceding paragraph within 15 months from the date of approval by the competent securities authorities of the State Council.</p>	<p>Delete</p>
<p>Article 20 Where the Company issues Overseas-listed Foreign Shares and Domestic Shares separately within the total number of shares stated in the Company’s proposal for the issuance of shares, such shares shall be fully subscribed at one time respectively. If the shares cannot be fully subscribed at one time under special circumstances, the shares may be issued in separate offerings subject to the approval of the competent securities authorities of the State Council.</p>	<p>Delete</p>
<p>New Article</p>	<p>Article 19 <u>The Company or its subsidiary companies (including enterprises affiliated to it) shall not, in the form of grants, advances, guarantees, compensations or loans, among others, provide any financial aid to any person purchasing or intending to purchase the shares of the Company.</u></p>
<p>Article 23 Depending on its operation and development needs, the Company may approve an increase of its registered capital in accordance with the relevant provisions of the Articles of Association.</p> <p>The Company may increase its capital in the following ways:</p> <p>(1) offering of new shares to non-specific investors;</p> <p>(2) placing of new shares to specific investors and/or existing shareholders;</p>	<p>Article 22 Depending on its operation and development needs, the Company may approve an increase of its registered capital in accordance with the relevant provisions of the Articles of Association.</p> <p>The Company may increase its capital in the following ways:</p> <p>(1) offering of new shares to non-specific investors <u>public offering shares;</u></p> <p>(2) placing of new shares to specific investors and/or existing shareholders <u>non-public offering shares;</u></p>

Original Provisions	Amended Provisions
<p>(3) allotment of new shares to existing shareholders;</p> <p>(4) converting its public reserve funds into share capital;</p> <p>(5) other methods permitted by laws and administrative regulations.</p> <p>The Company’s increase of share capital through issuance of new shares, after approval is obtained in accordance with the provisions of the Articles of Association, shall be implemented in accordance with the procedures set out in the relevant laws and administrative regulations of the PRC.</p>	<p>(3) allotment of new shares to existing shareholders;</p> <p>(4) converting its public reserve funds into share capital;</p> <p>(5) other methods permitted by laws and administrative regulations and approved by CSRC.</p> <p>The Company’s increase of share capital through issuance of new shares, after approval is obtained in accordance with the provisions of the Articles of Association, shall be implemented in accordance with the procedures set out in the relevant laws and administrative regulations of the PRC.</p>
<p>Article 30 The Company may repurchase its outstanding shares in accordance with the laws, administrative regulations, departmental rules and regulations, the Articles of Association as well as the listing rules in the jurisdiction where the shares of the Company are listed and upon the approval from the competent authorities of the PRC under the following circumstances:</p> <p>(1) cancelling shares for the purpose of reducing the capital of the Company;</p> <p>.....</p>	<p>Article 29 The Company may repurchase its outstanding shares according to the law in accordance with the laws, administrative regulations, departmental rules and regulations, the Articles of Association as well as the listing rules in the jurisdiction where the shares of the Company are listed and upon the approval from the competent authorities of the PRC under the following circumstances:</p> <p>(1) cancelling shares for the purpose of reducing the registered capital capital of the Company;</p> <p>.....</p>
<p>Article 31 Upon approval by the relevant PRC authorities, the Company may repurchase its own shares in any of the following manners:</p> <p>(1) issue a repurchase offer to all the shareholders of the Company on a pro rata basis;</p> <p>(2) repurchase through public dealings on stock exchanges;</p> <p>(3) to repurchase by agreements outside stock exchanges;</p> <p>(4) other manners approved by laws and regulations and the securities regulatory authorities of the State Council.</p>	<p>Article 30 <u>The Company may purchase its shares in the manner of centralized public trading, or other methods approved by laws, administrative regulations and the CSRC.</u> Upon approval by the relevant PRC authorities, the Company may repurchase its own shares in any of the following manners:</p> <p>(1) issue a repurchase offer to all the shareholders of the Company on a pro rata basis;</p> <p>(2) repurchase through public dealings on stock exchanges;</p> <p>(3) to repurchase by agreements outside stock exchanges;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Provisions	Amended Provisions
<p>If the Company repurchases its shares in the situations set out under sub-paragraph (3), (5) and (6) of Article 30 of this Articles of Association, the repurchase shall be conducted through public and centralized trading.</p>	<p>(4) other manners approved by laws and regulations and the securities regulatory authorities of the State Council.</p> <p>If the Company repurchases its shares in the situations set out under sub-paragraph (3), (5) and (6) of Article 30³⁰²⁹ of this Articles of Association, the repurchase shall be conducted through public and centralized trading.</p>
<p>Article 32 The Company must obtain prior approval of the shareholders at a general meeting in accordance with the Articles of Association before it can repurchase shares by an agreement outside stock exchanges. The Company may, upon prior approval of the shareholders at a general meeting in the same manner, release or vary any contract which has been entered into by the Company in the manner set forth above, or waive any of its rights thereunder.</p> <p>.....</p>	<p>Delete</p>
<p>Article 34 Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to the repurchase of its issued and outstanding shares:</p> <p>(1) where the Company repurchases shares at par value, payment shall be made out of balance of distributable profits of the Company or out of the proceeds from new shares issued for repurchase purpose;</p> <p>.....</p>	<p>Delete</p>
<p>Article 39 The share certificates shall be signed by the chairman of the Board. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by other senior management members, the share certificates shall also be signed by such senior management members. The share certificates shall be effective after being affixed or printed with the seal of the Company. The share certificates shall only be affixed with the company seal with the authorization of the Board. The signatures of the chairman of the Board or other relevant senior management members on the share certificates may also be in printed form.</p>	<p>Delete</p>

Original Provisions	Amended Provisions
<p>CHAPTER V FINANCIAL ASSISTANCE FOR PURCHASE OF THE COMPANY'S SHARES</p>	<p>Delete</p>
<p>Article 52 Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to dividends and other profit distributions in proportion to the number of shares held;</p> <p>(2) the right to propose, convene and preside over, to attend or appoint a proxy to attend the general meetings and to exercise the corresponding voting right in accordance with the law;</p> <p>(3) the right to supervise and manage, present proposals or raise enquiries about the Company's business operations;</p> <p>(4) the right to transfer, give away or pledge the shares in their possession in accordance with the laws, administrative regulations and provisions of the Articles of Association;</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>1. the right to obtain a copy of the Articles of Association, subject to payment of relevant costs;</p> <p>2. subject to a payment of a reasonable fee, the right to inspect and copy:</p> <p>.....</p>	<p>Article 45 Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to dividends and other profit distributions in proportion to the number of shares held;</p> <p>(2) the right to propose, convene and preside over, to attend or appoint a proxy to attend the general meetings and to exercise the corresponding voting right in accordance with the law <u>(unless individual shareholders are required by the listing rules of the place where the Company's shares are listed to abstain from voting on individual matters)</u>;</p> <p>(3) the right to supervise and manage, present proposals or raise enquiries about the Company's business operations;</p> <p>(4) the right to transfer, give away or pledge the shares in their possession in accordance with the laws, administrative regulations and provisions of the Articles of Association;</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>1. the right to obtain a copy of the Articles of Association, subject to payment of relevant costs;</p> <p>2. <u>the right to inspect and</u> subject to a payment of a reasonable fee the right to inspect to copy:</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Provisions	Amended Provisions
<p>Article 58 In addition to obligations imposed by the laws, administrative regulations or required by the listing rules of the stock exchange on which the shares of the Company are listed, a controlling shareholder shall not exercise his/her voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <p>(1) to waive a director or supervisor of his/her responsibility to act honestly in the best interests of the Company;</p> <p>.....</p>	<p>Delete</p>
<p>Article 61 The term “controlling shareholder” referred to in Article 58 means a person who satisfies any one of the following conditions:</p> <p>.....</p>	<p>Article 53 The term “controlling shareholder” referred to in <u>this Articles of Association</u> Article 58 means a person who satisfies any one of the following conditions:</p> <p>.....</p>
<p>Article 63 The general meeting shall have the following functions and powers:</p> <p>(1) to decide the Company’s operational policies and investment plans;</p> <p>.....</p> <p>(18) to consider the share incentive schemes;</p> <p>(19) to consider other matters which, according to the laws, administrative regulations, departmental rules and regulations, the listing rules in the jurisdiction where the shares of the Company are listed or the Articles of Association, should be resolved by the shareholders at general meetings.</p>	<p>Article 55 The general meeting shall have the following functions and powers:</p> <p>(1) to decide the Company’s operational policies and investment plans;</p> <p>.....</p> <p>(18) to consider the share incentive schemes <u>and employee stock ownership plan;</u></p> <p>(19) to consider other matters which, according to the laws, administrative regulations, departmental rules and regulations, the listing rules in the jurisdiction where the shares of the Company are listed or the Articles of Association, should be resolved by the shareholders at general meetings.</p>

Original Provisions	Amended Provisions
<p>Article 64 The following guarantees provided to third parties provided by the Company shall be subject to consideration and approval at general meetings:</p> <p>(1) any provision of guarantee, where the total amount of external guarantees provided by the Company or its subsidiaries reaches or exceeds 50% of the latest audited net assets;</p> <p>(2) any provision of guarantee, where the total amount of external guarantees provided by the Company reaches 30% or above of the latest audited total assets;</p> <p>(3) any provision of guarantee to anyone whose gearing ratio exceeds 70%;</p> <p>(4) any provision of a single guarantee in the amount exceeding 10% of the latest audited net assets;</p> <p>(5) any provision of guarantee to shareholders, de facto controller and their related parties;</p> <p>(6) such other guarantees as defined by the stock exchange on which the shares of the Company are listed and the Articles of Association which should be resolved by the shareholders at general meetings.</p> <p>.....</p>	<p>Article 56 The following guarantees provided to third parties provided by the Company shall be subject to consideration and approval at general meetings:</p> <p>(1) any provision of guarantee, where the total amount of external guarantees provided by the Company or its subsidiaries reaches or exceeds 50% of the latest audited net assets;</p> <p>(2) any provision of guarantee, where the total amount of external guarantees provided by the Company reaches exceeds 30% or above of the latest audited total assets;</p> <p>(3) <u>guarantees provided by the Company within one year exceed 30% of the Company's audited total assets of the last period;</u></p> <p>(34) any provision of guarantee to anyone whose gearing ratio exceeds 70%;</p> <p>(45) any provision of a single guarantee in the amount exceeding 10% of the latest audited net assets;</p> <p>(56) any provision of guarantee to shareholders, de facto controller and their related parties;</p> <p>(67) such other guarantees as defined by the stock exchange on which the shares of the Company are listed and the Articles of Association which should be resolved by the shareholders at general meetings.</p> <p>.....</p>

Original Provisions	Amended Provisions
	<u>If the Company's external guarantee violates the approval authority and deliberation procedures and causes losses to the Company, the Company has the right to pursue responsibilities with the relevant responsible persons.</u>
<p>Article 69 A notice of a shareholders' meeting shall be subject to and conditional upon:</p> <p>(1) being served in writing;</p> <p>(2) specifying the place, the time and date of the meeting;</p> <p>(3) stating the issues to be considered at the meeting;</p> <p>(4) specifying the Record Date for shareholders who are entitled to attend the general meeting;</p> <p>(5) providing such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be considered. Without limiting the generality of the foregoing, where a proposal is made (including but not limited to) upon a merger of the Company, share repurchases, share capital reorganization or other reorganization of the Company in any other way, the specific terms of the proposed transaction shall be provided in details together with copies of the proposed contracts (if any), and the cause and effect of such proposal shall be properly explained;</p> <p>(6) containing a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, general manager, vice general manager and other senior management members in the proposed transaction; and the effect of the proposed transaction on the director, supervisor, general manager, vice general manager and other senior management members in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</p>	<p>Article 61 A notice of a shareholders' meeting shall be subject to and conditional upon:</p> <p>(1) being served in writing;</p> <p>(2) specifying the place, the time and date of the meeting;</p> <p>(3) stating the issues to be considered at the meeting;</p> <p>(4) specifying the Record Date for shareholders who are entitled to attend the general meeting;</p> <p>(5) providing such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be considered. Without limiting the generality of the foregoing, where a proposal is made (including but not limited to) upon a merger of the Company, share repurchases, share capital reorganization or other reorganization of the Company in any other way, the specific terms of the proposed transaction shall be provided in details together with copies of the proposed contracts (if any), and the cause and effect of such proposal shall be properly explained;</p> <p>(6) containing a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, general manager, vice general manager and other senior management members in the proposed transaction; and the effect of the proposed transaction on the director, supervisor, general manager, vice general manager and other senior management members in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</p>

Original Provisions	Amended Provisions
<p>(7) containing the full text of a special resolution to be proposed at the meeting;</p> <p>(8) containing a conspicuous statement that a shareholder entitled to attend and vote may appoint one or more proxies to attend and vote and such proxy is not necessarily a shareholder;</p> <p>(9) specifying the time and place for service of voting proxy forms for the relevant meeting;</p> <p>(10) specifying the name and telephone number of the contact person of the meeting.</p> <p>The notice of the Shareholders' general meeting and the supplemental notice shall disclose all the content of the proposed motions adequately and completely. If the matters to be discussed need the opinion of the independent directors, the opinion and reasons of the independent directors shall be disclosed contemporaneously with the announcement of the notice of the Shareholders' general meeting and the supplemental notice.</p> <p>The period between the date of record and the date of meeting shall not exceed seven working days. Once the date of record is confirmed, it shall not be changed.</p>	<p>(7) containing the full text of a special resolution to be proposed at the meeting;</p> <p>(8) containing a conspicuous statement that a shareholder entitled to attend and vote may appoint one or more proxies to attend and vote and such proxy is not necessarily a shareholder;</p> <p>(9) specifying the time and place for service of voting proxy forms for the relevant meeting;</p> <p>(10) specifying the name and telephone number of the contact person of the meeting.</p> <p><u>(1) the place, date and time of the meeting;</u></p> <p><u>(2) the matters and proposals submitted to the meeting for deliberation;</u></p> <p><u>(3) a statement in conspicuous Chinese characters that: all common shareholders (including preferred shareholders whose voting rights are restored) have the right to attend the shareholders' meeting and may attend the meeting and vote by proxy in writing, and proxies are not necessarily shareholders of the Company;</u></p> <p><u>(4) the date of record of shareholders entitled to attend the shareholders' meeting;</u></p> <p><u>(5) the name and telephone number of the permanent liaison for meeting affairs;</u></p> <p><u>(6) voting time and voting procedures by online or other means;</u></p> <p><u>(7) the requirements as set out by laws, administrative regulations, departmental rules, and stock exchange where the Company's shares are listed and other requirements as set out by the Articles of Association.</u></p>

Original Provisions	Amended Provisions
	<p>The notice of the Shareholders' general meeting and the supplemental notice shall disclose all the content of the proposed motions adequately and completely. If the matters to be discussed need the opinion of the independent directors, the opinion and reasons of the independent directors shall be disclosed contemporaneously with the announcement of the notice of the Shareholders' general meeting and the supplemental notice.</p> <p>The period between the date of record and the date of meeting shall not exceed seven working days. Once the date of record is confirmed, it shall not be changed.</p>
<p>Article 72 Notice of general meeting shall be served on the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members. For the holders of Domestic Shares, notice of meetings may be issued by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council under the premise of compliance with the laws, regulations, this Articles of Association and listing rules in the jurisdiction where the shares of the Company are listed; after the publication of the announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>In the event that a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or where such a person has not received the notice of meeting, the meeting and any resolution made therein shall not become void accordingly.</p>	<p>Article 64 Notice of general meeting shall be served on the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members. For the holders of Domestic Shares,The notice of meetings may be issued by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council under the premise of compliance with the laws, regulations, this Articles of Association and listing rules in the jurisdiction where the shares of the Company are listed; after the publication of the announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>In the event that a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or where such a person has not received the notice of meeting, the meeting and any resolution made therein shall not become void accordingly.</p>

Original Provisions	Amended Provisions
<p>Article 74 The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing, or if the appointer is a legal entity, either under seal or under the hand of a director or attorney duly authorized. Such power of attorney shall contain:</p> <p>(1) the name of the appointer and the name of the proxy;</p> <p>.....</p>	<p>Article 66 <u>When personally attending a shareholders’ meeting, an individual shareholder shall produce his or her identity card or any other valid identification or certificate that can prove his or her identity and stock account card. When he or she attends the meeting by proxy, the proxy shall produce his or her valid identification and a power of attorney issued by the shareholder.</u></p> <p><u>The legal representative of a corporate shareholder shall attend the meeting in person or by proxy. When personally attending the meeting, the legal representative shall produce his or her identity card and a valid certificate on his or her qualification as the legal representative; when he or she attends the meeting by proxy, the proxy shall produce his or her identity card and a written power of attorney legally issued by the legal representative of the corporate shareholder.</u></p> <p>The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing, or if the appointer is a legal entity, either under seal or under the hand of a director or attorney duly authorized. Such power of attorney shall contain:</p> <p>(1) the name of the appointer and the name of the proxy;</p> <p>.....</p>
<p>Article 75 Where such shareholder is a Recognized Clearing House (or its nominees), the shareholder may authorize one person or more than one person as he thinks fit to act as his/her representative(s) at any general meeting or any meeting of any class of shareholders, provided that if more than one person is so authorized, the authorization must specify the number and class of shares in respect of which each such person is so authorized and be signed by the authorizer from such Recognized Clearing House. The person so authorized is entitled to attend the meeting and exercise the rights on behalf of the Recognized Clearing House (or its nominees) without presenting shareholding proof, notarized authority and/or any further proof to support his/her being duly authorized, as if he was an individual shareholder of the Company.</p>	<p>Article 67 Where such shareholder is a Recognized Clearing House (or its nominees), the shareholder may authorize one person or more than one person as he thinks fit to act as his/her representative(s) at any general meeting or any meeting of any class of shareholders, provided that if more than one person is so authorized, the authorization must specify the number and class of shares in respect of which each such person is so authorized and be signed by the authorizer from such Recognized Clearing House. The person so authorized is entitled to attend the meeting and exercise the rights on behalf of the Recognized Clearing House (or its nominees) without presenting shareholding proof, notarized authority and/or any further proof to support his/her being duly authorized, as if he was an individual shareholder of the Company.</p>

Original Provisions	Amended Provisions
<p>Article 86 Shares of the Company are without voting rights and such shares shall not be taken in the total number of voting shares represented at the meeting.</p> <p>In the case of voting at general meetings, shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting shares. Each share shall have one vote.</p> <p>When major matters affecting the interests of small and medium investors are considered at the general meeting, votes shall be counted separately for small and medium investors. The results of separate counting of votes shall be publicly disclosed in a timely manner.</p> <p>The Board, independent directors and shareholders holding more than 1% of voting shares, or investor protection agencies established according to laws, administrative regulations or provisions of the securities regulatory authority under the State Council may, as the collector, independently or by entrusting a securities company or securities service agency, publicly request the shareholders of the Company to entrust it to attend the shareholders' general meeting on their behalf and to exercise shareholder rights such as the right to propose and the right to vote.</p> <p>While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting reference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights.</p>	<p>Article 78 Shares of the Company are without voting rights and such shares shall not be taken in the total number of voting shares represented at the meeting.</p> <p>In the case of voting at general meetings, shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting shares. Each share shall have one vote.</p> <p>When major matters affecting the interests of small and medium investors are considered at the general meeting, votes shall be counted separately for small and medium investors. The results of separate counting of votes shall be publicly disclosed in a timely manner.</p> <p><u>Where a shareholder purchases shares of the Company with voting rights in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall neither be exercised within 36 months after the purchase, nor be included in the total number of shares with voting rights attending the shareholders' meeting.</u></p> <p>The Board, independent directors and shareholders holding more than 1% of voting shares, or investor protection agencies established according to laws, administrative regulations or provisions of the securities regulatory authority under the State Council may, as the collector, independently or by entrusting a securities company or securities service agency, publicly request the shareholders of the Company to entrust it to attend the shareholders' general meeting on their behalf and to exercise shareholder rights such as the right to propose and the right to vote.</p> <p>While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting reference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights, <u>except under statutory conditions.</u></p>

Original Provisions	Amended Provisions
<p>Article 92 On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all his/her votes in the same way.</p>	<p>Delete</p>
<p>Article 93 In the case of equal votes for and against the resolution whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote.</p>	<p>Delete</p>
<p>Article 95 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) the increase or decrease in share capital, repurchase of shares of the Company and the issue of shares of any class, warrants and other similar securities of the Company;</p> <p>(2) the issuance of bonds of the Company;</p> <p>(3) the division, merger, dissolution, liquidation of the Company and change of corporate form of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) any plans of the Company to purchase or sell major assets or provides a guarantee, within a year, the amount of which exceeds 30% of the Company's latest audited total assets;</p> <p>(6) share incentive scheme;</p> <p>(7) such other matters provided by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association and be considered by the general meeting by way of an ordinary resolution to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution.</p>	<p>Article 85 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) the increase or decrease in <u>registered capital share capital</u>, repurchase of shares of the Company and the issue of shares of any class, warrants and other similar securities of the Company;</p> <p>(2) the issuance of bonds of the Company;</p> <p>(3) the division, <u>splitting</u>, merger, dissolution, liquidation of the Company and change of corporate form of the Company;</p> <p>(43) amendments to the Articles of Association;</p> <p>(54) any plans of the Company to purchase or sell major assets or provides a guarantee, within a year, the amount of which exceeds 30% of the Company's latest audited total assets;</p> <p>(65) share incentive scheme;</p> <p>(76) such other matters provided by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association and be considered by the general meeting by way of an ordinary resolution to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution.</p>

Original Provisions	Amended Provisions
<p>Article 98 Shareholders demanding an extraordinary general meeting of shareholders or class meeting shall abide by the following procedures:</p> <p>(1) two or more shareholders in aggregate holding of 10% (including 10%) or more of the shares carrying the right to vote at the meeting can request the Board to convene an extraordinary general meeting or a class meeting by signing one or several copies in counterparts of written request(s) in the same form and content, and state the subject of meeting and resolutions proposed. The shareholdings referred to above shall be calculated as at the date of written request made. The Board shall, within ten (10) days upon the receipt of such written requests, reply in writing on whether or not the Board agrees to convene an extraordinary general meeting or a class meeting.</p> <p>If the Board agrees to convene an extraordinary general meeting or a class meeting, it will issue a notice of meeting within five (5) days after the resolution is made by the Board. Any change to the original request in the notice shall be subject to the consent from relevant shareholders.</p> <p>(2) if the Board does not agree to convene an extraordinary general meeting or a class meeting, or does not reply within ten (10) days upon the receipt of the request, shareholders individually or jointly holding 10% or more of the shares carrying the right to vote at the proposed meeting shall have the right to propose to the Board of Supervisors on convening an extraordinary general meeting or a class meeting and such proposal shall be made in the form of written request to the Board of Supervisors.</p>	<p>Article 88 Shareholders demanding an extraordinary general meeting of shareholders or class meeting shall abide by the following procedures:</p> <p>(1) two or more shareholders in aggregate holding of 10% (including 10%) or more of the shares carrying the right to vote at the meeting can request the Board to convene an extraordinary general meeting or a class meeting by signing one or several copies in counterparts of written request(s) in the same form and content, and state the subject of meeting and resolutions proposed. The shareholdings referred to above shall be calculated as at the date of written request made. The Board shall, within ten (10) days upon the receipt of such written requests, reply in writing on whether or not the Board agrees to convene an extraordinary general meeting or a class meeting.</p> <p>If the Board agrees to convene an extraordinary general meeting or a class meeting, it will issue a notice of meeting within five (5) days after the resolution is made by the Board. Any change to the original request in the notice shall be subject to the consent from relevant shareholders.</p> <p>(2) if the Board does not agree to convene an extraordinary general meeting or a class meeting, or does not reply within ten (10) days upon the receipt of the request, shareholders individually or jointly holding 10% or more of the shares carrying the right to vote at the proposed meeting shall have the right to propose to the Board of Supervisors on convening an extraordinary general meeting or a class meeting and such proposal shall be made in the form of written request to the Board of Supervisors.</p>

Original Provisions	Amended Provisions
<p>(3) if the Board of Supervisors agrees to convene an extraordinary meeting or a class meeting, it shall issue a notice of meeting within five (5) days upon the receipt of the request. Any change to the original proposal in the notice shall be subject to the consent from relevant shareholders.</p> <p>The Board of Supervisors' failure to issue the notice of meeting within the prescribed period shall be deemed as the Board of Supervisors not convening and not presiding over the meeting. As such, shareholders individually or jointly holding more than 10% of the shares of the Company for more than ninety (90) consecutive days can convene and hold the meeting by themselves.</p> <p>Any reasonable expenses incurred by shareholders or the Supervisory Committee in convening and presiding over a meeting by reason of the failure of the Board to duly convene a meeting as requested above shall be borne by the Company and shall be set off against sums owed by the Company to the directors in default.</p>	<p>(3) if the Board of Supervisors agrees to convene an extraordinary meeting or a class meeting, it shall issue a notice of meeting within five (5) days upon the receipt of the request. Any change to the original proposal in the notice shall be subject to the consent from relevant shareholders.</p> <p>The Board of Supervisors' failure to issue the notice of meeting within the prescribed period shall be deemed as the Board of Supervisors not convening and not presiding over the meeting. As such, shareholders individually or jointly holding more than 10% of the shares of the Company for more than ninety (90) consecutive days can convene and hold the meeting by themselves.</p> <p>Any reasonable expenses incurred by shareholders or the Supervisory Committee in convening and presiding over a meeting by reason of the failure of the Board to duly convene a meeting as requested above shall be borne by the Company and shall be set off against sums owed by the Company to the directors in default.</p>
<p>Article 99 In the event that the Board of Supervisors or the shareholder(s) decide(s) to convene the general meeting on its or their own, the Board of Supervisors or the shareholder(s) shall notify the Board in writing and file with the branch office of the China Securities Regulatory Commission at the place where the Company resides and the stock exchange.</p> <p>The shareholding in the Company of the shareholder(s) who convene(s) a general meeting shall be not less than 10% prior to the announcement of resolutions of the general meeting.</p>	<p>Article 89 In the event that the Board of Supervisors or the shareholder(s) decide(s) to convene the general meeting on its or their own, the Board of Supervisors or the shareholder(s) shall notify the Board in writing and file with the branch office of the China Securities Regulatory Commission at the place where the Company resides and the stock exchange.</p> <p>The shareholding in the Company of the shareholder(s) who convene(s) a general meeting shall be not less than 10% prior to the announcement of resolutions of the general meeting.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Provisions	Amended Provisions
<p>The convening shareholder(s) shall submit relevant evidencing documents to the branch office of the China Securities Regulatory Commission at the place where the Company resides as well as the stock exchange upon the issuance of notice for the general meeting and announcement of resolutions of the general meeting.</p>	<p><u>The Supervisory Committee or</u> the convening shareholder(s) shall submit relevant evidencing documents to the branch office of the China Securities Regulatory Commission at the place where the Company resides as well as the stock exchange upon the issuance of notice for the general meeting and announcement of resolutions of the general meeting.</p>
<p>Article 109 Before the relevant proposed resolution is voted on at the general meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is interested in the matter under consideration and his proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>.....</p>	<p>Article 99 Before the relevant proposed resolution is voted on at the general meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is related to the matter interested in the matter under consideration and his proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>.....</p>
<p>CHAPTER IX SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS</p>	<p>Delete</p>
<p>New Article</p>	<p><u>Article 111 Directors shall abide by laws, administrative regulations and the Articles of Association and have the following duties of loyalty to the Company:</u></p> <p><u>(1) may not accept bribes or obtain any other illegal income by taking advantage of their functions or appropriate any property of the Company;</u></p> <p><u>(2) may not misappropriate the funds of the Company;</u></p> <p><u>(3) may not open accounts in their own names or in other individuals' names to deposit any assets or funds of the Company;</u></p>

Original Provisions	Amended Provisions
	<p><u>(4) may not, in violation of the Articles of Association, lend any funds of the Company to others or provide security for others with any property of the Company without the permission of the shareholders' meeting or the board of directors;</u></p> <p><u>(5) may not enter into contracts or transact with the Company in violation of the provisions of the Articles of Association or without the permission of the shareholders' meeting;</u></p> <p><u>(6) without the permission of the shareholders' meeting, may not take advantage of their positions to seek, for themselves or others, business opportunities that otherwise belong to the Company, or operate the same kind of business as the Company for their own accounts or on behalf of others;</u></p> <p><u>(7) may not accept any commissions from others on transactions conducted with the Company;</u></p> <p><u>(8) may not disclose any secret of the Company without authorization;</u></p> <p><u>(9) may not use their relations to damage the interests of the Company;</u></p> <p><u>(10) other duties of loyalty as set out by laws, administrative regulations, departmental rules, listing Rules at the place where the Company resides, and the Articles of Association.</u></p> <p><u>Income obtained by directors in violation of this article shall belong to the Company, and directors who cause any losses to the Company shall assume compensatory liability.</u></p>

Original Provisions	Amended Provisions
<p>New Article</p>	<p>Article 112 <u>Directors shall abide by laws, administrative regulations and the Articles of Association and have the following duties of diligence to the Company:</u></p> <p><u>(1) shall prudentially, carefully and diligently exercise the rights conferred by the Company to ensure that the business conduct of the Company complies with the requirements of the laws and administrative regulations of the state and various economic policies of the state and the commercial transactions are within the scope of business indicated in the business license of the Company;</u></p> <p><u>(2) shall fairly treat all shareholders;</u></p> <p><u>(3) shall keep them informed in a timely manner of the operating and management conditions of the Company;</u></p> <p><u>(4) shall confirm in writing and sign the periodic reports of the Company, and ensure the veracity, accuracy and completeness of the information disclosed by the Company;</u></p> <p><u>(5) shall honestly provide relevant information and materials to the board of supervisors, and may not interfere with the exercise of functions by the board of supervisors or supervisors;</u></p> <p><u>(6) other duties of diligence as set out by laws, administrative regulations, departmental rules, listing Rules at the place where the Company resides, and the Articles of Association.</u></p>
<p>Article 132 The board of directors is accountable to the general meeting and exercises the following powers and functions:</p> <p>.....</p>	<p>Article 116 The board of directors is accountable to the general meeting and exercises the following powers and functions:</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Provisions	Amended Provisions
<p>(8) to decide on matters relating to the Company’s external investments, assets acquisitions and disposals, assets pledges, entrusted financial management and connected transactions within the authorization granted by the general meeting;</p> <p>(9) to decide on the establishment of an internal management department of the Company;</p> <p>(10) to appoint or dismiss the Company’s general manager, the board secretary and the company secretary, and pursuant to the general manager’s nominations, to appoint or dismiss the vice general manager and other senior management of the Company and determine their remunerations;</p> <p>.....</p>	<p>(8) to decide on matters relating to the Company’s external investments, assets acquisitions and disposals, assets pledges, entrusted financial management, connected transactions, <u>external donation and other matters</u> within the authorization granted by the general meeting;</p> <p>(9) to decide on the establishment of an internal management department of the Company;</p> <p>(10) to appoint or dismiss the Company’s general manager, the board secretary and the company secretary <u>and determine matters concerning their remuneration, reward and punishment</u>; and pursuant to the general manager’s nominations, to appoint or dismiss the vice general manager and other senior management of the Company and determine <u>matters concerning</u> their remunerations, <u>reward and punishment</u>;</p> <p>.....</p>
<p>Article 133 For the following matters subject to the determination of the Board under the authorization of the general meeting, the Board should confirm the authorizations and formulate stringent examination and approval system for external investments, acquisitions or disposal of assets, mortgage of assets, entrusted wealth management, entrusted loans, connected transactions and external guarantees and establish stringent examination and decision-making procedures; and specialists or professional personnel shall be organized to assess and examine any material investment projects, and matters subject to the general meeting under the laws, administrative regulations, departmental rules and regulations as well as the Articles of Association shall be submitted to the general meeting for approval by the Board after consideration. The Board shall have the right to make decision on the following matters:</p> <p>.....</p> <p>(8) external guarantees other than that stipulated in Article 64 in the Articles of Association.</p>	<p>Article 117 For the following matters subject to the determination of the Board under the authorization of the general meeting, the Board should confirm the authorizations and formulate stringent examination and approval system for external investments, acquisitions or disposal of assets, mortgage of assets, entrusted wealth management, entrusted loans, connected transactions, external guarantees, <u>external donation and other matters</u> and establish stringent examination and decision-making procedures; and specialists or professional personnel shall be organized to assess and examine any material investment projects, and matters subject to the general meeting under the laws, administrative regulations, departmental rules and regulations as well as the Articles of Association shall be submitted to the general meeting for approval by the Board after consideration. The Board shall have the right to make decision on the following matters:</p> <p>.....</p> <p>(8) external guarantees other than that stipulated in Article 64⁵⁶ in the Articles of Association.</p>

Original Provisions	Amended Provisions
<p>Article 134 The Board shall not, without prior approval of shareholders in a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value for the proposed disposal and the value for any similar disposal of fixed assets in the four months preceding the proposed disposal, exceeds 33% of the value of the Company’s fixed assets as stated in the latest balance sheet placed before the general meeting.</p> <p>A “disposal of fixed assets” as referred to in this article includes an act involving the transfer of an interest in certain assets but does not include the act of providing guarantee with fixed assets.</p> <p>Breach of sub-clause 1 of this Article shall not prejudice the validity of any transaction entered into by the Company in disposal of fixed assets.</p>	<p>Delete</p>
<p>Article 141 The Board meetings shall be held only if more than half of the directors are present.</p> <p>Each director shall have one vote. A simple majority of the votes of all directors is required for passing of a board resolution.</p> <p>Where the number of votes cast for and against a resolution is the same, the chairman of the Board shall have a casting vote.</p>	<p>Article 124 The Board meetings shall be held only if more than half of the directors are present.</p> <p>Each director shall have one vote. A simple majority of the votes of all directors is required for passing of a board resolution.</p> <p>Where the number of votes cast for and against a resolution is the same, the chairman of the Board shall have a casting vote.</p>
<p>Article 146 The minutes of the meeting shall contain the following information:</p> <p>(1) the session of the meeting, date and time, venue and the manner in which the meeting was convened;</p> <p>.....</p>	<p>Article 129 The minutes of the meeting shall contain the following information:</p> <p>(1) the session of the meeting, date and time, venue and the manner in which the meeting was convened;</p> <p>.....</p> <p><u>The minutes of meetings of the Board meetings shall be retained as files of the Company for, at a minimum, 10 years.</u></p>

Original Provisions	Amended Provisions
<p>Article 154 The secretary to the Board of the Company shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the Board. The primary duties of the secretary to the Board are:</p> <p>(1) to ensure that constitutional documents and records of the Company are complete;</p> <p>(2) to ensure that reports and documents of the Company required by competent authorities are prepared and delivered in accordance with the laws;</p> <p>(3) to ensure the Company's register of members is properly maintained and ensure that the relevant records and documents of the Company shall be obtained in a timely manner by the persons entitled to have access to them;</p> <p>(4) to fulfill other duties prescribed under the laws and regulations and the Articles of Association and other duties required by the place where the Company's Shares are listed.</p>	<p>Article 137 <u>The secretary to the Board of the Company is responsible for the preparations, retention of documents, management of materials on shareholders of the Company, and handling of information disclosure and other matters for the shareholders' meeting of the Company and the Board meeting.</u></p> <p><u>The secretary to the Board shall abide by the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association.</u></p> <p>The secretary to the Board of the Company shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the Board. The primary duties of the secretary to the Board are:</p> <p>(1) to ensure that constitutional documents and records of the Company are complete;</p> <p>(2) to ensure that reports and documents of the Company required by competent authorities are prepared and delivered in accordance with the laws;</p> <p>(3) to ensure the Company's register of members is properly maintained and ensure that the relevant records and documents of the Company shall be obtained in a timely manner by the persons entitled to have access to them;</p> <p>(4) to fulfill other duties prescribed under the laws and regulations and the Articles of Association and other duties required by the place where the Company's Shares are listed.</p>

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Original Provisions	Amended Provisions
<p>Article 155 Every director or other senior management members excluding general manager and Chief Financial Officer of the Company may concurrently hold the office of the secretary to the Board. The accountant(s) of the certified public accounting firm(s) engaged by the Company shall not act as the secretary to the Board.</p> <p>Where the office of the secretary to the Board of the Company is held concurrently by a director and an act is required to be done by a director and the secretary to the Board separately, the person who holds the office of director and the secretary to the Board of the Company may not perform the act in dual capacity.</p>	<p>Delete</p>
<p>Article 157 Persons who hold positions other than directors in any entity of the controlling shareholder or de facto controller of the Company shall not be appointed as senior management of the Company.</p>	<p>Article 139 Persons who hold positions other than directors in any entity of the controlling shareholder or de facto controller of the Company shall not be appointed as senior management of the Company.</p> <p><u>The senior management of the Company only receive salaries from the Company and the controlling shareholder shall not pay salaries thereto on behalf of the Company.</u></p>
<p>Article 164 The general manager, in exercising his/her functions and powers, shall act honestly and diligently in accordance with the laws, administrative regulations and the Articles of Association.</p>	<p>Article 146 The general manager, in exercising his/her functions and powers, shall act honestly and diligently in accordance with the laws, administrative regulations and the Articles of Association.</p> <p><u>The senior management of the Company shall fulfill the obligations of loyalty and diligence in accordance with the provisions of the laws, regulations and Articles 111 and 112 of the Articles of Association, and safeguard the best interests of the Company and all shareholders. The senior management of the Company who fail to faithfully perform their duties or violate their fiduciary duties, causing damage to the interests of the Company and public shareholders, shall be liable for compensation in accordance with the law.</u></p>

Original Provisions	Amended Provisions
<p>Article 172 The Supervisory Committee is accountable to the general meeting, and shall exercise the following functions and powers pursuant to the laws:</p> <p>.....</p>	<p>Article 154 The Supervisory Committee is accountable to the general meeting, and shall exercise the following functions and powers pursuant to the laws:</p> <p>.....</p> <p><u>The supervisors shall guarantee the veracity, accuracy and completeness of the information disclosed by the Company, and confirm in writing and sign the periodic reports of the Company.</u></p>
<p>Article 178 The supervisors shall faithfully discharge their supervisory responsibilities in accordance with the laws, administrative regulations and the Articles of Association.</p>	<p>Article 160 <u>The supervisors shall abide by laws, administrative regulations and the Articles of Association, and have the duties of loyalty and the duties of diligence to the Company, may not accept bribes or obtain any other illegal income by taking advantage of their functions, and may not appropriate any property of the Company.</u></p> <p>The supervisors shall faithfully discharge their supervisory responsibilities in accordance with the laws, administrative regulations and the Articles of Association.</p>
<p>Article 179 A person shall be disqualified for being a director, a supervisor, a general manager, a vice general manager or other senior management members of the Company in any of the following circumstances:</p> <p>.....</p> <p>(6) the person has been involved in a criminal offence which is subject to investigation by the judicial authority, and the case remains unsettled;</p> <p>(7) a period of five years has not yet elapsed since the person was adjudged by the relevant regulatory authorities to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty;</p>	<p>Article 161 A person shall be disqualified for being a director, a supervisor, a general manager, a vice general manager or other senior management members of the Company in any of the following circumstances:</p> <p>.....</p> <p>(6) the person has been involved in a criminal offence which is subject to investigation by the judicial authority, and the case remains unsettled;</p> <p>(7) a period of five years has not yet elapsed since the person was adjudged by the relevant regulatory authorities to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty;</p>

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Original Provisions	Amended Provisions
<p>(8) the person is subject to a penalty of prohibition from engaging in securities market activities imposed by the securities regulatory authority of the State Council, where the term of the penalty has not yet expired;</p> <p>(9) any other circumstances as prescribed by laws, administrative regulations or the rules of the jurisdiction where shares of the Company are listed.</p>	<p>(86) the person is subject to a penalty of prohibition from engaging in securities market activities imposed by the securities regulatory authority of the State Council <u>banned by the CSRC</u> from access to the securities market, and the ban has not yet expired;</p> <p>(97) any other circumstances as prescribed by laws, administrative regulations or the rules of the jurisdiction where shares of the Company are listed.</p>
<p>Article 180 The validity of an act of a director, general manager, vice general manager and other senior management members who act in good faith on behalf of the Company with respect to third parties shall not be affected by any irregularity in his/her office, election or any defect in his/her qualification.</p>	<p>Delete</p>
<p>Article 183 Each director, supervisor, general manager, vice general manager and any other senior management members of the Company shall exercise his/her powers or perform his/her duties in accordance with the principle of fiduciary; and shall not put himself in a position where there may be conflicts between his/her duties and his/her interests. Without limiting the generality of the foregoing, the following obligations (including but not limited to) shall be discharged:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>.....</p>	<p>Delete</p>
<p>Article 185 Each director, supervisor, general manager, vice general manager and any other senior management members of the Company shall not cause the following persons or institutions (“associates”) to do what he is prohibited from doing:</p> <p>(1) the spouse or minor children of that director, supervisor, general manager, vice general manager and other senior management members;</p> <p>.....</p>	<p>Delete</p>

Original Provisions	Amended Provisions
<p>Article 186 The fiduciary duties of each director, supervisor, general manager, vice general manager and other senior management members of the Company shall not be necessarily ceased with the termination of his/her term of office. The duty of confidentiality in relation to trade secrets of the Company shall survive upon termination of his/her term of office. Other duties may continue for such period as fairness may require depending on the time lapses between the termination and the act concerned and the circumstances and conditions under which the relationships between him/her and the Company are terminated.</p>	<p>Article 165 The fiduciary duties of each director, supervisor, general manager, vice general manager and other senior management members of the Company shall not be necessarily ceased with the termination of his/her term of office. The duty of confidentiality in relation to trade secrets of the Company shall survive upon termination of his/her term of office. <u>Other duties may continue for such period as fairness may require depending on the time lapses between the termination and the act concerned and the circumstances and conditions under which the relationships between him/her and the Company are terminated hold his or her duties of loyalty to the Company and shareholders, and shall not necessarily be discharged upon expiry of his or her term of office and remain effective during a reasonable period specified by the Articles of Association.</u></p>
<p>Article 187 Except as provided in Article 58 hereof, each director, supervisor, general manager, vice general manager and any other senior management members of the Company may be relieved of liability for specific breaches of his/her duties by the consent of informed shareholders at a general meeting.</p>	<p>Delete</p>
<p>Article 189 Where a director, supervisor, general manager, vice general manager and other senior management members of the Company, before the Company's first consideration of formulation of any contract, transaction or arrangement, provides to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in such contracts, transactions or arrangements of any description which may subsequently be made by the Company, the content stated in such notice shall be deemed for the purposes of the preceding article to be a sufficient disclosure of the interests of the director, supervisor, general manager, vice general manager and other senior management members.</p>	<p>Delete</p>
<p>Article 190 The Company shall not in any manner pay taxes for or on behalf of its director, supervisor, general manager, vice general manager and any other senior management members.</p>	<p>Delete</p>

Original Provisions	Amended Provisions
<p>Article 191 The Company shall not, directly or indirectly make a loan to or provide any loan guarantee to its director, supervisor, general manager, vice general manager and other senior management members of the Company or of its parent company, or any of their respective associates.</p> <p>.....</p>	Delete
<p>Article 192 A loan made by the Company in breach of the preceding article shall be repaid by the recipient immediately of the loan regardless of the terms of the loan.</p>	Delete
<p>Article 193 A guarantee for a loan provided by the Company in breach of sub-clause 1 of Article 192 shall not be enforceable against the Company, unless:</p> <p>(1) the guarantee was provided in connection with a loan to an associate of any of the directors, supervisors, general manager and other senior management members of the Company or of the Company's parent company and the lender was not aware of the relevant circumstances at the time the loan was advanced; or</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	Delete
<p>Article 194 For the purpose of the foregoing paragraph of this Chapter, a "guarantee" shall include an undertaking or property provided by the guarantor to secure the performance of obligations by the obligor.</p>	Delete
<p>Article 196 The Company shall enter into a written contract with each of the directors, supervisors and senior management members, and the contract shall contain, inter alia, the following:</p> <p>(1) the directors, supervisors or senior management members shall undertake to the Company to comply with the Company Law, Special Provisions, the Articles of Association, the Code on Takeovers and Mergers, Share Repurchase Code and other requirements of the Hong Kong Stock Exchange, and shall confirm that the Company is entitled to take remedies provided in the Articles of Association and the relevant contracts and positions shall not be transferred;</p>	<p>Article 168 The Company shall enter into a written contract with each of the directors, supervisors and senior management members., and the contract shall contain, inter alia, the following:</p> <p>(1) the directors, supervisors or senior management members shall undertake to the Company to comply with the Company Law, Special Provisions, the Articles of Association, the Code on Takeovers and Mergers, Share Repurchase Code and other requirements of the Hong Kong Stock Exchange, and shall confirm that the Company is entitled to take remedies provided in the Articles of Association and the relevant contracts and positions shall not be transferred;</p>

Original Provisions	Amended Provisions
<p>(2) the directors, supervisors or senior management members shall undertake to the Company to perform the responsibilities to shareholders in accordance with the Articles of Association; and</p> <p>(3) the arbitration clauses set out in the Hong Kong Listing Rules.</p> <p>The Company shall enter into written contracts concerning the remuneration between the Company and its directors or supervisors, which shall be subject to prior approval of shareholders at a general meeting. The aforesaid remuneration shall include:</p> <p>(1) the remuneration for acting as a director, supervisor or senior management member of the Company;</p> <p>(2) the remuneration for acting as director, supervisor or senior management member of any subsidiary of the Company;</p> <p>(3) the remuneration for other services offered for the management of the affairs of the Company and any of its subsidiaries; and</p> <p>(4) the payment to such a director or supervisor by way of compensation for his/her loss of office, or as consideration for or in connection with his/her retirement from office.</p> <p>Except otherwise provided in the abovementioned contracts, no proceedings may be brought by a director or supervisor against the Company for any benefits due to him/her in respect of the matters mentioned in this article.</p>	<p>(2) the directors, supervisors or senior management members shall undertake to the Company to perform the responsibilities to shareholders in accordance with the Articles of Association; and</p> <p>(3) the arbitration clauses set out in the Hong Kong Listing Rules.</p> <p>The Company shall enter into written contracts concerning the remuneration between the Company and its directors or supervisors, which shall be subject to prior approval of shareholders at a general meeting. The aforesaid remuneration shall include:</p> <p>(1) the remuneration for acting as a director, supervisor or senior management member of the Company;</p> <p>(2) the remuneration for acting as director, supervisor or senior management member of any subsidiary of the Company;</p> <p>(3) the remuneration for other services offered for the management of the affairs of the Company and any of its subsidiaries; and</p> <p>(4) the payment to such a director or supervisor by way of compensation for his/her loss of office, or as consideration for or in connection with his/her retirement from office.</p> <p>Except otherwise provided in the abovementioned contracts, no proceedings may be brought by a director or supervisor against the Company for any benefits due to him/her in respect of the matters mentioned in this article.</p>

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Original Provisions	Amended Provisions
<p>Article 197 The contract concerning the remuneration between the Company and its directors or supervisors should provide that in the event of an acquisition of the Company, the Company’s directors and supervisors shall, subject to prior approval of shareholders at a general meeting, have the right to receive compensation or other payment in respect of their loss of office or retirement. An acquisition of the Company referred to in the preceding paragraph means any of the following circumstances:</p> <p>.....</p>	<p>Delete</p>
<p>New Article</p>	<p>Article 169 <u>With the approval of the general meeting of shareholders, the Company shall purchase liability insurance for directors and supervisors. The scope of liability insurance shall be agreed upon in the contract, except for the liability of directors and supervisors resulting from the violation of laws and regulations and the provisions of the articles of association.</u></p>
<p>Article 198 The Company shall establish its financial and accounting systems in accordance with the laws, administrative regulations and the PRC accounting standards formulated by the finance regulatory department of the State Council.</p>	<p>Article 172 The Company shall establish its financial and accounting systems in accordance with the laws, administrative regulations and the PRC accounting standards formulated provisions issued by the finance regulatory department of the State Council <u>relevant departments of the state.</u></p>
<p>Article 200 The Board shall, at each annual general meeting, submit to shareholders the financial reports prepared by the Company in accordance with the provisions for regulatory documents which are promulgated by the relevant laws, administrative regulations and local governments and departmental authorities.</p>	<p>Delete</p>

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Original Provisions	Amended Provisions
<p>Article 201 The Company’s financial reports shall be made available for shareholders’ inspection at the Company not less than 20 days before the date of each annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>Unless otherwise provided herein, the Company shall deliver to each shareholder of Overseas-listed Foreign Shares a copy of the aforesaid reports or the report of the Board together with its balance sheet and income statement not less than 21 days before the date of each annual general meeting by hand, prepaid mail or other means permitted by the stock exchange of the place where the shares of the Company are listed at the address as shown in the register of members.</p>	<p>Delete</p>
<p>Article 202 The financial statements of the Company shall be prepared in accordance with the China Accounting Standards for Business Enterprises and regulations.</p>	<p>Delete</p>
<p>Article 204 The Company shall submit its annual financial reports to the securities regulatory administration of the State Council and the stock exchange within four months from the ending date of each fiscal year, its half year financial reports to the relevant branch office of the securities regulatory administration of the State Council and the stock exchange within two months from the ending date of the first six months of each fiscal year, and the quarterly reports to the relevant branch office of the securities regulatory administration of the State Council and the stock exchange within one month from the ending dates of the first three and first nine months of each fiscal year respectively. The above financial reports shall be prepared in accordance with requirements under the relevant laws, regulations departmental rules and published in accordance with the relevant requirements of the securities regulatory authority of the place where the Company’s shares are listed.</p>	<p>Article 173 The Company shall submit <u>and disclose</u> its annual financial reports to the securities regulatory administration of the State Council <u>CSRC</u> and the stock exchange within four months from the ending date of each fiscal year, its half year financial reports to the relevant branch office of the securities regulatory administration of the State Council <u>CSRC</u> and the stock exchange within two months from the ending date of the first six months of each fiscal year, and the quarterly reports to the relevant branch office of the securities regulatory administration of the State Council and the stock exchange within one month from the ending dates of the first three and first nine months of each fiscal year respectively. The above financial reports shall be prepared in accordance with requirements under the relevant laws, regulations departmental rules, <u>the CSRC and the stock exchange</u>, and published in accordance with the relevant requirements of the securities regulatory authority of the place where the Company’s shares are listed.</p>

Original Provisions	Amended Provisions
<p>If it is otherwise provided by the securities regulatory authorities of the place where the shares of the Company are listed, such provisions shall be observed.</p>	<p>If it is otherwise provided by the securities regulatory authorities of the place where the shares of the Company are listed, such provisions shall be observed.</p>
<p>Article 207 Capital reserves include the following items:</p> <p>(1) premium on shares served at a premium price; and</p> <p>(2) any other income required to be allocated to the capital reserves by the finance regulatory department of the State Council.</p>	<p>Delete</p>
<p>Article 216 The Company shall appoint receiving agents for holders of the Overseas-listed Foreign Shares in Hong Kong. The receiving agents shall, on behalf of the relevant shareholders, receive the dividends distributed and other amounts payable to the shareholders in respect of Overseas-listed Foreign Shares and proceeds from which shall be managed by it on such shareholders' behalf to be paid to them.</p> <p>The receiving agents appointed by the Company shall comply with the laws or relevant requirements of the stock exchange of the place where the shares of the Company are listed.</p> <p>The receiving agents appointed for holders of Overseas-listed Foreign Shares listed in the Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	<p>Article 184 The Company shall appoint receiving agents for holders of the Overseas-listed Foreign Shares in Hong Kong. The receiving agents shall, on behalf of the relevant shareholders, receive the dividends distributed and other amounts payable to the shareholders in respect of Overseas-listed Foreign Shares and proceeds from which shall be managed by it on such shareholders' behalf to be paid to them.</p> <p>The receiving agents appointed by the Company shall comply with the laws or relevant requirements of the stock exchange of the place where the shares of the Company are listed.</p> <p>The receiving agents appointed for holders of Overseas-listed Foreign Shares listed in the Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>

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Original Provisions	Amended Provisions
<p>Article 219 The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of the PRC to audit the Company’s annual report and review or review the Company’s other financial reports.</p> <p>The appointment of the accounting firm of the Company shall be decided at general meeting, the Board shall not appoint the Company’s accounting firm prior to obtaining approval at general meeting.</p>	<p>Article 187 The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of the PRC to audit the Company’s annual report and review or review the Company’s other financial reports in <u>compliance with the provisions of the Securities Law to audit its accounting statements, verify its net assets and provide other relevant advisory services; and the term of appointment shall be one year and renewable.</u></p> <p>The appointment of the accounting firm of the Company shall be decided at general meeting, the Board shall not appoint the Company’s accounting firm prior to obtaining approval at general meeting.</p>
<p>Article 220 The accounting firm appointed by the Company shall hold office from the close of the annual general meeting until the conclusion of the next annual general meeting.</p>	<p>Delete</p>
<p>Article 223 If there is a vacancy in the position of the accounting firm of the Company, the Board may retain an accounting firm to fill such vacancy before the convening of the general meeting. Any other accounting firm which has been engaged by the Company may continue to act during the period of existence of such vacancy.</p>	<p>Delete</p>
<p>Article 225 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by shareholders at a general meeting. The remuneration of an accounting firm appointed by the Board shall be determined by the Board.</p>	<p>Article 191 <u>The auditing fees payable to the accounting firm shall be subject to the decision of the shareholders’ meeting. The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by shareholders at a general meeting. The remuneration of an accounting firm appointed by the Board shall be determined by the Board.</u></p>

Original Provisions	Amended Provisions
<p>Article 226 The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved upon by shareholders in general meeting. The resolution of the general meeting shall be filed with the securities regulatory authorities of the State Council.</p> <p>Where it is proposed that any resolution be passed at a general meeting concerning the appointment of an accounting firm which is not an incumbent firm to fill a casual vacancy in the office of the accounting firm, re-appointment of a retiring accounting firm which was appointed by the Board of the Company to fill a casual vacancy, or removal of the accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) a copy of the proposal shall be sent before notice of meeting is given to the shareholders to the accounting firm proposed to be appointed or proposing to leave its post, or the accounting firm which has left its post in the relevant fiscal year.</p> <p>Leaving from office includes leaving by removal, resignation and retirement.</p>	<p>Article 192 The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved upon by shareholders in general meeting. The resolution of the general meeting shall be filed with the securities regulatory authorities of the State Council.</p> <p>Where it is proposed that any resolution be passed at a general meeting concerning the appointment of an accounting firm which is not an incumbent firm to fill a casual vacancy in the office of the accounting firm, re-appointment of a retiring accounting firm which was appointed by the Board of the Company to fill a casual vacancy, or removal of the accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) a copy of the proposal shall be sent before notice of meeting is given to the shareholders to the accounting firm proposed to be appointed or proposing to leave its post, or the accounting firm which has left its post in the relevant fiscal year.</p> <p>Leaving from office includes leaving by removal, resignation and retirement.</p>

Original Provisions	Amended Provisions
<p>(2) if the accounting firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall (unless the written representations are received too late):</p> <ol style="list-style-type: none"> 1. state the fact that representations have been made by the accounting firm leaving in any notice of the resolution given to shareholders, and 2. deliver as prescribed by the Articles of Association a copy of the representations as attachment to the notice to the shareholders. <p>(3) the relevant accounting firm may require that the representations be read out at the meeting if the representations of the relevant accounting firm are not sent in accordance with this sub-clause (2) and may make a further appeal.</p> <p>(4) An accounting firm which is leaving its post shall be entitled to attend meetings as follows:</p> <ol style="list-style-type: none"> 1. the general meeting at which its term of office would otherwise have expired; 2. the general meeting at which it is proposed to fill the vacancy caused by its removal; 3. the general meeting convened as a result of its resignation. <p>An accounting firm which is leaving its post shall be entitled to receive all notices of, and other information relating to, any such meetings, and to speak at any such meetings in relation to matters concerning its role as the former accounting firm of the Company.</p>	<p>(2) if the accounting firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall (unless the written representations are received too late):</p> <ol style="list-style-type: none"> 1. state the fact that representations have been made by the accounting firm leaving in any notice of the resolution given to shareholders, and 2. deliver as prescribed by the Articles of Association a copy of the representations as attachment to the notice to the shareholders. <p>(3) the relevant accounting firm may require that the representations be read out at the meeting if the representations of the relevant accounting firm are not sent in accordance with this sub-clause</p> <p>(2) and may make a further appeal.</p> <p>(4) An accounting firm which is leaving its post shall be entitled to attend meetings as follows:</p> <ol style="list-style-type: none"> 1. the general meeting at which its term of office would otherwise have expired; 2. the general meeting at which it is proposed to fill the vacancy caused by its removal; 3. the general meeting convened as a result of its resignation. <p>An accounting firm which is leaving its post shall be entitled to receive all notices of, and other information relating to, any such meetings, and to speak at any such meetings in relation to matters concerning its role as the former accounting firm of the Company.</p>

Original Provisions	Amended Provisions
<p>Article 227 Prior to the removal or the non-renewal of the appointment of the accounting firm, notice of such removal or non-renewal shall be given in advance to the accounting firm and such firm shall be entitled to make representation at the general meeting. Where the accounting firm resigns its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accounting firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following information:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any such circumstances which requires explanation. Where a notice is deposited as mentioned in the preceding paragraph, the Company shall, within fourteen days, send a copy of the notice to the relevant competent authorities. If the notice contains a statement under sub-clause (2) of the preceding paragraph, a copy of such statement shall be placed at the domicile of the Company for the inspection by shareholders. The Company shall also send a copy of such statement by prepaid mail to each holder of Overseas-listed Foreign Shares at the address registered in the register of members.</p> <p>Where the accounting firm's notice of resignation contains a statement of any circumstances which should be brought to the notice, it may require the Board to convene an extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>	<p>Article 193 Prior to the removal or the non-renewal of the appointment of the accounting firm, notice of such removal or non-renewal shall be given in advance to the accounting firm and such firm shall be entitled to make representation at the general meeting. Where the accounting firm resigns its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accounting firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following information:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any such circumstances which requires explanation. Where a notice is deposited as mentioned in the preceding paragraph, the Company shall, within fourteen days, send a copy of the notice to the relevant competent authorities. If the notice contains a statement under sub-clause (2) of the preceding paragraph, a copy of such statement shall be placed at the domicile of the Company for the inspection by shareholders. The Company shall also send a copy of such statement by prepaid mail to each holder of Overseas-listed Foreign Shares at the address registered in the register of members.</p> <p>Where the accounting firm's notice of resignation contains a statement of any circumstances which should be brought to the notice, it may require the Board to convene an extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>

Original Provisions	Amended Provisions
<p>Article 228 The merger or division of the Company shall be proposed by the Board and the proposal shall be submitted to the general meeting for approval in accordance with the procedures set out in the Articles of Association. Approval for merger or division shall be sought in accordance with the relevant legal requirements. A shareholder who disagrees with the proposed merger or division shall have the right to demand the Company or the consenting shareholders to acquire his/her shares at a fair price. The resolution of merger or division of the Company shall be contained in a special document for inspection by shareholders.</p> <p>In respect of the holders of H shares, the aforesaid document should also be dispatched to the shareholders by mail at the address as shown on the register of members.</p>	<p>Article 194 The merger or division of the Company shall be proposed by the Board and the proposal shall be submitted to the general meeting for approval in accordance with the procedures set out in the Articles of Association. Approval for merger or division shall be sought in accordance with the relevant legal requirements. A shareholder who disagrees with the proposed merger or division shall have the right to demand the Company or the consenting shareholders to acquire his/her shares at a fair price. The resolution of merger or division of the Company shall be contained in a special document for inspection by shareholders.</p> <p>In respect of the holders of H shares, the aforesaid document should also be dispatched to the shareholders by mail at the address as shown on the register of members.</p>
<p>Article 234 In the event that the Board resolves to liquidate the Company for any reason other than bankruptcy, it shall, in the notice on the general meeting to be held on this, state that the Board has made a comprehensive investigation of the Company's affairs, and is of the opinion that the Company can clear off all liabilities of the Company within 12 months from the commencement of liquidation.</p> <p>Upon passing of the resolution on liquidation at the general meeting, all functions and powers of the Board of the Company shall be immediately terminated.</p> <p>The liquidation committee shall follow the instructions from the general meeting, make at least one report each year to the general meeting on the income and expenditure of the liquidation committee as well as Company's business and progress on the liquidation, and present the final report to the general meeting on completion of the liquidation.</p>	<p>Delete</p>

Original Provisions	Amended Provisions
<p>Article 239 Upon completion of the Company’s liquidation, the liquidation committee shall prepare a liquidation report as well as an income/expenditure statement and financial books for the period of liquidation, which shall, after verification by certified public accountants in the PRC, be submitted at the general meeting or to the relevant competent authorities for confirmation. The liquidation committee shall submit the aforesaid documents to the company registration authorities, apply for cancellation of the Company’s registration, and announce the Company’s dissolution within 30 days after confirmation at the general meeting or by the relevant competent authorities.</p>	<p>Article 204 Upon completion of the Company’s liquidation, the liquidation committee shall prepare a liquidation report as well as an income/expenditure statement and financial books for the period of liquidation, which shall, after verification by certified public accountants in the PRC, be to submit at the general meeting or to the relevant competent authorities for confirmation, <u>file it with the company registration authority.</u> The liquidation committee shall submit the aforesaid documents to the company registration authorities, apply for cancellation of the Company’s registration, and announce the Company’s dissolution within 30 days after confirmation at the general meeting or by the relevant competent authorities.</p>
<p>Article 247 The Company shall set up its organization of the Communist Party of China (hereinafter referred to as “CPC” or the “Party”) in accordance with the requirements of the Constitution of the CPC and the Company Law, and the Party’s organization shall play the leadership role, providing direction, managing the overall situation and ensuring implementation. The Company shall adhere to and implement the simultaneous planning of the Party construction and the Company’s reform and development, the simultaneous establishment of the Party’s organization and work organizations, the simultaneous assignment of the responsible person of the Party’s organization and staff to deal with the Party affairs, and the simultaneous development of Party building work. The activities of Party’s organization at all levels of the Company shall be handled in accordance with the Constitution of the CPC and relevant policies and regulations.</p>	<p>Article 212 The Company shall set up its organization of the Communist Party of China (hereinafter referred to as “CPC” or the “Party”) in accordance with the requirements of the Constitution of the CPC and the Company Law, and the Party’s organization shall play the leadership role, providing direction, managing the overall situation and ensuring implementation. The Company shall adhere to and implement the simultaneous planning of the Party construction and the Company’s reform and development, the simultaneous establishment of the Party’s organization and work organizations, the simultaneous assignment of the responsible person of the Party’s organization and staff to deal with the Party affairs, and the simultaneous development of Party building work. The activities of Party’s organization at all levels of the Company shall be handled in accordance with the Constitution of the CPC and relevant policies and regulations. <u>The Company shall provide necessary conditions to facilitate the activities of the branch of the CPC.</u></p>

Original Provisions	Amended Provisions
<p>Article 252 Any amendment to the Company’s Articles of Association involving the Mandatory Provisions shall become effective upon approval by the examining and approving departments authorized by the State Council and the securities regulatory authorities of the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.</p>	<p>Article 217 Any amendment to the Company’s Articles of Association involving the Mandatory Provisions shall become effective upon approval by the examining and approving departments authorized by the State Council and the securities regulatory authorities of the State Council. <u>Where any amendment to the Articles of Association adopted by a resolution of the shareholders’ meeting is subject to the approval of the appropriate authorities, it shall be reported to the appropriate authorities for approval, and</u> if there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.</p>
<p>Article 253 Any amendments to the Articles of Association of the Company shall be subject to disclosure as required by the laws and regulations.</p>	<p>Article 218 <u>The board of directors shall amend the Articles of Association according to the resolution of the shareholders’ meeting to amend the Articles of Association and the opinions of the appropriate authorities expressed in their approvals.</u></p> <p>Any amendments to the Articles of Association of the Company shall be subject to disclosure as required by the laws and regulations.</p>
<p>CHAPTER XXII SETTLEMENT OF DISPUTES</p>	<p>Delete</p>
<p>Article 256 References to “above”, “within” and “below” in the Articles of Association are inclusive of the item itself whereas “except”, “outside”, “less than” and “more than” are exclusive of the item itself.</p>	<p>Article 222 References to “above”, “within”, “below” and “<u>no more than</u>” in the Articles of Association are inclusive of the item itself whereas “under”, “outside”, “less than” and “more than” are exclusive of the item itself.</p>

Original Provisions	Amended Provisions
	<p>Due to the addition or subtraction of articles and the adjustment of the order of articles, the serial number of the articles of the rule of procedure for general meetings will be adjusted accordingly. The serial number of the articles that refer to each other in the original rule of procedure for general meetings is changed, and the revised rule of procedure for general meetings shall also be changed accordingly.</p>
<p>Article 1 The rule of procedure for general meetings is formulated in accordance with laws and regulations such as the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), the Special Provisions an Companies Limited by Shares, Issuing Shares and Offshore Public Listing, which were promulgated by the State Council (國務院關於股份有限公司境外募集股份及上市的特別規定), Rules for Shareholders’ Meetings of Listed Companies (as amended in 2016) 《上市公司股東大會規則(2016年修訂)》 and the Articles of Association of Qingdao Port International Co., Ltd. (hereinafter referred to as the “The Articles of Association”), with an aim to safeguard the legitimate rights of whole shareholders and regulate the activities of Qingdao Port International Co., Ltd. (hereinafter referred to as the “Company”), ensure the standard and efficient operation of the Company’s shareholders’ meeting, and ensure the equal and effective rights exercised by shareholders.</p> <p>.....</p>	<p>Article 1 The rule of procedure for general meetings is formulated in accordance with laws and regulations such as the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the—Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), the Special Provisions an Companies Limited by Shares, Issuing Shares and Offshore Public Listing, which were promulgated by the State Council (國務院關於股份有限公司境外募集股份及上市的特別規定), Rules for Shareholders’ Meetings of Listed Companies (as amended in 2016) 《上市公司股東大會規則(2016年修訂)》 and the Articles of Association of Qingdao Port International Co., Ltd. (hereinafter referred to as the “The Articles of Association”), with an aim to safeguard the legitimate rights of whole shareholders and regulate the activities of Qingdao Port International Co., Ltd. (hereinafter referred to as the “Company”), ensure the standard and efficient operation of the Company’s shareholders’ meeting, and ensure the equal and effective rights exercised by shareholders.</p> <p>.....</p>

Original Provisions	Amended Provisions
<p>Article 3 The general meeting is the Company's authoritative organ which shall exercise its functions and powers in accordance with the laws:</p> <p>(1) to decide the Company's operational policies and investment plans;</p> <p>.....</p> <p>(14) to consider and approve the provision of guarantees under Article 64 of the Articles of Association;</p> <p>(15) to consider the Company's significant acquisition or disposal of material assets with a value exceeding 30% of the latest audited total assets of the Company within one year;</p> <p>(16) to consider the matters in relation to connected transactions or other transactions, which should be resolved by the shareholders at general meetings in accordance with the requirements of the listing rules in the jurisdiction where the shares of the Company are listed;</p> <p>(17) to consider and approve the changes in the use of proceeds from share offerings;</p> <p>(18) to consider the share incentive schemes;</p> <p>(19) to consider other matters which, according to the laws, administrative regulations, departmental rules and regulations, the listing rules in the jurisdiction where the shares of the Company are listed or the Articles of Association, should be resolved by the shareholders at general meetings.</p>	<p>Article 3 The general meeting is the Company's authoritative organ which shall exercise its functions and powers in accordance with the laws:</p> <p>(1) to decide the Company's operational policies and investment plans;</p> <p>.....</p> <p>(14) to consider and approve the provision of guarantees under Article 6456 of the Articles of Association;</p> <p>(15) to consider the Company's significant acquisition or disposal of material assets with a value exceeding 30% of the latest audited total assets of the Company within one year;</p> <p>(16) to consider the matters in relation to connected transactions or other transactions, which should be resolved by the shareholders at general meetings in accordance with the requirements of the listing rules in the jurisdiction where the shares of the Company are listed;</p> <p>(17) to consider and approve the changes in the use of proceeds from share offerings;</p> <p>(18) to consider the share incentive schemes and employee stock ownership plan;</p> <p>(19) to consider other matters which, according to the laws, administrative regulations, departmental rules and regulations, the listing rules in the jurisdiction where the shares of the Company are listed or the Articles of Association, should be resolved by the shareholders at general meetings.</p>

Original Provisions	Amended Provisions
New Article	<p data-bbox="810 278 1359 427"><u>Article 4 The following guarantees provided to third parties provided by the Company shall be subject to consideration and approval at general meetings:</u></p> <p data-bbox="810 474 1359 655"><u>(1) any provision of guarantee, where the total amount of external guarantees provided by the Company or its subsidiaries exceeds 50% of the latest audited net assets;</u></p> <p data-bbox="810 702 1359 851"><u>(2) any provision of guarantee, where the total amount of external guarantees provided by the Company exceeds 30% of the latest audited total assets;</u></p> <p data-bbox="810 898 1359 1046"><u>(3) Guarantees provided by the Company within one year exceed 30% of the Company's audited total assets of the last period;</u></p> <p data-bbox="810 1093 1359 1157"><u>(4) any provision of guarantee to anyone whose gearing ratio exceeds 70%;</u></p> <p data-bbox="810 1204 1359 1310"><u>(5) any provision of a single guarantee in the amount exceeding 10% of the latest audited net assets;</u></p> <p data-bbox="810 1357 1359 1464"><u>(6) any provision of guarantee to shareholders, de facto controller and their related parties;</u></p> <p data-bbox="810 1510 1359 1702"><u>(7) such other guarantees as defined by the stock exchange on which the shares of the Company are listed and the Articles of Association which should be resolved by the shareholders at general meetings.</u></p>

Original Provisions	Amended Provisions
	<p><u>When the general meeting is considering a proposal to provide guarantee for any shareholder, de facto controller or their related party, the said shareholder or the shareholders controlled by the de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to adoption by more than half of the voting rights of the other shareholders present at the general meeting. Save for the foregoing, other external guarantees are subject to consideration and approval by the Board as authorized by way of resolution made by two-thirds or more of the directors present at the board meeting.</u></p> <p><u>If the Company's external guarantee violates the approval authority and deliberation procedures and causes losses to the Company, the Company has the right to pursue responsibilities with the relevant responsible persons.</u></p>
<p>Article 5 General meetings are divided into annual general meetings and extraordinary general meetings; or whole shareholders' meetings and class meetings.</p> <p>Annual general meetings are held once a year and within 6 months from the end of the preceding fiscal year. The extraordinary general meetings shall be convened from time to time. In case of the circumstances mentioned in Article 6 of this rule of procedure for general meetings, the extraordinary general meetings shall be convened within 2 months.</p> <p>If the Company fails to hold the shareholders' meeting within the above-mentioned time period, it shall report to the dispatched office of the Securities Regulatory Commission under The State Council and the stock exchange, explain the reasons and make a public announcement.</p>	<p>Article 6 General meetings are divided into annual general meetings and extraordinary general meetings; or whole shareholders' meetings and class meetings.</p> <p>Annual general meetings are held once a year and within 6 months from the end of the preceding fiscal year. The extraordinary general meetings shall be convened from time to time. In case of the circumstances mentioned in Article 6 of this rule of procedure for general meetings, the extraordinary general meetings shall be convened within 2 months.</p> <p>If the Company fails to hold the shareholders' meeting within the above-mentioned time period, it shall report to the dispatched office of the Securities Regulatory Commission under The State Council and the stock exchange, explain the reasons and make a public announcement.</p>

Original Provisions	Amended Provisions
<p>Shareholders who hold different types of shares are class shareholders. Apart from other classes of shareholders, domestic shareholders and H-share shareholders are regarded as different classes of shareholders. If the Company intends to change or abolish the rights of class shareholders, it shall, in accordance with the provisions of the Articles of Association, pass a special resolution by the general meeting of shareholders and convene a class meeting. Only class shareholders may attend class general meetings.</p>	<p>Shareholders who hold different types of shares are class shareholders. Apart from other classes of shareholders, domestic shareholders and H-share shareholders are regarded as different classes of shareholders. If the Company intends to change or abolish the rights of class shareholders, it shall, in accordance with the provisions of the Articles of Association, pass a special resolution by the general meeting of shareholders and convene a class meeting. Only class shareholders may attend class general meetings.</p>
<p>Article 9 Two or more shareholders in aggregate holding of 10% or more of the shares carrying the right to vote at the meeting can request the Board to convene an extraordinary general meeting or a class meeting by signing one or several copies in counterparts of written request(s) in the same form and content, and state the subject of meeting and resolutions proposed. The shareholdings referred to above shall be calculated as at the date of written request made.</p>	<p>Article 10 Two or more shareholders in aggregate holding of 10% or more of the shares carrying the right to vote at the meeting can request the Board to convene an extraordinary general meeting or a class meeting by signing one or several copies in counterparts of written request(s) in the same form and content, and state the subject of meeting and resolutions proposed. The shareholdings referred to above shall be calculated as at the date of written request made.</p>
<p>Article 10 The Board shall, within ten (10) days upon the receipt of such written requests under Article 9, reply in writing on whether or not the Board agrees to convene an extraordinary general meeting or a class meeting. If the Board agrees to convene an extraordinary general meeting or a class meeting, it will issue a notice of meeting within five (5) days after the resolution is made by the Board. Any change to the original request in the notice shall be subject to the consent from relevant shareholders.</p>	<p>Article 11 The Board shall, within ten (10) days upon the receipt of such written requests under Article 910, reply in writing on whether or not the Board agrees to convene an extraordinary general meeting or a class meeting. If the Board agrees to convene an extraordinary general meeting or a class meeting, it will issue a notice of meeting within five (5) days after the resolution is made by the Board. Any change to the original request in the notice shall be subject to the consent from relevant shareholders.</p>

Original Provisions	Amended Provisions
<p>If the Board does not agree to convene an extraordinary general meeting or a class meeting, or does not reply within ten (10) days upon the receipt of the request, shareholders individually or jointly holding 10% or more of the shares carrying the right to vote at the proposed meeting shall have the right to propose to the Board of Supervisors on convening an extraordinary general meeting or a class meeting and such proposal shall be made in the form of written request to the Board of Supervisors.</p> <p>If the Board of Supervisors agrees to convene an extraordinary meeting or a class meeting, it shall issue a notice of meeting within five (5) days upon the receipt of the request. Any change to the original proposal in the notice shall be subject to the consent from relevant shareholders. The Board of Supervisors' failure to issue the notice of meeting within the prescribed period shall be deemed as the Board of Supervisors not convening and not presiding over the meeting. As such, shareholders individually or jointly holding more than 10% of the shares of the Company for more than ninety (90) consecutive days can convene and hold the meeting by themselves.</p> <p>.....</p>	<p>If the Board does not agree to convene an extraordinary general meeting or a class meeting, or does not reply within ten (10) days upon the receipt of the request, shareholders individually or jointly holding 10% or more of the shares carrying the right to vote at the proposed meeting shall have the right to propose to the Board of Supervisors on convening an extraordinary general meeting or a class meeting and such proposal shall be made in the form of written request to the Board of Supervisors.</p> <p>If the Board of Supervisors agrees to convene an extraordinary meeting or a class meeting, it shall issue a notice of meeting within five (5) days upon the receipt of the request. Any change to the original proposal in the notice shall be subject to the consent from relevant shareholders. The Board of Supervisors' failure to issue the notice of meeting within the prescribed period shall be deemed as the Board of Supervisors not convening and not presiding over the meeting. As such, shareholders individually or jointly holding more than 10% of the shares of the Company for more than ninety (90) consecutive days can convene and hold the meeting by themselves.</p> <p>.....</p>
<p>Article 12 The Board of Supervisors has the right to propose to the Board to convene an extraordinary general meeting or a class meeting and shall propose the same to the Board in writing. The Board shall give its reply in writing stating whether it agrees or disagrees to convene the extraordinary general meeting or the class meeting within 10 days upon the receipt of the said proposal in accordance with the laws, regulations and the Articles of Association.</p>	<p>Article 13 The Board of Supervisors has the right to propose to the Board to convene an extraordinary general meeting or a class meeting and shall propose the same to the Board in writing. The Board shall give its reply in writing stating whether it agrees or disagrees to convene the extraordinary general meeting or the class meeting within 10 days upon the receipt of the said proposal in accordance with the laws, regulations and the Articles of Association.</p>

Original Provisions	Amended Provisions
<p>Where the Board agrees to convene the extraordinary general meeting or the class meeting, a notice for convening the extraordinary general meeting or the class meeting shall be issued within five (5) days after the Board passed the relevant resolution. Any change to the original proposal in the notice shall be subject to the agreement of the Board of Supervisors. Where the Board disagrees to convene the extraordinary general meeting or the class meeting or fails to give the reply in writing within ten (10) days upon receipt of the proposal, this shall be deemed as the Board being unable or failing to exercise the functions and powers of convening the general meeting or the class meeting. As such, the Board of Supervisors can convene and preside over the meeting by itself.</p>	<p>Where the Board agrees to convene the extraordinary general meeting or the class meeting, a notice for convening the extraordinary general meeting or the class meeting shall be issued within five (5) days after the Board passed the relevant resolution. Any change to the original proposal in the notice shall be subject to the agreement of the Board of Supervisors. Where the Board disagrees to convene the extraordinary general meeting or the class meeting or fails to give the reply in writing within ten (10) days upon receipt of the proposal, this shall be deemed as the Board being unable or failing to exercise the functions and powers of convening the general meeting or the class meeting. As such, the Board of Supervisors can convene and preside over the meeting by itself.</p>
<p>Article 13 In the event that the Board of Supervisors or the shareholder(s) decide(s) to convene the general meeting on its or their own, the Board of Supervisors or the shareholder(s) shall notify the Board in writing and file with the branch office of the China Securities Regulatory Commission at the place where the Company resides and the stock exchange.</p> <p>The shareholding in the Company of the shareholder(s) who convene(s) a general meeting shall be not less than 10% prior to the announcement of resolutions of the general meeting.</p> <p>The Board of Supervisors or the convening shareholder(s) shall submit relevant evidencing documents to the branch office of the China Securities Regulatory Commission at the place where the Company resides as well as the stock exchange upon the issuance of notice for the general meeting and announcement of resolutions of the general meeting.</p>	<p>Article 14 In the event that the Board of Supervisors or the shareholder(s) decide(s) to convene the general meeting on its or their own, the Board of Supervisors or the shareholder(s) shall notify the Board in writing and file with the branch office of the China Securities Regulatory Commission at the place where the Company resides and the stock exchange.</p> <p>The shareholding in the Company of the shareholder(s) who convene(s) a general meeting shall be not less than 10% prior to the announcement of resolutions of the general meeting.</p> <p>The Board of Supervisors or the convening shareholder(s) shall submit relevant evidencing documents to the branch office of the China Securities Regulatory Commission at the place where the Company resides as well as the stock exchange upon the issuance of notice for the general meeting and announcement of resolutions of the general meeting.</p>

Original Provisions	Amended Provisions
<p>Article 23 Notice of general meeting shall be served on the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members. For the holders of Domestic Shares, notice of meetings may be issued by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council under the premise of compliance with the laws, regulations, this Articles of Association and listing rules in the jurisdiction where the shares of the Company are listed; after the publication of the announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>.....</p>	<p>Article 24 Notice of general meeting shall be served on the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members. For the holders of Domestic Shares,The notice of meetings may be issued by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be <u>the contents of information disclosure published in the media in compliance with the conditions as prescribed in one or more newspapers designated</u> by the securities regulatory authorities of the State Council <u>and in the website of the stock exchange</u> under the premise of compliance with the laws, regulations, this Articles of Association and listing rules in the jurisdiction where the shares of the Company are listed; after the publication of the announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>.....</p>
<p>Article 24 A notice of a shareholders' meeting shall be subject to and conditional upon:</p> <p>(1) being served in writing;</p> <p>(2) specifying the place, the time and date of the meeting;</p> <p>(3) stating the issues to be considered at the meeting;</p> <p>(4) specifying the Record Date for shareholders who are entitled to attend the general meeting;</p>	<p>Article 25 A notice of a shareholders' meeting shall be subject to and conditional upon:</p> <p>(1) being served in writing;</p> <p>(2) specifying the place, the time and date of the meeting;</p> <p>(3) stating the issues to be considered at the meeting;</p> <p>(4) specifying the Record Date for shareholders who are entitled to attend the general meeting;</p>

Original Provisions	Amended Provisions
<p>(5) providing such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be considered. Without limiting the generality of the foregoing, where a proposal is made (including but not limited to) upon a merger of the Company, share repurchases, share capital reorganization or other reorganization of the Company in any other way, the specific terms of the proposed transaction shall be provided in details together with copies of the proposed contracts (if any), and the cause and effect of such proposal shall be properly explained;</p>	<p>(5) providing such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be considered. Without limiting the generality of the foregoing, where a proposal is made (including but not limited to) upon a merger of the Company, share repurchases, share capital reorganization or other reorganization of the Company in any other way, the specific terms of the proposed transaction shall be provided in details together with copies of the proposed contracts (if any), and the cause and effect of such proposal shall be properly explained;</p>
<p>(6) containing a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, general manager, vice general manager and other senior management members in the proposed transaction; and the effect of the proposed transaction on the director, supervisor, general manager, vice general manager and other senior management members in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</p>	<p>(6) containing a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, general manager, vice general manager and other senior management members in the proposed transaction; and the effect of the proposed transaction on the director, supervisor, general manager, vice general manager and other senior management members in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</p>
<p>(7) containing the full text of a special resolution to be proposed at the meeting;</p>	<p>(7) containing the full text of a special resolution to be proposed at the meeting;</p>
<p>(8) containing a conspicuous statement that a shareholder entitled to attend and vote may appoint one or more proxies to attend and vote and such proxy is not necessarily a shareholder;</p>	<p>(8) containing a conspicuous statement that a shareholder entitled to attend and vote may appoint one or more proxies to attend and vote and such proxy is not necessarily a shareholder;</p>
<p>(9) specifying the time and place for service of voting proxy forms for the relevant meeting;</p>	<p>(9) specifying the time and place for service of voting proxy forms for the relevant meeting;</p>
<p>(10) specifying the name and telephone number of the contact person of the meeting.</p>	<p>(10) specifying the name and telephone number of the contact person of the meeting.</p>

Original Provisions	Amended Provisions
	<p>(10) specifying the name and telephone number of the contact person of the meeting.</p> <p><u>(1) the place, date and time of the meeting;</u></p> <p><u>(2) the matters and proposals submitted to the meeting for deliberation;</u></p> <p><u>(3) a statement in conspicuous Chinese characters that: all common shareholders (including preferred shareholders whose voting rights are restored) have the right to attend the shareholders' meeting and may attend the meeting and vote by proxy in writing, and proxies are not necessarily shareholders of the Company;</u></p> <p><u>(4) the date of record of shareholders entitled to attend the shareholders' meeting;</u></p> <p><u>(5) the name and telephone number of the permanent liaison for meeting affairs;</u></p> <p><u>(6) voting time and voting procedures by online or other means;</u></p> <p><u>(7) the requirements as set out by laws, administrative regulations, departmental rules, and stock exchange where the Company's shares are listed and other requirements as set out by the Articles of Association.</u></p>
<p>Article 56 When major matters affecting the interests of small and medium investors are considered at the general meeting, votes shall be counted separately for small and medium investors. The results of separate counting of votes shall be publicly disclosed in a timely manner.</p>	<p>Article 57 When major matters affecting the interests of small and medium investors are considered at the general meeting, votes shall be counted separately for small and medium investors. The results of separate counting of votes shall be publicly disclosed in a timely manner.</p>

Original Provisions	Amended Provisions
<p>The Board, independent directors and shareholders holding more than 1% of voting shares, or investor protection agencies established according to laws, administrative regulations or provisions of the securities regulatory authority under the State Council may, as the collector, independently or by entrusting a securities company or securities service agency, publicly request the shareholders of the Company to entrust it to attend the shareholders' general meeting on their behalf and to exercise shareholder rights such as the right to propose and the right to vote.</p> <p>While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting reference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights.</p>	<p><u>Where a shareholder purchases shares of the Company with voting rights in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall neither be exercised within 36 months after the purchase, nor be included in the total number of shares with voting rights attending the shareholders' meeting.</u></p> <p>The Board, independent directors and shareholders holding more than 1% of voting shares, or investor protection agencies established according to laws, administrative regulations or provisions of the securities regulatory authority under the State Council may, as the collector, independently or by entrusting a securities company or securities service agency, publicly request the shareholders of the Company to entrust it to attend the shareholders' general meeting on their behalf and to exercise shareholder rights such as the right to propose and the right to vote.</p> <p>While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting reference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights, <u>except under statutory conditions.</u></p>
<p>Article 58 On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all his/her votes in the same way.</p>	<p>Delete</p>

Original Provisions	Amended Provisions
<p>Article 64 In the case of equal votes for and against the resolution whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote.</p>	<p>Delete</p>
<p>Article 65 Before the relevant proposed resolution is voted on at the general meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is interested in the matter under consideration and his proxy shall not take part in counting the votes or scrutinizing the conduct of the poll. When the relevant proposed resolution is being voted on at the general meeting, one of the lawyers, shareholders' representatives, representatives of Supervisors and auditors or H-Share registrar or external accountants qualified to serve as an auditor respectively shall be jointly responsible for counting the votes and scrutinizing the conduct of the poll, and the voting result shall be announced at the meeting. The voting results relating to such proposed resolution shall be recorded in the minutes of meeting.</p> <p>.....</p>	<p>Article 64 Before the relevant proposed resolution is voted on at the general meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is affiliated to any matter interested in the matter under consideration and his proxy shall not take part in counting the votes or scrutinizing the conduct of the poll. When the relevant proposed resolution is being voted on at the general meeting, one of the lawyers, shareholders' representatives, representatives of Supervisors and auditors or H-Share registrar or external accountants qualified to serve as an auditor respectively shall be jointly responsible for counting the votes and scrutinizing the conduct of the poll, and the voting result shall be announced at the meeting. The voting results relating to such proposed resolution shall be recorded in the minutes of meeting.</p> <p>.....</p>
<p>Article 71 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) the increase or decrease in share capital, repurchase of shares of the Company and the issue of shares of any class, warrants and other similar securities of the Company;</p> <p>(2) the issuance of bonds of the Company;</p> <p>(3) the division, merger, dissolution, liquidation of the Company and change of corporate form of the Company;</p>	<p>Article 70 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) the increase or decrease in registered capital share capital, repurchase of shares of the Company and the issue of shares of any class, warrants and other similar securities of the Company;</p> <p>(2) the issuance of bonds of the Company;</p> <p>(3) the division, splitting, merger, dissolution, liquidation of the Company and change of corporate form of the Company;</p>

Original Provisions	Amended Provisions
<p>(4) amendments to the Articles of Association;</p> <p>(5) any plans of the Company to purchase or sell major assets or provides a guarantee, within a year, the amount of which exceeds 30% of the Company's latest audited total assets;</p> <p>(6) share incentive scheme;</p> <p>(7) such other matters provided by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association and be considered by the general meeting by way of an ordinary resolution to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution.</p>	<p>(4) amendments to the Articles of Association;</p> <p>(5) any plans of the Company to purchase or sell major assets or provides a guarantee, within a year, the amount of which exceeds 30% of the Company's latest audited total assets;</p> <p>(6) share incentive scheme;</p> <p>(7) such other matters provided by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association and be considered by the general meeting by way of an ordinary resolution to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution.</p>
<p>CHAPTER XI SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS</p>	<p>Delete</p>

Original Provisions	Amended Provisions
	<p>Due to the addition or subtraction of articles and the adjustment of the order of articles, the serial number of the articles of the rule of procedure for board meetings will be adjusted accordingly. The serial number of the articles that refer to each other in the original rule of procedure for board meetings is changed, and the revised rule of procedure for board meetings shall also be changed accordingly.</p>
<p>Article 7 The board of directors exercises the following powers and functions:</p> <p>(1) to be responsible for the convening of general meetings and report its work at the general meetings;</p> <p>.....</p> <p>(8) to decide on matters relating to the Company’s external investments, assets acquisitions and disposals, assets pledges, entrusted financial management and connected transactions within the authorization granted by the general meeting;</p> <p>(9) to decide on the establishment of an internal management department of the Company;</p> <p>(10) to appoint or dismiss the Company’s general manager, the board secretary and the company secretary, and pursuant to the general manager’s nominations, to appoint or dismiss the vice general manager and other senior management of the Company and determine their remunerations;</p> <p>.....</p>	<p>Article 7 The board of directors exercises the following powers and functions:</p> <p>(1) to be responsible for the convening of general meetings and report its work at the general meetings;</p> <p>.....</p> <p>(8) to decide on matters relating to the Company’s external investments, assets acquisitions and disposals, assets pledges, entrusted financial management and connected transactions, <u>external donation and other matters</u> within the authorization granted by the general meeting;</p> <p>(9) to decide on the establishment of an internal management department of the Company;</p> <p>(10) to appoint or dismiss the Company’s general manager, the board secretary and the company secretary <u>and determine matters concerning their remuneration, punishment and reward;</u> and pursuant to the general manager’s nominations, to appoint or dismiss the vice general manager and other senior management of the Company and determine their remunerations, <u>punishment and reward;</u></p> <p>.....</p>

Original Provisions	Amended Provisions
<p>Article 8 The Board shall not, without prior approval of shareholders in a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value for the proposed disposal and the value for any similar disposal of fixed assets in the four months preceding the proposed disposal, exceeds 33% of the value of the Company’s fixed assets as stated in the latest balance sheet placed before the general meeting. A “disposal of fixed assets” as referred to in this article includes an act involving the transfer of an interest in certain assets but does not include the act of providing guarantee with fixed assets. Breach of sub-clause 1 of this Article shall not prejudice the validity of any transaction entered into by the Company in disposal of fixed assets.</p>	<p>Delete</p>
<p>Article 11 For the following matters subject to the determination of the Board under the authorization of the general meeting, the Board should confirm the authorizations and formulate stringent examination and approval system for external investments, acquisitions or disposal of assets, mortgage of assets, entrusted wealth management and connected transactions, and establish stringent examination and decision-making procedures; and specialists or professional personnel shall be organized to assess and examine any material investment projects, and matters subject to the general meeting under the laws, administrative regulations, departmental rules and regulations as well as the Articles of Association shall be submitted to the general meeting for approval by the Board after consideration. The Board shall have the right to make decision on the following matters:</p> <p>(1) the Company’s financing activities other than issuance of the bonds or other securities as well as the listing with a single amount not exceeding 50% of the Company’s latest audited net asset;</p> <p>.....</p>	<p>Article 10 For the following matters subject to the determination of the Board under the authorization of the general meeting, the Board should confirm the authorizations and formulate stringent examination and approval system for external investments, acquisitions or disposal of assets, mortgage of assets, entrusted wealth management, connected transactions, <u>external guarantees and external donation</u>, and establish stringent examination and decision-making procedures; and specialists or professional personnel shall be organized to assess and examine any material investment projects, and matters subject to the general meeting under the laws, administrative regulations, departmental rules and regulations as well as the Articles of Association shall be submitted to the general meeting for approval by the Board after consideration. The Board shall have the right to make decision on the following matters:</p> <p>(1) the Company’s financing activities other than issuance of the bonds or other securities as well as the listing with a single amount not exceeding 50% of the Company’s latest audited net asset;</p> <p>.....</p>

Original Provisions	Amended Provisions
<p>Article 15 A person shall be disqualified for being a director of the Company in any of the following circumstances:</p> <p>.....</p> <p>(6) the person has been involved in a criminal offence which is subject to investigation by the judicial authority, and the case remains unsettled;</p> <p>(7) a period of five years has not yet elapsed since the person was adjudged by the relevant regulatory authorities to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty;</p> <p>(8) the person is subject to a penalty of prohibition from engaging in securities market activities imposed by the securities regulatory authority of the State Council, where the term of the penalty has not yet expired;</p> <p>(9) any other circumstances as prescribed by laws, administrative regulations or the rules of the jurisdiction where shares of the Company are listed.</p> <p>Where any director is elected or appointed in violation of this article, such election or appointment shall be void. Where any director falls under any of the circumstances as set out in this article during his or her term of office, the Company shall remove him or her from the office.</p>	<p>Article 14 A person shall be disqualified for being a director of the Company in any of the following circumstances:</p> <p>.....</p> <p>(6) the person has been involved in a criminal offence which is subject to investigation by the judicial authority, and the case remains unsettled;</p> <p>(7) a period of five years has not yet elapsed since the person was adjudged by the relevant regulatory authorities to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty;</p> <p>(8) the person is subject to a penalty of prohibition from engaging in securities market activities imposed by the securities regulatory authority of the State Council, banned by the CSRC from access to the securities market, and the ban has not yet expired;</p> <p>(9) any other circumstances as prescribed by laws, administrative regulations or the rules of the jurisdiction where shares of the Company are listed.</p> <p>Where any director is elected or appointed in violation of this article, such election or appointment shall be void. Where any director falls under any of the circumstances as set out in this article during his or her term of office, the Company shall remove him or her from the office.</p>

Original Provisions	Amended Provisions
<p>Article 21 The directors shall abide by laws, administrative regulations and the Articles of Association and bear the following diligence obligations to the Company:</p> <p>(1) to understand the status of the company’s business operation and management and financial conditions in a timely manner;</p> <p>(2) to supervise the performance of duties of other directors and senior management;</p> <p>(3) to treat all shareholders equally;</p> <p>(4) other duties of diligence as set out by laws, administrative regulations, departmental rules, the listing rules in the jurisdiction where the shares of the Company are listed and the Articles of Association.</p>	<p>Article 20 The directors shall abide by laws, administrative regulations and the Articles of Association and bear the following diligence obligations to the Company:</p> <p>(1) to understand the status of the company’s business operation and management and financial conditions in a timely manner;</p> <p>(2) to supervise the performance of duties of other directors and senior management;</p> <p>(3) to treat all shareholders equally;</p> <p><u>(1) shall prudentially, carefully and diligently exercise the rights conferred by the Company to ensure that the business conduct of the Company complies with the laws and administrative regulations of the state and the requirements of various economic policies of the state and the commercial transactions of the Company are within the scope of business indicated in the business license of the Company;</u></p> <p><u>(2) shall fairly treat all shareholders;</u></p> <p><u>(3) shall keep them informed in a timely manner of the operating and management conditions of the Company;</u></p> <p><u>(4) shall confirm in writing and sign the periodic reports of the Company, and ensure the veracity, accuracy and completeness of the information disclosed by the Company;</u></p> <p><u>(5) shall honestly provide relevant information and materials to the board of supervisors, and may not interfere with the exercise of functions by the board of supervisors or supervisors;</u></p> <p>(46) other duties of diligence as set out by laws, administrative regulations, departmental rules, the listing rules in the jurisdiction where the shares of the Company are listed and the Articles of Association.</p>

Original Provisions	Amended Provisions
<p>Article 27 Where a director of the Company, before the Company’s first consideration of formulation of any contract, transaction or arrangement, provides to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in such contracts, transactions or arrangements of any description which may subsequently be made by the Company, the content stated in such notice shall be deemed for the purposes of the preceding article to be a sufficient disclosure of the interests of the director.</p>	<p>Delete</p>
<p>Article 62 A simple majority of the votes of all directors is required for passing of a board ordinary resolution. In accordance with the provisions of the articles of association of the company, the board of directors shall make a resolution on the matters of guarantee within the scope of its authority, and in addition to the consent of more than half of all the directors of the company, it must also obtain the consent of more than two-thirds of the directors present at the meeting.</p> <p>If there is a contradiction in the content and meaning of different resolutions, the later resolution shall prevail.</p> <p>Where the number of votes cast for and against a resolution is the same, the chairman of the Board shall have a casting vote.</p>	<p>Article 60 A simple majority of the votes of all directors is required for passing of a board ordinary resolution. In accordance with the provisions of the articles of association of the company, the board of directors shall make a resolution on the matters of guarantee within the scope of its authority, and in addition to the consent of more than half of all the directors of the company, it must also obtain the consent of more than two-thirds of the directors present at the meeting.</p> <p>If there is a contradiction in the content and meaning of different resolutions, the later resolution shall prevail.</p> <p>Where the number of votes cast for and against a resolution is the same, the chairman of the Board shall have a casting vote.</p>
<p>Article 82 References to “above” and “within” are inclusive of the items themselves, and “over” is exclusive of the item itself in the rule of procedure for board meetings. Reference to the term “Related” shall have the same meaning as ascribed to the term “Connected” according to the Hong Kong Listing Rules.</p>	<p>Article 80 References to “above”, “within”, “<u>no more than</u>” are inclusive of the items themselves, and “over” and “<u>below</u>” are exclusive of the items themselves in the rule of procedure for board meetings. Reference to the term “Related” shall have the same meaning as ascribed to the term “Connected” according to the Hong Kong Listing Rules.</p>

Original Provisions	Amended Provisions
<p>Article 7 A person shall be disqualified for being a supervisor of the Company in any of the following circumstances:</p> <p>.....</p> <p>(1) the individual has no capacity to undertake civil liabilities or restricted capacity to undertake civil liabilities</p> <p>.....</p> <p>(6) the person has been involved in a criminal offence which is subject to investigation by the judicial authority, and the case remains unsettled;</p> <p>(7) a period of five years has not yet elapsed since the person was adjudged by the relevant regulatory authorities to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty;</p> <p>(8) the person is subject to a penalty of prohibition from engaging in securities market activities imposed by the securities regulatory authority of the State Council, where the term of the penalty has not yet expired;</p> <p>(9) any other circumstances as prescribed by laws, administrative regulations or the rules of the jurisdiction where shares of the Company are listed.</p> <p>Where any supervisor is elected in violation of this article, such election shall be void. Where any supervisor falls under any of the circumstances as set out in this article during his or her term of office, the Company shall remove him or her from the office.</p>	<p>Article 7 A person shall be disqualified for being a supervisor of the Company in any of the following circumstances:</p> <p>.....</p> <p>(1) the individual has no capacity to undertake civil liabilities or restricted capacity to undertake civil liabilities</p> <p>.....</p> <p>(6) the person has been involved in a criminal offence which is subject to investigation by the judicial authority, and the case remains unsettled;</p> <p>(7) a period of five years has not yet elapsed since the person was adjudged by the relevant regulatory authorities to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty;</p> <p>(86) the person is subject to a penalty of prohibition from engaging in securities market activities imposed by the securities regulatory authority of the State Council, banned by the CSRC from access to the securities market, and the ban has not yet expired;</p> <p>(97) any other circumstances as prescribed by laws, administrative regulations or the rules of the jurisdiction where shares of the Company are listed.</p> <p>Where any supervisor is elected in violation of this article, such election shall be void. Where any supervisor falls under any of the circumstances as set out in this article during his or her term of office, the Company shall remove him or her from the office.</p>

Original Provisions	Amended Provisions
<p>Article 22 The board of supervisors shall perform the following functions:</p> <p>(1) Reviewing the Company’s periodical reports and making written comments thereon after review;</p> <p>.....</p> <p>Supervisors may observe the meetings of the board of directors, and make inquiries or offer recommendations regarding matters to be resolved at the meetings of the board of directors.</p>	<p>Article 22 The board of supervisors shall perform the following functions:</p> <p>(1) Reviewing the Company’s periodical reports and making written comments thereon after review;</p> <p>.....</p> <p>Supervisors may observe the meetings of the board of directors, and make inquiries or offer recommendations regarding matters to be resolved at the meetings of the board of directors.</p> <p><u>Supervisors shall guarantee the veracity, accuracy and completeness of the information disclosed by the Company, and confirm in writing and sign the periodic reports of the Company.</u></p>
<p>Article 43 References to “above” and “less” are inclusive of the items themselves, and “over” is exclusive of the item itself in the rules of procedures for supervisory meetings.</p>	<p>Article 43 References to “above” and “less” are inclusive of the items themselves, and “over” and “<u>below</u>” are exclusive of the items themselves in the rules of procedures for supervisory meetings.</p>

Original Provisions	Amended Provisions
	<p>In accordance with the Company's internal restructuring, the "Finance Department" was renamed into the "Financial Management Department", the "Supervisory and Audit Department" was renamed into the "Audit Department", and the "Legal Affairs Department" was renamed into the "Legal Compliance Department".</p>
<p>Article 1 The rule of external guarantee management system is formulated in accordance with laws and regulations such as the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), Notice on Regulating the External Guarantee Behavior of Listed Companies, Notice on Several Issues Concerning the Regulation of Funds Transactions between Listed Companies and Related Parties and External Guarantees of Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (上海證券交易所股票上市規則), the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (hereinafter referred to as the "Hong Kong Listing Rules") and other applicable laws, regulations and other normative documents and the provisions of the Articles of Association of Qingdao Port International Co., Ltd. (hereinafter referred to as the "The Articles of Association"), with an aim to promote the integrity, self-discipline and standardized operation of Qingdao Port International Co., Ltd. (hereinafter referred to as the "Company"), maintain the Company's external image of integrity, fairness and transparency, strengthen the Company's external guarantee management, avoid and reduce operational risks and financial risks, and safeguard the interests of investors.</p>	<p>Article 1 The rule of external guarantee management system is formulated in accordance with laws and regulations such as the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), Notice on Regulating the External Guarantee Behavior of Listed Companies, Notice on Several Issues Concerning the Regulation of Funds Transactions between Listed Companies and Related Parties and External Guarantees of Listed Companies, <u>Guidance on the Supervision of Listed Companies No. 8 – Regulatory Requirements for Funds Transactions and External Guarantees of Listed Companies,</u> the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (上海證券交易所股票上市規則), the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (hereinafter referred to as the "Hong Kong Listing Rules") and other applicable laws, regulations and other normative documents and the provisions of the Articles of Association of Qingdao Port International Co., Ltd. (hereinafter referred to as the "The Articles of Association"), with an aim to promote the integrity, self-discipline and standardized operation of Qingdao Port International Co., Ltd. (hereinafter referred to as the "Company"), maintain the Company's external image of integrity, fairness and transparency, strengthen the Company's external guarantee management, avoid and reduce operational risks and financial risks, and safeguard the interests of investors.</p>

Original Provisions	Amended Provisions
<p>Article 18 The following guarantees provided to third parties provided by the Company shall be subject to approval at general meetings after the consideration by Board meetings:</p> <p>(1) any provision of guarantee, where the total amount of external guarantees provided by the Company or its subsidiaries reaches or exceeds 50% of the latest audited net assets;</p> <p>(2) any provision of guarantee, where the total amount of external guarantees provided by the Company reaches or exceeds 30% of the latest audited total assets;</p> <p>(3) any provision of guarantee to anyone whose gearing ratio exceeds 70%;</p> <p>(4) any provision of a single guarantee in the amount exceeding 10% of the latest audited net assets;</p> <p>(5) any provision of guarantee to shareholders, de facto controller and their related parties;</p> <p>(6) such other guarantees as defined by the stock exchange on which the shares of the Company are listed and the Articles of Association which should be resolved by the shareholders at general meetings.</p> <p>.....</p> <p>When the general meeting considers the proposal (5) above, such shareholder or shareholders under the domination of such de facto controller and their associates (and relevant persons designated in accordance with the listing rules of the place of listing) shall not be permitted to participate in such vote and shall not be counted as part of the quorum, and such vote shall be approved by more than half of the votes held by other shareholders present at the general meeting.</p>	<p>Article 18 The following guarantees provided to third parties provided by the Company shall be subject to approval at general meetings after the consideration by Board meetings:</p> <p>(1) any provision of guarantee, where the total amount of external guarantees provided by the Company or its subsidiaries reaches or exceeds 50% of the latest audited net assets;</p> <p>(2) any provision of guarantee, where the total amount of external guarantees provided by the Company reaches or exceeds 30% of the latest audited total assets;</p> <p><u>(3) Guarantees provided by the Company within one year exceed 30% of the Company's audited total assets of the last period;</u></p> <p>(34) any provision of guarantee to anyone whose gearing ratio exceeds 70%;</p> <p>(45) any provision of a single guarantee in the amount exceeding 10% of the latest audited net assets;</p> <p>(56) any provision of guarantee to shareholders, de facto controller and their related parties;</p> <p>(67) such other guarantees as defined by the stock exchange on which the shares of the Company are listed and the Articles of Association which should be resolved by the shareholders at general meetings.</p> <p>.....</p> <p>When the general meeting considers the proposal(56) above, such shareholder or shareholders under the domination of such de facto controller and their associates (and relevant persons designated in accordance with the listing rules of the place of listing) shall not be permitted to participate in such vote and shall not be counted as part of the quorum, and such vote shall be approved by more than half of the votes held by other shareholders present at the general meeting.</p> <p><u>If the Company's external guarantee violates the approval authority and deliberation procedures and causes losses to the Company, the Company has the right to pursue responsibilities with the relevant responsible persons.</u></p>

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

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Qingdao Port International Co., Ltd.

青島港國際股份有限公司

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

(Stock Code: 06198)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2023 (the “EGM”) of Qingdao Port International Co., Ltd. (the “Company”) will be held at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC on Friday, 15 September 2023 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, terms used in this notice shall have the same meanings as those used in the circular of the Company dated 28 August 2023 (the “Circular”). The Shareholders and potential investors should refer to the Circular for details of the resolutions below.

AS SPECIAL RESOLUTIONS

1. To consider and approve the amendments to the Articles of Association
2. To consider and approve the amendments to the Rules of Procedures for General Meetings
3. To consider and approve the amendments to the Rules of Procedures for the Board
4. To consider and approve the amendments to the Rules of Procedures for Supervisory Committee

AS ORDINARY RESOLUTION

5. To consider and approve the amendments to the Administrative Rules of External Guarantee

By order of the Board
Qingdao Port International Co., Ltd.
SU Jianguang
Chairman

Qingdao, the PRC, 28 August 2023

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

Notes:

1. CLOSURE OF REGISTER FOR H SHARES AND ELIGIBILITY FOR ATTENDING THE EGM

In order to determine the eligibility of Shareholders of H Shares who are entitled to attend the EGM, the H Share register of the Company will be closed from Tuesday, 12 September 2023 to Friday, 15 September 2023 (both days inclusive), during which no H Share transfer will be registered. The Shareholders of H Shares whose names appear on the register of Shareholders of H Shares of the Company on Tuesday, 12 September 2023 are entitled to attend and vote at the EGM. Holders of the Company's H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant H Share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 11 September 2023 for registration.

2. PROXY

Shareholders of H Shares entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stand. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a Shareholder of H Shares or his attorney duly authorized in writing. If the Shareholder of H Shares is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the Shareholder of H Shares, the power of attorney authorizing that attorney to sign or any other authorization document must be notarized.

The proxy form together with the power of attorney or any other authorization document (if any) must be lodged at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (i.e. by 10:30 a.m. on Thursday, 14 September 2023) (as the case may be) in order to be valid. Shareholders of H Shares can still attend and vote at the EGM in person after completion and return of the proxy form.

3. CONTACT DETAILS OF THE COMPANY

Contact Address: General Office of the Board, Qingdao Port International Co., Ltd., No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC

Postcode: 266011

Contact Person: Ms. Du

Telephone: (86 532) 8298 3083

Fax: (86 532) 8282 2878

4. PROCEDURES FOR VOTING AT THE EGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at the EGM must be taken by poll.

5. OTHER BUSINESS

Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall present their identity documents.

As at the date of this notice, the executive Directors are Mr. SU Jianguang and Mr. ZHANG Baohua; the non-executive Directors are Mr. LI Wucheng, Mr. ZHU Tao, Ms. WANG Fuling and Mr. XUE Baolong; and the independent non-executive Directors are Ms. LI Yan, Mr. JIANG Min and Mr. LAI Kwok Ho.

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2023

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Qingdao Port International Co., Ltd.

青島港國際股份有限公司

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

(Stock Code: 06198)

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2023

NOTICE IS HEREBY GIVEN that the first H shareholders' class meeting of 2023 (the "**H Shareholders' Class Meeting**") of Qingdao Port International Co., Ltd. (the "**Company**") will be held at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC on Friday, 15 September 2023 at 11:30 a.m. (or immediately after the conclusion of the first extraordinary general meeting of 2023 and the first A shareholders' class meeting of 2023 of the Company or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, terms used in this notice shall have the same meanings as those used in the circular of the Company dated 28 August 2023 (the "**Circular**"). The Shareholders and potential investors should refer to the Circular for details of the resolutions below.

AS SPECIAL RESOLUTIONS

1. To consider and approve the amendments to the Articles of Association
2. To consider and approve the amendments to the Rules of Procedures for General Meetings

By order of the Board
Qingdao Port International Co., Ltd.
SU Jianguang
Chairman

Qingdao, the PRC, 28 August 2023

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2023

Notes:

1. Pursuant to Article 123 of the Articles of Association, a resolution proposed at a shareholders' class meeting shall be passed only by two-thirds or more of the voting rights of that class presenting at such meeting in accordance with the Articles of Association.
2. According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, each of the resolutions set out in the notice of the H Shareholders' Class Meeting will be voted by poll. Results of the poll voting will be published on the Company's website at www.qingdao-port.com and the website of the Hong Kong Stock Exchange at www.hkexnews.hk after the H Shareholders' Class Meeting.
3. Shareholders of H Shares entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies to attend and vote in their stand. A proxy need not be a shareholder of the Company.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder of H Shares or his attorney duly authorized in writing. If the Shareholder of H Shares is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the Shareholder of H Shares, the power of attorney authorizing that attorney to sign or any other authorization document must be notarized.

The proxy form together with the power of attorney or any other authorization document (if any) must be lodged at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time fixed for holding the H Shareholders' Class Meeting or any adjournment thereof (i.e. by 11:30 a.m. on Thursday, 14 September 2023) (as the case may be) in order to be valid. Shareholders of H Shares can still attend and vote at the H Shareholders' Class Meeting in person after completion and return of the proxy form.

5. In order to determine the eligibility of Shareholders of H Shares who are entitled to attend the H Shareholders' Class Meeting, the H Share register of the Company will be closed from Tuesday, 12 September 2023 to Friday, 15 September 2023 (both days inclusive), during which no H Share transfer will be registered. The Shareholders of H Shares whose names appear on the register of Shareholders of H Shares of the Company on Tuesday, 12 September 2023 are entitled to attend and vote at the H Shareholders' Class Meeting. Shareholders of H Shares who wish to attend the H Shareholders' Class Meeting but have not registered the transfer documents are required to deposit the transfer documents together with the relevant H Share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 11 September 2023 for registration.

As at the date of this notice, the executive Directors are Mr. SU Jianguang and Mr. ZHANG Baohua; the non-executive Directors are Mr. LI Wucheng, Mr. ZHU Tao, Ms. WANG Fuling and Mr. XUE Baolong; and the independent non-executive Directors are Ms. LI Yan, Mr. JIANG Min and Mr. LAI Kwok Ho.