
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing SinoHytec Co., Ltd., you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

(Stock Code: 2402)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES;
(3) ORDINARY RELATED PARTY TRANSACTIONS IN 2024;
(4) UTILIZATION OF PART OF
THE OVER-SUBSCRIPTION PROCEEDS FROM
A SHARE OFFERING FOR REPAYMENT OF BANK LOANS;
(5) NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING;
AND
(6) NOTICE OF 2024 FIRST H SHARE CLASS MEETING**

A letter from the Board is set out on pages 4 to 8 of this circular. The notices convening the EGM and the H Share Class Meeting to be held at Room C701, 7th Floor, Block C, Building B-6, Dongsheng Science Park, Zhongguancun, No. 66, Xixiaokou Road, Haidian District, Beijing, China on Tuesday, January 30, 2024 or any adjournment or postponement thereof is set out on pages 104 to 109 of this circular and published and be available for downloading on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.sinohytec.com).

Forms of proxy for use at the EGM and the H Share Class Meeting are also enclosed with this circular. Whether or not you propose to attend the EGM and/or the H Share Class Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event by not later than 24 hours before the time fixed for holding of the EGM and/or the H Share Class Meeting or any adjournment or postponement thereof. Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the EGM and/or the H Share Class Meeting or any adjourned or postponed meeting(s) if you so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

January 14, 2024

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the meanings set out below:

“A Share(s)”	domestic shares of the Company, with a nominal value of RMB1.00 each, which are listed on the SSE STAR Market and are traded in RMB
“A Share Class Meeting”	the first A Share class meeting of the Company in 2024 to be convened and held at 2:00 p.m. (or immediately after the EGM to be convened and held on the same date and at the same place) on Tuesday, January 30, 2024 at Room C701, 7th Floor, Block C, Building B-6, Dongsheng Science Park, Zhongguancun, No. 66, Xixiaokou Road, Haidian District, Beijing, China, including any adjournments or postponement thereof
“Articles of Association”	the Articles of Association of the Company currently in force (as amended, modified or otherwise supplemental from time to time)
“Board”	the board of Directors
“Company”	Beijing SinoHytec Co., Ltd. (北京億華通科技股份有限公司), a joint stock company with limited liability incorporated in the PRC, the A Shares of which are listed on the SSE STAR Market and the H Shares of which are listed on the Main Board of the Stock Exchange
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting of the Company to be convened and held at 2:00 p.m. on Tuesday, January 30, 2024 at Room C701, 7th Floor, Block C, Building B-6, Dongsheng Science Park, Zhongguancun, No. 66, Xixiaokou Road, Haidian District, Beijing, China, including any adjournments or postponement thereof
“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are subscribed for and traded in HK\$ and listed on the Stock Exchange

DEFINITIONS

“H Share Class Meeting”	the first H Share class meeting of the Company of 2024 to be convened and held at 2:00 p.m. (or immediately after the EGM and the A Share Class Meeting to be convened and held on the same date and at the same place) on Tuesday, January 30, 2024 at Room C701, 7th Floor, Block C, Building B-6, Dongsheng Science Park, Zhongguancun, No. 66, Xixiaokou Road, Haidian District, Beijing, China, including any adjournments or postponement thereof
“H Shareholder(s)”	the holder(s) of H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	January 14, 2024, being the latest practicable date for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“MOF”	the Ministry of Finance of the PRC
“PRC”	The People’s Republic of China
“Proposed Amendments to the Articles of Association”	the proposed amendments to the Articles of Association, including the Proposed Amendments to the Articles of Association (I) and the Proposed Amendments to the Articles of Association (II)
“Proposed Amendments to the Articles of Association (I)”	the proposed amendments to the Articles of Association on articles other than those relating to class Shareholders
“Proposed Amendments to the Articles of Association (II)”	the proposed amendments to the Articles of Association on articles relating to class Shareholders
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the A Share(s) and the H Share(s)

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Share(s)
“SSE STAR Market”	the Shanghai Stock Exchange Science and Technology Innovation Board (上海證券交易所科創板)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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

(Stock Code: 2402)

Executive Directors:

Mr. Zhang Guoqiang (張國強先生)

Ms. Song Haiying (宋海英女士)

Ms. Dai Dongzhe (戴東哲女士)

Non-executive Directors:

Ms. Teng Renjie (滕人杰女士)

Mr. Song Feng (宋峰先生)

Independent Non-executive Directors:

Mr. Liu Xiaoshi (劉小詩先生)

Mr. Ji Xuehong (紀雪洪先生)

Mr. Chan So Kuen (陳素權先生)

Mr. Li Zhijie (李志杰先生)

Registered office:

Room C701, 7th Floor, Block C

Building B-6, Dongsheng Science Park

Zhongguancun, No. 66, Xixiaokou Road

Haidian District

Beijing, China

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai, Hong Kong

January 14, 2024

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES;
(3) ORDINARY RELATED PARTY TRANSACTIONS IN 2024;
(4) UTILIZATION OF PART OF
THE OVER-SUBSCRIPTION PROCEEDS FROM
A SHARE OFFERING FOR REPAYMENT OF BANK LOANS;
(5) NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING;
AND
(6) NOTICE OF 2024 FIRST H SHARE CLASS MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated January 14, 2024 (the “**Announcement**”) in relation to the Proposed Amendments to the Articles of Association. The purpose of this circular is to provide you with further details of (i) the Proposed Amendments to the Articles of Association; (ii) the proposed amendments to governance policies of the Company, including the Rules of Procedures of the General Meetings of the Company, the Rules of Procedures of the Board Meetings of the Company, the Working Policy for the Independent Non-executive Directors of the Company, the Administrative Measures for Management of External Guarantees, the Management Policy for Share Buy-back, and the Administrative Measures for Management of External Investment; (iii) the ordinary related party transactions in 2024; and (iv) the utilization of part of the over-subscription proceeds from initial public offering of A Shares for repayment of bank loans, and to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM and the H Share Class Meeting. For details of the proposed resolutions at the EGM and the H Share Class Meeting, please also refer to the notices of the EGM and the H Share Class Meeting enclosed with this circular.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On February 17, 2023, the State Council issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》) (the “**Decision**”), which includes the abolition of the Special Regulations on the Overseas Securities Offering and Listing of Shares by Joint Stock Limited Companies (《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》) issued by the State Council on August 4, 1994. On the same date, the CSRC issued the Trial Administrative Measures of Overseas Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) and relevant guidelines, which include the abolition of the Notice on the Implementation of the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (《關於執行〈到境外上市公司章程必備條款〉的通知》). The Decision and the Trial Measures have been effective since March 31, 2023 (the “**New PRC Regulations**”). From the effective date of the Decision and the Trial Measures, PRC issuers shall formulate their articles of association with reference to the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) instead of the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》). In light of the above New PRC Regulations, on February 24, 2023, the Stock Exchange also released the “Consultation Paper on Rule Amendments Following Mainland China Regulation Updates and Other Proposed Rule Amendments Relating to PRC Issuers”, stipulating the consequential amendments to the Listing Rules. On July 21, 2023, the Stock Exchange published conclusions to the consultation paper. In particular, the Stock Exchange has made consequential amendments to the Listing Rules which have come into effect since August 1, 2023 to, amongst others, reflect the New PRC Regulations.

On August 1, 2023, the CSRC issued the Management Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), pursuant to which more detailed regulations on the appointment of independent directors were stipulated, which primarily include standardizing the qualification requirements of independent directors, strengthening the functions of special committees of the board of directors, setting up special meeting requirements for independent directors, and regulating the on-site working hours of independent directors. The Management Measures for Independent Directors of Listed Companies has come into effect on September 4, 2023 (together with the New PRC Regulations, the “**PRC Regulation Updates**”). A one-year transition period is provided from the date of implementation of the Management Measures for Independent Directors of Listed Companies.

In view of the above, the Board proposed to amend the Articles of Association for the purposes of, among others, (i) reflecting the latest updates on requirements and interpretation of applicable PRC laws, administrative regulations and normative documents and the related Listing Rules; and (ii) making housekeeping amendments.

A special resolution will be proposed at the EGM to consider and approve the Proposed Amendments to the Articles of Association (I). The details of the Proposed Amendments to the Articles of Association (I) are set out in Appendix I to this circular.

LETTER FROM THE BOARD

Another special resolution will be proposed at the EGM to consider and approve the Proposed Amendments to the Articles of Association (II) which involves amendments of the Articles of Association on articles relating to class Shareholders, including the removal of the class meeting requirement from the Articles of Association. A special resolution will also be proposed at the H Share Class Meeting to consider and approve the Proposed Amendments to the Articles of Association (II). The details of the Proposed Amendments to the Articles of Association (II) are set out in Appendix II to this circular.

If the Proposed Amendments to the Articles of Association are adopted, the serial numbers of the other articles will be adjusted accordingly. Except for the Proposed Amendments to the Articles of Association, other provisions of the Articles of Association remain unchanged. The English version of the Proposed Amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

The Company has received a written confirmation from its Hong Kong legal advisers, confirming that the Proposed Amendments to the Articles of Association comply with the applicable provisions under the Listing Rules. The Company has also received a written confirmation from its PRC legal advisers, confirming that the Proposed Amendments to the Articles of Association comply with the applicable laws and regulations in the PRC.

PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES

Pursuant to the PRC Regulation Updates, and in light of the Proposed Amendments to the Articles of Association, the Board proposed to amend (i) the Rules of Procedures of the General Meetings of the Company; (ii) the Rules of Procedures of the Board Meetings of the Company; (iii) the Working Policy for the Independent Non-executive Directors of the Company; (iv) the Administrative Measures for Management of External Guarantees; (v) the Management Policy for Share Buy-back; and (vi) the Administrative Measures for Management of External Investment. The proposed amendments to the Rules of Procedures of the Board Meetings of the Company, the Working Policy for the Independent Non-executive Directors of the Company, the Administrative Measures for Management of External Guarantees, the Management Policy for Share Buy-back, and the Administrative Measures for Management of External Investment, are collectively referred to as “the proposed amendments to the governance policies of the Company (I)”. The proposed amendments to the Rules of Procedures of the General Meetings of the Company are referred to as “the proposed amendments to the governance policies of the Company (II)”.

The abovementioned proposed amendments are subject to the approval of the Shareholders by way of ordinary resolutions at the EGM.

Another ordinary resolution will be proposed at the H Share Class Meeting to consider and approve the proposed amendments to the governance policies of the Company (II).

ORDINARY RELATED PARTY TRANSACTIONS IN 2024

An ordinary resolution will be proposed at the EGM to consider and approve the ordinary related party transactions of the Company in 2024, details of which are set out in Appendix III to this circular.

LETTER FROM THE BOARD

The related party transactions of the Company set out in Appendix III to this circular do not constitute connected transactions under Chapter 14A of the Listing Rules.

UTILIZATION OF PART OF THE OVER-SUBSCRIPTION PROCEEDS FROM A SHARE OFFERING FOR REPAYMENT OF BANK LOANS

In order to improve the efficiency of the use of raised proceeds, reduce the Company's financial costs, and safeguard the interests of the Company and the Shareholders, pursuant to the "Supervisory Guidelines for Listed Companies No. 2 Supervisory Requirements for the Management and Use of Proceeds Raised by Listed Companies" (《上市公司監管指引第2號上市公司募集資金管理和使用的監管要求》) and the "SSE STAR Market Guidelines for the Application of Self-Discipline Supervision Rules for Listed Companies No.1 Standardized Operations" (《上海證券交易所科創板上市公司自律監管規則適用指引第1號規範運作》) and other relevant regulations, the Company proposes to utilize part of the over-subscription proceeds raised from the initial public offering of A Shares to repay bank loans, which is in line with the Company's current business needs.

The total amount of over-subscription proceeds from the initial public offering of A Shares was RMB24.6693 million, and the amount proposed to be utilized to repay bank loans is RMB7.4 million, accounting for 29.9968% of the total over-subscription proceeds and not exceeding 30%.

An ordinary resolution will be proposed at the EGM to consider and approve the Company's utilization of part of the over-subscription proceeds from the initial public offering of A Shares for repayment of bank loans.

EGM AND H SHARE CLASS MEETING

The EGM will be held at 2:00 p.m. on Tuesday, January 30, 2024 at Room C701, 7th Floor, Block C, Building B-6, Dongsheng Science Park, Zhongguancun, No. 66, Xixiaokou Road, Haidian District, Beijing, China. The H Share Class Meeting will be held at 2:00 p.m. (or immediately after the EGM and the A Share Class Meeting to be convened and held on the same date and at the same place), on Tuesday, January 30, 2024 at Room C701, 7th Floor, Block C, Building B-6, Dongsheng Science Park, Zhongguancun, No. 66, Xixiaokou Road, Haidian District, Beijing, China.

The notices of the EGM and H Share Class Meeting are set out on pages 104 to 109 of this circular and published and be available for downloading on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.sinohytec.com). Forms of proxy for use at the EGM and the H Share Class Meeting are enclosed herewith.

Whether or not you propose to attend the EGM and/or the H Share Class Meeting, you are requested to complete and return the form(s) of proxy in accordance with the instructions printed thereon to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event by not later than 24 hours before the time fixed for holding of the EGM and the H Share Class Meeting or any adjournment thereof. Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the EGM and/or the H Share Class Meeting or any adjourned meeting(s) if you so wish.

LETTER FROM THE BOARD

The record date for determining the entitlement of the Shareholders to attend and vote at the EGM and the H Share Class Meeting will be on Friday, January 26, 2024. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM and the H Share Class Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), no later than 4:30 p.m. on Friday, January 26, 2024.

In view of the interests of Mr. Zhang Guoqiang, Ms. Song Haiying, Ms. Teng Renjie and Mr. Song Feng, the Directors, in the ordinary related party transactions in 2024, each of Mr. Zhang Guoqiang, Ms. Song Haiying, Ms. Teng Renjie and Mr. Song Feng, which in aggregate held 27,896,595 A Shares, representing approximately 16.86% of the total number of Shares of the Company as at the Latest Practicable Date, will abstain from voting on the proposed resolution regarding the ordinary related party transactions in 2024 at the EGM. Other than the above, no Shareholders are required to abstain from voting on any of the remaining proposed resolutions at the EGM and the H Share Class Meeting.

In accordance with Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM and the H Share Class Meeting will be taken by poll. An announcement on the poll results will be published by the Company after the EGM and the H Share Class Meeting in the manner prescribed under the Listing Rules.

RECOMMENDATION

The Board considers that the resolutions set out in the notices of the EGM and the H Share Class Meeting are in the best interests of the Company and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of the resolutions to be proposed at the EGM and the H Share Class Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Beijing SinoHytec Co., Ltd.
ZHANG Guoqiang
Chairman of the Board

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Set out below are the details of the Proposed Amendments to the Articles of Association (I):

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 1	<p>These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereafter referred to as the “Special Regulations”), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies Listing Overseas (hereafter referred to as the “Mandatory Provisions”), the Letter of Opinions on Supplements and Amendments to these Articles of Association of Companies Listed in Hong Kong (hereafter referred to as the “Zheng Jian Hai Han”), the Guidelines for these Articles of Association of Listed Companies (hereafter referred to as the “Guidelines for these Articles of Association”), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange STAR Market (hereafter referred to as the “SSE STAR Listing Rules”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereafter referred to as the “Hong Kong Listing Rules”) and other relevant provisions for the purposes of safeguarding the legitimate rights and interests of Beijing SinoHytec Co., Ltd. (hereafter referred to as the “Company”), its shareholders and creditors as well as regulating the organization and conducts of the Company.</p>	<p>These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereafter referred to as the “Securities Law”), the Trial Administrative Measures for Overseas Securities Offering and Listing by Domestic Enterprises (hereafter referred to as the “Overseas Listing Administrative Measures”), the Guidelines for these Articles of Association of Listed Companies (hereafter referred to as the “Guidelines for these Articles of Association”), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange STAR Market (hereafter referred to as the “SSE STAR Listing Rules”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereafter referred to as the “Hong Kong Listing Rules”) and other relevant provisions for the purposes of safeguarding the legitimate rights and interests of Beijing SinoHytec Co., Ltd. (hereafter referred to as the “Company”), its shareholders and creditors as well as regulating the organization and conducts of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 9	<p>These Articles of Association has been reviewed and approved at the general meeting of the Company and shall be effective as of the date on which the overseas-listed foreign shares (H shares) issued by the Company are listed and traded on the Hong Kong Stock Exchange. From the effective date of these Articles of Association, the original Articles of Association of the Company shall become invalid automatically.</p> <p>From the date upon which these Articles of Association come into effect, these Articles of Association shall constitute a legally binding document regulating the Company’s organization and activities, as well as the rights and obligations between the Company and its shareholders and between the shareholders.</p> <p>These Articles of Association are legally binding upon the Company and its shareholders, directors, supervisors and senior management officers. The aforementioned persons shall be entitled to claim their rights regarding matters related to the Company in accordance with these Articles of Association.</p> <p>A shareholder may take a legal action against the Company pursuant to these Articles of Association; a shareholder may take a legal action against other shareholders, directors, supervisors, general manager and other senior management officers of the Company pursuant to these Articles of Association; and the Company may take a legal action against the shareholders, directors, supervisors, general manager or other senior management officers of the Company pursuant to these Articles of Association.</p> <p>The “legal action” referred to in the preceding paragraph includes the initiation of proceedings in a court or application to an arbitration institution for arbitration.</p> <p>The “senior management officers” referred to in these Articles of Association include general manager, deputy general manager, secretary to the board of directors and chief financial officer.</p>	<p>These Articles of Association shall be effective from the date upon the review and approval at the general meeting of the Company. From the effective date of these Articles of Association, the original Articles of Association of the Company shall become invalid automatically.</p> <p>From the date upon which these Articles of Association come into effect, these Articles of Association shall constitute a legally binding document regulating the Company’s organization and activities, as well as the rights and obligations between the Company and its shareholders and between the shareholders.</p> <p>These Articles of Association are legally binding upon the Company and its shareholders, directors, supervisors and senior management officers.</p> <p>A shareholder may take a legal action against the Company pursuant to these Articles of Association; a shareholder may take a legal action against other shareholders, directors, supervisors, general manager and other senior management officers of the Company pursuant to these Articles of Association; and the Company may take a legal action against the shareholders, directors, supervisors, general manager or other senior management officers of the Company pursuant to these Articles of Association.</p> <p>The “senior management officers” referred to in these Articles of Association include general manager, deputy general manager, secretary to the board of directors and chief financial officer.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 15	<p>The Company shall have ordinary shares at all times. Subject to approval of the department authorized by the State Council, the Company may create other classes of shares when necessary.</p> <p>The shares of the Company shall be in the form of stocks. Stock is a certificate issued by the Company to certify the shares held by shareholders.</p>	<p>The shares of the Company shall be in the form of stocks.</p>
Article 17	<p>The shares issued by the Company shall be denominated in Renminbi with a par value of RMB1 per share.</p>	<p>The shares issued by the Company shall be denominated in Renminbi.</p>
New Article	<p>–</p>	<p>Neither the Company nor any of its subsidiaries (including its affiliates) shall provide any financial assistance in the form of grants, advances, guarantees, indemnities, or loans to persons purchasing or proposing to purchase the Company's shares.</p>
Article 25	<p>Based on its operating and development needs, the Company may, pursuant to the laws and regulations and with the approval by resolution at the general meeting, increase its capital in the following ways:</p> <ul style="list-style-type: none"> (I) public issuance of shares; (II) non-public issuance of shares; (III) allotment of new shares to existing shareholders; (IV) issuing of bonus shares to existing shareholders; (V) capitalization of common reserve fund; (VI) other means stipulated in the laws, administrative regulations and departmental rules and approved by the relevant regulatory authorities. <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of these Articles of Association, it shall be conducted in accordance with the procedures prescribed by the relevant laws, administrative regulations, departmental rules and the relevant regulatory authorities.</p>	<p>Based on its operating and development needs, the Company may, pursuant to the laws and regulations and with the approval by resolution at the general meeting, increase its registered capital in the following ways:</p> <ul style="list-style-type: none"> (I) public issuance of shares; (II) non-public issuance of shares; (III) issuing of bonus shares to existing shareholders; (IV) capitalization of common reserve fund; (V) other means stipulated in the laws, administrative regulations and departmental rules and approved by the relevant regulatory authorities. <p>The Company's increase of share capital by means of the issuance of new shares shall be conducted in accordance with the procedures prescribed by the relevant national laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, and the Articles of Association.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 29	<p>The Company may repurchase its shares in one of the following ways:</p> <p>(I) making a general repurchase offer in the same proportion to all shareholders;</p> <p>(II) making a repurchase of shares through public trading on a stock exchange;</p> <p>(III) making a repurchase of shares by an agreement outside a stock exchange;</p> <p>(IV) any other ways permitted by laws, administrative regulations, departmental rules and approved by the regulatory authorities.</p> <p>The Company may repurchase its shares through public and centralized trading or other methods recognized by laws, administrative regulations, and the CSRC. Where the repurchase of shares by the Company falls under the circumstances stipulated in (III), (V) and (VI) of the first paragraph of Article 28 hereof, the share repurchase shall be conducted in an open and centralized manner.</p>	<p>The Company may repurchase its shares through public and centralized trading or other methods recognized by laws, administrative regulations, and the CSRC. Where the repurchase of shares by the Company falls under the circumstances stipulated in (III), (V) and (VI) of the first paragraph of Article 25 hereof, the share repurchase shall be conducted in an open and centralized manner.</p> <p>Where the Company repurchases its shares, it shall fulfill the information disclosure obligations in accordance with the Securities Law, the Hong Kong Listing Rules and other relevant regulations.</p>
Article 30	<p>The Company must obtain the prior approval of the shareholders at the general meeting, in the manner stipulated in these Articles of Association, before it can repurchase shares by means of an off-market agreement outside a stock exchange. The Company may, by obtaining the prior approval of the general meeting in the same manner, rescind or vary the agreement it has entered into, or waive any rights thereunder.</p> <p>An agreement for the repurchase of shares referred to in the preceding paragraph includes (but not limited to) agreements assuming obligations of share bought back and acquiring the rights of the shares bought back.</p> <p>The Company shall not assign an agreement to repurchase its shares or any right thereunder.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 31	<p>If the Company repurchases shares for reasons stipulated in (I) and (II) of the first paragraph of Article 28, it shall obtain approval by resolution of shareholders at the general meeting; if the Company repurchases shares for reasons set out in (III), (V) and (VI) of the first paragraph of Article 28 hereof, it shall obtain approval by resolutions of the board meeting attended by more than two-thirds of the directors in accordance with the rules of these Articles of Association or the authorization by the general meeting.</p> <p>Shares repurchased by the Company under (I) of the first paragraph of Article 28 hereof shall be cancelled within 10 days from the date of acquisition; shares repurchased under (II) and (IV) of the first paragraph of Article 28 hereof shall be transferred or cancelled within 6 months; and shares acquired by the Company in accordance with (III), (V) and (VI) of the first paragraph of Article 28 hereof shall not exceed 10% of the Company's total issued shares, and the shares acquired shall be transferred or cancelled within 3 years.</p> <p>After the Company has repurchased shares according to the laws, the repurchased shares shall be cancelled within the period prescribed by the relevant laws, administrative regulations and departmental rules, and an application shall be made to the original company registration authority for registration of change of registered capital. The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p> <p>Where the relevant laws, administrative regulations, departmental rules and securities regulatory rules of the place where the shares of the Company are listed have otherwise provisions on the relevant matters involved in the aforementioned share repurchase, those provisions shall prevail.</p>	<p>If the Company repurchases shares for reasons stipulated in (I) and (II) of the first paragraph of Article 25, it shall obtain approval by resolution of shareholders at the general meeting; if the Company repurchases shares for reasons set out in (III), (I) and (VI) of the first paragraph of Article 25 hereof, it shall obtain approval by resolutions of the board meeting attended by more than two-thirds of the directors in accordance with the rules of these Articles of Association or the authorization by the general meeting.</p> <p>Shares repurchased by the Company under (I) of the first paragraph of Article 24 hereof shall be cancelled within 10 days from the date of acquisition; shares repurchased under (II) and (IV) of the first paragraph of Article 28 hereof shall be transferred or cancelled within 6 months; and shares acquired by the Company in accordance with (III), (V) and (VI) of the first paragraph of Article 28 hereof shall not exceed 10% of the Company's total issued shares, and the shares acquired shall be transferred or cancelled within 3 years.</p> <p>Where the relevant laws, administrative regulations, departmental rules and securities regulatory rules of the place where the shares of the Company are listed have otherwise provisions on the relevant matters involved in the aforementioned share repurchase, those provisions shall prevail.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 32	<p>Unless the Company is in the course of liquidation, it shall comply with the following provisions in relation to the repurchase of its outstanding issued shares:</p> <p>(I) where the Company repurchases its shares at par value, payment shall be deducted from the book balance of the distributable profits of the Company and the proceeds of any issue of new shares made for the purpose of the repurchase;</p> <p>(II) where the Company repurchases its shares at a premium to its par value, payment up to the par value may be deducted from the book balance of the distributable profits of the Company and the proceeds of new shares issued in order to repurchase old shares. Payment of the portion in excess of the par value shall be conducted as follows:</p> <ol style="list-style-type: none"> 1. if the shares being repurchased were issued at par value, payment shall be deducted from the book balance of distributable profits of the Company; 2. if the shares being repurchased were issued at a premium to its par value, payment shall be deducted from the book balance of distributable profits of the Company and the proceeds of any issue of new shares made for the purpose of the repurchase of old shares, provided that the amount paid deducted from the proceeds of the new issuance shall neither exceed the aggregate amount of premiums of repurchased old shares obtained at the time of issuance nor the book value of the Company's share premium account (or capital reserve account) (including the premiums from the new issuance) at the time of the repurchase; 	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(III) payment by the Company for the following purposes shall be paid out of the Company's distributable profits:</p> <ol style="list-style-type: none"> 1. acquisition of the right to repurchase its shares; 2. variation of any contract to repurchase of its shares; 3. release of its obligations under any contract to repurchase of its shares. <p>(IV) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant regulations, the amount deducted from the distributable profits for payment of the par value of shares that have been repurchased shall be accounted for the Company's share premium account (or capital reserve account).</p> <p>Where relevant laws, administrative regulations, departmental rules and securities regulatory rules of the place where the shares of the Company are listed have otherwise provisions on the financial arrangements related to the aforementioned share repurchase, those provisions shall prevail.</p>	
Article 33	<p>Unless otherwise specified in the laws, administrative regulations, departmental rules and securities regulatory rules in the place where the shares of the Company are listed, the shares of the Company can be freely transferred and are not subject to any lien.</p> <p>The transfer of H shares shall be registered with the local stock registration institution entrusted by the Company in Hong Kong.</p>	<p>Unless otherwise specified in the laws, administrative regulations, departmental rules and securities regulatory rules in the place where the shares of the Company are listed, the shares of the Company can be transferred according to the law.</p> <p>The transfer of H shares shall be registered with the local stock registration institution entrusted by the Company in Hong Kong.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 34	<p>All the fully paid up H shares are freely transferable pursuant to these Articles of Association, are not subject to any restriction of right of transfer and are not subject to any lien. However, the Board of Directors may refuse to recognize any instrument of transfer without stating any reason thereof, unless:</p> <p>(I) transfer documents are only in relation to H Shares;</p> <p>(II) the stamp duty (as stipulated by Hong Kong law) in relation to transfer documents has been duly paid;</p> <p>(III) relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the Shares have been provided;</p> <p>If the board of directors refuses to register the transfer of shares, the Company shall give the transferor and the transferee a refusal to register the transfer of shares within two months from the date of the formal application for transfer.</p>	Deleted
Article 39	<p>The Company or its subsidiaries (including affiliates of the Company) shall not at any time provide any financial assistance to purchasers or potential purchasers of the shares of the Company. The aforesaid purchasers of shares of the Company shall include any person who has directly or indirectly incurred any obligations as a result of the purchase of the shares of the Company.</p> <p>Neither the Company nor any of its subsidiaries shall at any time and in any manner provide financial assistance to reduce and discharge the obligations assumed by aforesaid obligors.</p> <p>This Article shall not be applicable to such circumstances as stated in Article 41 hereof.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 40	<p>The “financial assistance” referred to in these Articles of Association shall include (without limitation) the followings:</p> <p>(I) gift;</p> <p>(II) guarantee (including the undertaking of liability or the provision of properties by the guarantor to secure the performance of obligation by the obligor), compensation (other than compensation in respect of the Company’s own fault), release or waiver of rights;</p> <p>(III) provision of a loan or entering into a contract under which the Company needs to perform its obligations ahead of the other contracting parties, or a change in the parties to, and the assignment of rights under, such loan or such contract;</p> <p>(IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>For the purposes of this chapter, “incurring an obligation” shall include incurring an obligation by the obligor by making a contract or arrangement (whether enforceable or unenforceable, and whether made on one’s own account or with any other person) or by changing one’s financial position by any other means.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 41	<p>The following activities should not be regarded as prohibited activities under Article 39 hereof:</p> <ul style="list-style-type: none"> (I) the provision of financial assistance by the Company in good faith for the benefit of the Company and the main purpose of the financial assistance is not for the acquisition of shares of the Company, or the financial assistance is an ancillary part of a master plan of the Company; (II) the lawful distribution of the Company's assets as dividends; (III) the allotment of shares as dividends; (IV) reduction of registered capital, repurchase of shares, or reorganization of the capital structure of the Company in accordance with these Articles of Association; (V) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is paid out of the Company's distributable profits); (VI) the provision of money by the Company for an employee stock ownership plan (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is paid out of the Company's distributable profits). 	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 42	<p>The share certificates of the Company shall be in registered form. A share certificate of the Company shall contain the following major items:</p> <ul style="list-style-type: none">(I) the name of the Company;(II) the date of incorporation of the Company;(III) the class and par value of the shares and the number of the shares represented;(IV) the serial numbers of share certificates;(V) any other items as required to be specified by laws and regulations such as the Company Law and the Special Regulations and the securities regulatory rules of the place where the shares of the Company are listed. <p>The H shares issued by the Company may take the form of certificate of overseas deposit or other derivative forms of share certificates pursuant to the laws of Hong Kong, the requirements of the Hong Kong Stock Exchange and local practices governing registration and deposit of securities.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 43	<p>During the period of listing of the Company’s H shares on the Hong Kong Stock Exchange, the Company shall ensure that all listing documents for all securities listed on the Hong Kong Stock Exchange contain the following statements, and shall instruct and cause its share registrar to refuse to register the subscription, purchase or transfer of its shares in the name of any particular holder unless and until such holder has submitted to the share registrar a duly signed form relating to the shares containing the following statements:</p> <p>(I) the share purchasers and the Company and each shareholder, as well as the Company and each shareholder, agree to abide by and comply with laws and regulations such as the Company Law and the Special Regulations and these Articles of Association;</p> <p>(II) the share purchasers agree with the Company, and each of the Company’s shareholders, directors, supervisors, general manager and other senior management officers, and the Company (for itself and on behalf of each of its directors, supervisors, general manager and other senior management officers) agrees with each of the shareholders that, disputes or claims in connection with the affairs of the Company arising out of these Articles of Association or rights or obligations under the Company Law or other relevant laws, administrative regulations and departmental rules shall be submitted for arbitration in accordance with these Articles of Association, that any reference to arbitration shall be deemed to have authorized the tribunal to hear in public and publish its award, and such arbitration shall be final and conclusive;</p> <p>(III) the share purchasers agree with the Company and each of its shareholders that the shares of the Company are freely transferable by its holders;</p> <p>(IV) the share purchasers authorize the Company to enter into, on its behalf, a contract with each of its directors and senior management officers whereby such directors and senior management officers undertake to abide by and perform their obligations to the shareholders as prescribed in these Articles of Association.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 44	<p>Share certificates of the Company shall be signed by the chairman of the board of directors. Where the stock exchange on which the shares of the Company are listed requires that the share certificates shall be signed by other senior management officers of the Company, the share certificates shall also be signed by such senior management officers. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The affixing of the Company's seal on share certificates shall be authorized by the board of directors. The signatures of the chairman of the board of directors of the Company or other relevant senior management officers on the share certificates may also be in printed form.</p> <p>Under the conditions of paperless issue and trading of the shares of the Company, the applicable provisions provided by the securities regulatory authorities and stock exchanges of the places where the shares of the Company are listed shall prevail.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 45	<p>The Company shall keep a register of shareholders which shall contain the following items:</p> <ul style="list-style-type: none"> (I) the name, address (domicile), occupation or nature of each shareholder; (II) the class and number of shares held by each shareholder; (III) the amount paid or payable on the shares held by each shareholder; (IV) the serial numbers of the shares held by each shareholder; (V) the date on which each shareholder was registered as a shareholder; (VI) the date on which each shareholder ceased to be a shareholder. <p>The register of shareholders shall be the sufficient evidence of the shareholders' shareholding in the Company, except where evidence to the contrary exists.</p> <p>Subject to compliance of these Articles of Association and other applicable provisions, upon transfer of the Company's shares, the name of the transferee of the shares shall be included in the register of shareholders as the holder of such shares.</p> <p>Instrument of transfer and other documents relating to or affecting the ownership of any shares shall be registered in the domestic and foreign share registrars entrusted by the Company and registered in the register of shareholders.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>When two or more persons are registered as joint shareholders of any share, they shall be deemed as joint holders of such share, and subject to the following restrictions:</p> <p>(I) all joint shareholders of any share shall be jointly and severally liable for the payment of all amounts due in respect thereof;</p> <p>(II) in the event of the death or cancellation of one of the joint shareholders, only the surviving joint shareholder(s) shall be deemed by the Company to have title to the relevant shares, but the board of directors shall have the right to demand the certificate of death and cancellation of such shareholder as necessary for the purpose of revising the relevant register of shareholders;</p> <p>(III) in respect of the joint shareholder of any share, only the joint shareholders whose name stands first in the register of shareholders has the rights to receive certificates of the relevant shares from the Company and to receive notice or other document of the Company, and any notice given to such person shall be deemed to have been given to all joint shareholders in respect of the shares. Any of the joint shareholders may sign the form of proxy, but if more than one joint shareholder is present in person or by proxy, a vote by the joint shareholder in priority, whether in person or by proxy, shall be accepted as the sole vote on behalf of the remaining joint shareholders. For this purpose, the order of precedence of the joint shareholders shall be determined by the rank of such joint shareholders in the register of shareholders of the Company in relation to the shares concerned; and</p> <p>(IV) if any one of the joint shareholders issues a receipt to the Company for any dividend, bonus or returns on capital payable to such joint shareholders, the receipt shall be deemed as a valid receipt issued by such joint shareholders to the Company.</p>	

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 46	<p>The Company may, in accordance with the understanding and agreement reached between the securities regulatory authorities under the State Council and the overseas securities regulatory authorities, keep the register of shareholders for overseas listed foreign shares outside the PRC and appoint overseas agencies for management. The original register of shareholders for overseas listed foreign shares listed in Hong Kong shall be maintained in Hong Kong and shall be available for inspection by the shareholders.</p> <p>A duplicate of the register of shareholders for overseas listed foreign shares shall be kept at the Company's legal address. The entrusted overseas agencies shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed shares at all times.</p> <p>In case of any inconsistency between the original and duplicate of the register of shareholders for overseas listed foreign shares, the original version shall prevail.</p>	Deleted
Article 47	<p>The Company shall keep a complete register of shareholders. The register of shareholders shall include the following:</p> <p>(I) the register of shareholders other than those provided in items (II) and (III) below kept at the Company's legal address;</p> <p>(II) the register of shareholders for overseas listed foreign shares kept in the places of the stock exchange(s) outside the PRC on which the shares are listed;</p> <p>(III) the register of shareholders maintained in other place(s) as the board of directors may decide necessary for listing the shares of the Company.</p>	Deleted
Article 48	<p>Different parts of the register of shareholders shall not overlap. No transfer of shares registered in any part of the register of shareholders shall, during the continuance of that registration, be registered in any other part of the register of shareholders.</p> <p>Alteration or rectification to each part of the register of shareholders shall be carried out in accordance with the laws of the places where each part of the register of shareholders is kept.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 49	If laws, administrative regulations, departmental rules and regulated documents, and the stock exchange(s) or the securities regulatory authorities where the shares of the Company are listed have provisions on the period during which the share registrar is suspended before the general meeting or before the base date on which the Company decides to distribute dividends, such provisions shall apply.	Deleted
Article 50	Any person who disputes the register of shareholders and requests to have his/her name entered in or removed from the register of shareholders may apply to a competent court for rectification of the register.	Deleted
Article 51	<p>If the individual who has his/her name registered or requests to have his/her name registered on the register of shareholders loses his/her share certificate(s) (i.e., the “Original Share Certificate”), he/she may apply to the Company for issuing replacement share certificate(s) representing the same shares (i.e., the “Related Shares”). In the event that a shareholder of domestic shares loses his/her share certificate(s) and applies for issuing replacement share certificate(s), he/she shall follow the procedures as stipulated in the Company Law. In the event that a shareholder of overseas listed foreign shares loses his/her share certificate(s) and applies for issuing replacement share certificate(s), he/she shall follow the procedures as required by the laws, regulations and rules of the stock exchange or any other related provision in the place where the original register of shareholders for such overseas listed foreign shares is kept.</p> <p>In the event that a shareholder of H shares loses his/her share certificate(s) and applies for issuing replacement share certificate(s), such issue shall be subject to the following conditions:</p> <p>(I) the applicant is required to submit his/her application in standard form as specified by the Company with a notarization or a statutory declaration. The notarization or statutory declaration shall contain the reasons for the application, the circumstances and evidence for the loss of the share certificates, and the declaration to state that no other persons shall be entitled to be registered as the shareholders of the Relevant Shares;</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(II) the Company has not received, prior to the Company’s decision for the issue of replacement share certificates, any declaration from any person other than the applicant to request to be registered as the shareholder of the same shares;</p> <p>(III) the Company shall, if it decides to issue a replacement share certificate to the applicant, publish an announcement of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The period of the public announcement shall be 90 days, during which such announcements shall be published repeatedly at least once every 30 days;</p> <p>(IV) the Company is required, prior to the publication of the announcement on the issue of replacement share certificates, to deliver to the stock exchange where the relevant shares are listed a copy of the same announcement. The announcement is allowed to be published once the Company has received the confirmation of the stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of 90 days;</p> <p>If the application for issuance of a replacement share certificate was made without the consent of the registered holder of the Related Shares, the Company shall mail to such shareholder a copy of the public announcement to be published.</p> <p>(V) if the Company has not received any objection from any person in respect of the issue of replacement share certificates upon the expiration of the 90-day period for the posting of the announcement as required in items (III) and (IV) of this Article, the Company may issue replacement share certificates according to the application of the applicant;</p>	

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(VI) the Company is required to cancel the original share certificates immediately once the replacement share certificates are issued, and record such cancellation and the issuance of replacement share certificates in the register of shareholders as required by this Article;</p> <p>(VII) the applicant shall bear all the costs incurred to the Company relating to the cancellation of original share certificates and the issue of replacement share certificates. The Company has the right to refuse to take any action until reasonable guarantees are provided by the applicant.</p>	
Article 52	Upon the issuance of replacement share certificates by the Company according to the provisions of these Articles of Association, the names of the bona fide purchasers who have acquired such new share certificates and the shareholders (if they are bona fide purchasers) who have been subsequently registered as holders of the same shares are not allowed to be removed from the register of shareholders.	Deleted
Article 53	The Company is not liable for any damages sustained by any person as a result of the cancellation of original share certificates or the issue of replacement share certificates, unless such person is able to prove that there is fraud on the part of the Company.	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 54	<p>A shareholder of the Company is a person who lawfully holds shares in the company and whose name (title) is registered in the register of shareholders.</p> <p>The Company shall establish the register of shareholders according to the vouchers provided by security registration institutions. The register of shareholders is the sufficient evidence to prove the holding of the shares of the Company by the shareholders. A shareholder shall enjoy rights and assume obligations according to the class and numbers of shares held by him/her. Shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.</p>	<p>The Company shall establish the register of shareholders according to the vouchers provided by security registration institutions. The register of shareholders is the sufficient evidence to prove the holding of the shares of the Company by the shareholders. The original register of shareholders regarding holders of the shares listed on the Hong Kong Stock Exchange is kept in Hong Kong. The Company is required to keep a copy of the register of holders of overseas listed foreign shares at its domicile and must make it available for shareholders to inspect. However, the Company is permitted to temporarily suspend the registration procedures for shareholders in accordance with provisions equivalent to Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). A shareholder shall enjoy rights and assume obligations according to the class and numbers of shares held by him/her. Shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.</p> <p>For holders of overseas listed H shares who have lost their share certificates and are applying for reissuance, the processing of such requests can be carried out in accordance with the laws or the rules of the stock exchanges of the jurisdiction where the original register of holders of overseas listed H shares is kept, or other relevant regulations.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 56	<p>The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other distributions in proportion to the shares they hold;</p> <p>(II) to file a petition according to laws, to convene, hold and attend the Shareholders' general meetings either in person or by proxy and exercise their corresponding voting right;</p> <p>(III) to supervise, present suggestions on or make inquiries about the business operations of the Company;</p> <p>(IV) to purchase, take the given shares or transfer, donate or pledge their shares in accordance with laws, administrative regulations, departmental rules, listing rules of the stock exchange of the place where the Company's Shares are listed and the Articles of Association;</p> <p>(V) to obtain relevant information in accordance with these Articles of Association, including:</p> <ol style="list-style-type: none"> 1. receiving a copy of the Articles of Association after payment of cost; 2. being entitled to inspect for free and copy after payment of reasonable fee: <ol style="list-style-type: none"> (1) all parts of the register of shareholders; (2) personal particulars of the directors, supervisors, general manager and other senior management officers of the Company, including: <ol style="list-style-type: none"> (a) present and former name and alias; (b) principal address (domicile); (c) nationality; 	<p>The shareholders of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other distributions in proportion to the shares they hold;</p> <p>(II) to file a petition according to laws, to convene, hold and attend the Shareholders' general meetings either in person or by proxy and exercise their corresponding voting right;</p> <p>(III) to supervise, present suggestions on or make inquiries about the business operations of the Company;</p> <p>(IV) to purchase, take the given shares or transfer, donate or pledge their shares in accordance with laws, administrative regulations, departmental rules, listing rules of the stock exchange of the place where the Company's Shares are listed and the Articles of Association;</p> <p>(V) to review the Articles of Association, register of shareholders, stubs of corporate bonds, minutes of shareholder meetings, resolutions of board meetings, resolutions of supervisory committee meetings, and financial accounting reports;</p> <p>(VI) to participate in the distribution of the remaining properties of the Company in proportion to their shareholdings in the event of the termination or liquidation of the Company;</p> <p>(VII) to request the Company to purchase their shares for the shareholders who object to the Company's resolution on merger or division made by the general meetings;</p> <p>(VIII) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(d) primary and all other part-time occupations and duties;</p> <p>(e) identification documents and the numbers thereof.</p> <p>(3) reports of the status of share capital issued by the Company;</p> <p>(4) report of the total par value, quantity, the highest and lowest price of each class of shares repurchased by the Company from the last fiscal year and the total amount paid by the Company for this purpose (breakdown by domestic shares and foreign shares (H Share, if applicable));</p> <p>(5) counterfoils of corporate bonds;</p> <p>(6) meeting minutes of general meetings (available only for shareholders);</p> <p>(7) special resolutions of the Company;</p> <p>(8) resolutions of the board meeting and resolutions of meetings of the Board of Supervisors (available for Shareholders' inspection only);</p> <p>(9) the latest audited financial statements of the Company, and the reports of the Board, auditors and the Board of Supervisors;</p> <p>(10) the financial and accounting reports;</p> <p>(11) a copy of the latest annual report filed with the Administration of Industry and Commerce or other competent authorities.</p>	

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>The Company shall publish the documents mentioned in items (3), (4), (7), (9) and (11) above and any other applicable documents on the websites of the Hong Kong Stock Exchange and the Company in accordance with the requirements of the Hong Kong Listing Rules, and shall make the documents mentioned in items (1) and (6) above and any other applicable documents available for inspection by the public and shareholders free of charge at the Company's address in Hong Kong as required by the Hong Kong Listing Rules (except for the meeting minutes of general meetings, resolutions of the board meeting and resolutions of meetings of the Supervisory Committee which are only available for inspection by shareholders), and for reproduction by shareholders at reasonable charges. If the content to be inspected and copied involves the Company's trade secrets and inside information as well as the personal privacy of relevant personnel, the Company may refuse to provide the relevant information;</p> <p>(VI) to participate in the distribution of the remaining properties of the Company in proportion to their shareholdings in the event of the termination or liquidation of the Company;</p> <p>(VII) to request the Company to purchase their shares for the shareholders who object to the Company's resolution on merger or division made by the general meetings; and</p> <p>(VIII) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association.</p>	

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 61	<p>Shareholders of ordinary shares of the Company shall assume the following obligations:</p> <p>(I) to abide by the laws, administrative regulations, departmental rules, listing rules of the stock exchange of the place where the Company’s shares are listed and the Articles of Association;</p> <p>(II) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(III) not to withdraw the shares unless required by the laws, administrative regulations and departmental rules;</p> <p>(IV) not to abuse their shareholders’ rights to jeopardize the interests of the Company or other shareholders, and not to abuse the status of the Company as an independent legal entity and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;</p> <p>(V) other obligations imposed by the laws, administrative regulations, departmental rules, listing rules of the stock exchange of the place where the Company’s Shares are listed and the Articles of Association.</p> <p>If any shareholder of the Company abuses the shareholder’s rights and causes loss to the Company or other shareholders, he/she shall be liable for the compensation according to the laws.</p> <p>If any shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and severely damage the interests of the creditors of the Company, he/she shall bear joint liability for the debts owed by the Company.</p> <p>Shareholders shall not be liable for making any further contribution to the share capital other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p>	<p>Shareholders of the Company shall assume the following obligations:</p> <p>(I) to abide by the laws, administrative regulations, departmental rules, listing rules of the stock exchange of the place where the Company’s shares are listed and the Articles of Association;</p> <p>(II) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(III) not to withdraw the shares unless required by the laws, administrative regulations and departmental rules;</p> <p>(IV) not to abuse their shareholders’ rights to jeopardize the interests of the Company or other shareholders, and not to abuse the status of the Company as an independent legal entity and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;</p> <p>(V) other obligations imposed by the laws, administrative regulations, departmental rules, listing rules of the stock exchange of the place where the Company’s Shares are listed and the Articles of Association.</p> <p>If any shareholder of the Company abuses the shareholder’s rights and causes loss to the Company or other shareholders, he/she shall be liable for the compensation according to the laws.</p> <p>If any shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and severely damage the interests of the creditors of the Company, he/she shall bear joint liability for the debts owed by the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 63	<p>In addition to obligations imposed by laws, administrative regulations, departmental rules and securities regulatory rules of the place where the shares of the Company are listed, a controlling shareholder, when exercising his/her powers as a shareholder, shall not exercise his/her voting rights to make a decision which is prejudicial to the interests of the shareholders generally or of some of the shareholders in respect of the following matters:</p> <p>(I) to release a director or supervisor of his/her from the responsibility of acting honestly in the best interests of the Company;</p> <p>(II) to approve the directors and supervisors (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favorable to the Company; and</p> <p>(III) to approve the directors and supervisors (for their own account or for the account of other parties) to deprive other shareholders of their individual rights and interests, including but not limited to any allocation right and voting right, but excluding any corporate restructuring proposal made at the general meeting in accordance with the Articles of Association.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 75	<p>When the Supervisory Committee or the shareholders decide to convene the general meeting or a class meeting by themselves, they must notify the board of directors in writing and at the same time submit the relevant documentation to the stock exchange in the place where the shares of the Company are listed.</p> <p>For the general meeting or a class meeting convened by the shareholders, before an announcement on resolutions of the general meeting or a class meeting is made, the shareholding percentage carrying the right to vote of the convening shareholders shall be more than ten percent (inclusive of ten percent).</p> <p>The Supervisory Committee or convening shareholders shall provide relevant evidence to CSRC agency where the Company is domiciled and the stock exchange(s) where the shares of the Company are listed at the time the notice of general meeting or a class meeting is issued and an announcement on resolutions of the general meeting is made.</p>	<p>When the Supervisory Committee or the shareholders decide to convene the general meeting by themselves, they must notify the board of directors in writing and at the same time submit the relevant documentation to the stock exchange in the place where the shares of the Company are listed.</p> <p>For the general meeting convened by the shareholders, before an announcement on resolutions of the general meeting is made, the shareholding percentage carrying the right to vote of the convening shareholders shall be more than ten percent (inclusive of ten percent).</p> <p>The Supervisory Committee or convening shareholders shall provide relevant evidence to the stock exchange(s) where the shares of the Company are listed at the time the notice of general meeting is issued and an announcement on resolutions of the general meeting is made.</p>
Article 78	<p>Proposals for general meeting shall satisfy the following conditions:</p> <p>(I) the content shall not be in conflict with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association, and shall fall within the terms of reference of the general meeting;</p> <p>(II) the proposal shall have a clear topic for discussion and specific issues for resolution;</p> <p>(III) the proposal shall be submitted or delivered to the convener in written form.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 81	<p>The notice of the general meeting shall meet the following requirements:</p> <p>(I) be in written form;</p> <p>(II) specify the date, place and duration of the meeting;</p> <p>(III) state the matters and proposals to be reviewed at the meeting;</p> <p>(IV) provide the shareholders with the information and explanations necessary for them to make informed decisions on the matters to be discussed. This principle includes (but is not limited to) the requirement that when the Company intends to carry out merger, repurchase shares and carry out capital restructuring or other reform, it shall provide the specific conditions and contracts (if any) of the proposed transaction, and make detailed explanations on the causes and effects;</p> <p>(V) if any director, supervisor, general manager and other senior management officer has material interest in the matters to be discussed, the nature and extent of the interest shall be disclosed; if the influence of the matters to be discussed on the said director, supervisor, general manager and other senior management officer is different from the influence on other shareholders of the same class, the relevant difference shall be specified;</p> <p>(VI) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(VII) contain an explicit statement that all ordinary shareholders (including holders of preferred shares carrying the right to vote) are entitled to participate in the general meeting and they may appoint in writing one or more proxies to attend and vote at such meeting on their behalf and such proxy or proxies need not be shareholder(s) of the Company;</p> <p>(VIII) specify the delivery time and place of the power of attorney for voting;</p>	<p>The notice of the general meeting shall include the followings:</p> <p>(I) the date, place and duration of the meeting;</p> <p>(II) matters and proposals to be submitted to the meeting for consideration;</p> <p>(III) contain an explicit statement that all shareholders are entitled to participate in the general meeting and they may appoint in writing one or more proxies to attend and vote at such meeting on their behalf and such proxy or proxies need not be shareholder(s) of the Company;</p> <p>(IV) the date of record for the shareholders who are entitled to attend the general meeting;</p> <p>(V) contain the name and telephone number of the regular contact person for the meeting;</p> <p>(VI) time and procedure for voting online or through other means.</p> <p>The notice and the supplementary notice of the general meeting shall adequately and completely disclose the specific contents of all proposals, and all the materials or explanations necessary for the shareholders to make reasonable judgments on the matters to be discussed. If the matters to be discussed require opinions from independent non-executive directors, the opinions and reasons of independent non-executive directors will be disclosed at the time when the notice of the general meeting or the supplementary notice is issued.</p> <p>The starting time of online voting or voting through other means for the general meeting shall not be earlier than 3:00 p.m. on the day before the on-site general meeting and shall not be later than 9:30 a.m. on the day of the on-site general meeting, and such voting shall not conclude earlier than 3:00 p.m. on the day of the on-site general meeting.</p> <p>The interval between the date of record and the date of the meeting shall be no more than 7 business days. Once the date of record is confirmed, it shall not be changed.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(IX) contain the name and telephone number of the regular contact person for the meeting;</p> <p>(X) the date of record for the shareholders who are entitled to attend the general meeting;</p> <p>(XI) time and procedure for voting online or through other means.</p> <p>The notice and the supplementary notice of the general meeting shall adequately and completely disclose the specific contents of all proposals, and all the materials or explanations necessary for the shareholders to make reasonable judgments on the matters to be discussed. If the matters to be discussed require opinions from independent non-executive directors, the opinions and reasons of independent non-executive directors will be disclosed at the time when the notice of the general meeting or the supplementary notice is issued.</p> <p>The starting time of online voting or voting through other means for the general meeting shall not be earlier than 3:00 p.m. on the day before the on-site general meeting and shall not be later than 9:30 a.m. on the day of the on-site general meeting, and such voting shall not conclude earlier than 3:00 p.m. on the day of the on-site general meeting.</p> <p>The interval between the date of record and the date of the meeting shall be no more than 7 business days. Once the date of record is confirmed, it shall not be changed.</p> <p>The “business day” as mentioned in these Articles of Association refers to any day on which the Hong Kong Stock Exchange is open for listing and trading of securities.</p>	<p>The “business day” as mentioned in these Articles of Association refers to any day on which the Hong Kong Stock Exchange is open for listing and trading of securities.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 82	<p>When the general meeting intends to discuss the election of directors and supervisors, the notice of the meeting shall fully disclose the details of the candidates for directors and supervisors, including, as a minimum, the following contents:</p> <p>(I) personal particulars such as education background, working experience and any concurrent positions;</p> <p>(II) whether one is connected with the shareholders holding more than 5% of the shares of the Company, de facto controller, other directors, supervisors and senior management officers of the Company;</p> <p>(III) their shareholdings in the Company;</p> <p>(IV) any penalties imposed by the CSRC and other relevant authorities and punishments imposed by the stock exchanges;</p> <p>(V) information required to be disclosed under the Hong Kong Listing Rules relating to the appointment, re-election or transfer of directors or supervisors.</p> <p>Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a single proposal.</p>	<p>When the general meeting intends to discuss the election of directors and supervisors, the notice of the meeting shall fully disclose the details of the candidates for directors and supervisors, including, as a minimum, the following contents:</p> <p>(I) personal particulars such as education background, working experience and any concurrent positions;</p> <p>(II) whether one is connected with the Company or its controlling shareholders and the de facto controller;</p> <p>(III) disclosure of their shareholdings in the Company;</p> <p>(IV) any penalties imposed by the CSRC and other relevant authorities and punishments imposed by the stock exchanges;</p> <p>(V) information required to be disclosed under the Hong Kong Listing Rules relating to the appointment, re-election or transfer of directors or supervisors.</p> <p>Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a single proposal.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 83	<p>Unless otherwise specified by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the shares of the Company are listed or these Articles of Association, the notice of a general meeting shall be delivered to the shareholders (whether they have voting rights at the general meeting or not) by sending to the address of the shareholder listed in the register of shareholders via personal delivery, prepaid mail, or announcement made on a designated website. For the holders of domestic-listed domestic shares, the notice of a general meeting may also be given via public announcement.</p> <p>The aforesaid public announcement shall be published on one or several newspapers designated by the securities regulatory authorities under the State Council. Once the public announcement is made, it is deemed that all the holders of domestic- listed domestic shares have received the notice of the relevant general meeting.</p> <p>For the shareholders of H shares, the Company may also give notice of the general meeting by posting on the Company’s website and the website designated by Hong Kong Stock Exchange or by such other means as may be permitted under Hong Kong Listing Rules and these Articles of Association, instead of personal delivery or prepaid mail delivery to shareholders of H shares, subject to the compliance with the laws, regulations and the listing rules of the stock exchange where the shares of the Company are listed and the performance of the relevant procedures.</p> <p>After the notice of the general meeting is issued, without proper reason, the general meeting shall not be postponed or canceled, and the proposals set out in the notice shall not be canceled. In the case of any postponement or cancellation of the meeting, the convener shall notify the shareholders in writing at least 2 business days prior to the scheduled date of convening and give explanations.</p>	<p>Unless otherwise specified by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the shares of the Company are listed or these Articles of Association, the notice of a general meeting shall be delivered to the shareholders (whether they have voting rights at the general meeting or not) via personal delivery, prepaid mail, facsimile or email or announcement on designated websites, public announcement on newspapers and other designated media, other methods pre-agreed by the Company and the shareholders or recognized by the notified person upon receipt of the notice, or other methods recognized by securities regulatory authorities of the places where the shares of the Company are listed or provided by these Articles of Association.</p> <p>For the shareholders of H shares, the Company may also give notice of the general meeting by posting on the Company’s website and the website designated by Hong Kong Stock Exchange or by such other means as may be permitted under Hong Kong Listing Rules and these Articles of Association, instead of personal delivery or prepaid mail delivery to shareholders of H shares, subject to the compliance with the laws, regulations and the listing rules of the stock exchange where the shares of the Company are listed and the performance of the relevant procedures.</p> <p>After the notice of the general meeting is issued, without proper reason, the general meeting shall not be postponed or canceled, and the proposals set out in the notice shall not be canceled. In the case of any postponement or cancellation of the meeting, the convener shall notify the shareholders in writing at least 2 business days prior to the scheduled date of convening and give explanations.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 85	<p>All ordinary shareholders recorded in the register as at the shareholding record date (including the preferred shareholders who have resumed their voting rights) or their proxies shall have the right to attend and speak at the general meeting and exercise the voting rights in accordance with the relevant provisions of laws, administrative regulations, departmental rules, listing rules of the stock exchange where the shares of the Company are listed and these Articles of Association.</p> <p>Shareholders may attend the general meeting in person, and also may appoint a proxy (who may not be a shareholder) to attend and vote on his/her behalf.</p> <p>Any shareholder entitled to attend the general meeting and vote has the right to appoint one or several persons (who is not necessary to be a shareholder) as his/her proxy (proxies) to attend and vote on his/her behalf. Such proxy is entitled to exercise the following rights pursuant to the appointment made by the appointing shareholder:</p> <p>(I) the same right as the shareholder to speak at the general meeting;</p> <p>(II) the right to require, alone or together with others, voting by ballot;</p> <p>(III) unless otherwise specified in the applicable listing rules of the stock exchange(s) or other laws and regulations, exercise the right to vote by hand or in form of ballot, but if there are more than one proxy appointed by the shareholder, they may only exercise the right to vote in form of ballot.</p>	<p>All shareholders recorded in the register as at the shareholding record date or their proxies shall have the right to attend and speak at the general meeting and exercise the voting rights in accordance with the relevant provisions of laws, administrative regulations, departmental rules, listing rules of the stock exchange where the shares of the Company are listed and these Articles of Association.</p> <p>Shareholders may attend the general meeting in person, and also may appoint a proxy (who may not be a shareholder) to attend and vote on his/her behalf.</p> <p>Any shareholder entitled to attend the general meeting and vote has the right to appoint one person (who is not necessary to be a shareholder) as his/her proxy (proxies) to attend and vote on his/her behalf. Such proxy is entitled to exercise the following rights pursuant to the appointment made by the appointing shareholder:</p> <p>(I) the same right as the shareholder to speak at the general meeting;</p> <p>(II) the right to require, alone or together with others, voting by ballot;</p> <p>(III) exercise the right to vote.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>If the shareholder is a recognized clearing house (or its agent) as defined in the relevant laws and ordinances of the place where the shares of the Company are listed, the shareholder may authorize one or more persons as he/she deems appropriate to act as his/her representative at any meeting (including but not limited to the general meeting and a creditor meeting) or any class meeting. However, if more than one person is authorized, the power of attorney shall state the number and class of shares in respect of which each such person is authorized and shall be signed by the authorized officer of the recognized clearing house. The authorized persons may attend the meeting (without presenting proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise rights equivalent to the statutory rights given to other shareholders (including the rights to speak and cast votes) on behalf of a recognized clearing house (or its agent) as if he/she were an individual shareholder of the Company.</p>	<p>If the shareholder is a recognized clearing house (or its agent) as defined in the relevant laws and ordinances of the place where the shares of the Company are listed, the shareholder may authorize one or more persons as he/she deems appropriate to act as his/her representative at any meeting (including but not limited to the general meeting and a creditor meeting). However, if more than one person is authorized, the power of attorney shall state the number and class of shares in respect of which each such person is authorized and shall be signed by the authorized officer of the recognized clearing house. The authorized persons may attend the meeting (without presenting proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise rights equivalent to the statutory rights given to other shareholders (including the rights to speak and cast votes) on behalf of a recognized clearing house (or its agent) as if he/she were an individual shareholder of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 87	<p>The shareholders shall appoint their proxies in writing, the power of attorney issued by a shareholder to appoint a proxy to attend the general meeting shall contain the following information:</p> <p>(I) the name of the proxy;</p> <p>(II) the number of shares of the principal as represented by the proxy, and whether or not the proxy has the voting right;</p> <p>(III) separate instructions as to whether to cast affirmative, negative or abstention votes on each and every matter under consideration listed on the agenda of the general meeting;</p> <p>(IV) the date of issue and validity period of the power of attorney;</p> <p>(V) signature by the principal or the agent he/she entrusts in writing. If the principal is a legal person, the corporate seal shall be affixed or signed by its director or duly appointed agent. Any power of attorney issued by the board of directors to the shareholders to appoint a proxy shall be in such form that allows the shareholders to freely instruct the proxy to vote for or against or abstaining from voting any proposal, and to provide separate instructions on the matters to be voted at every topic of the meeting.</p> <p>The power of attorney shall specify whether the proxy may vote as he/she thinks fit in the absence of specific instructions from the shareholder.</p>	<p>The shareholders shall appoint their proxies in writing, the power of attorney issued by a shareholder to appoint a proxy to attend the general meeting shall contain the following information:</p> <p>(I) the name of the proxy;</p> <p>(II) the number of shares of the principal as represented by the proxy, and whether or not the proxy has the voting right;</p> <p>(III) separate instructions as to whether to cast affirmative, negative or abstention votes on each and every matter under consideration listed on the agenda of the general meeting;</p> <p>(IV) the date of issue and validity period of the power of attorney;</p> <p>(V) signature by the principal or the agent he/she entrusts in writing. If the principal is a legal person, the corporate seal shall be affixed or signed by its director or duly appointed agent.</p> <p>The power of attorney shall specify whether the proxy may vote as he/she thinks fit in the absence of specific instructions from the shareholder.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 88	<p>The power of attorney for proxy voting shall be deposited at the domicile of the Company or at such other places designated in the notice of the meeting 24 hours prior to the convention of the meeting at which the power of attorney authorizes to vote or 24 hours prior to the designated voting time. If the power of attorney is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for proxy voting shall be maintained at the domicile of the Company or other place specified in the notice of the meeting.</p> <p>If the principal is a legal person, its legal representative or the person authorized by the board of directors or other decision-making authorities shall attend the general meeting of the Company on its behalf.</p>	<p>If the power of attorney for proxy voting is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. Without prejudicing the relevant laws, regulations, and regulatory rules of the place where the shares of the Company are listed, the notarized letter of authority or other authorization documents and the power of attorney for proxy voting shall be maintained at the domicile of the Company or other place specified in the notice of the meeting before the relevant meeting or within the time period specified by the Company.</p> <p>If the principal is a legal person, its legal representative or the person authorized by the board of directors or other decision-making authorities shall attend the general meeting of the Company on its behalf.</p>
Article 89	<p>If the principal is deceased, loses capacity for act, withdraws appointment, withdraws authorization for signing the power of attorney or the relevant shares have been transferred before the voting, as long as the written notice on such matters is not received by the Company before the commencement of the relevant meeting, the votes made by the proxy according to the power of attorney remain effective.</p>	Deleted
Article 100	<p>Shareholders may have access to copies of the meeting minutes free of charge during the office hours of the Company. If any shareholder requests a copy of the relevant meeting minutes from the Company, the Company shall send the copy within 7 days after receiving a reasonable fee.</p>	<p>Shareholders may have access to copies of the meeting minutes free of charge during the office hours of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 103	<p>The following matters shall be passed by way of an ordinary resolution of the general meeting:</p> <p>(I) work reports of the board of directors and the Supervisory Committee;</p> <p>(II) profit distribution plan and loss recovery plan of the Company;</p> <p>(III) the appointment, dismissal and remuneration of the members of the board of directors and the Supervisory Committee and the method of payment of the remuneration;</p> <p>(IV) the Company’s annual financial budget plans, final accounting plans, balance sheet, income statement and other financial statements;</p> <p>(V) annual report of the Company;</p> <p>(VI) the appointment, removal, or termination of accounting firms;</p> <p>(VII) any other matters other than those which are required by the laws, administrative regulations, departmental rules, securities regulatory rules of the place on which the shares of the Company are listed or by these Articles of Association to be passed by way of a special resolution.</p>	<p>The following matters shall be passed by way of an ordinary resolution of the general meeting:</p> <p>(I) work reports of the board of directors and the Supervisory Committee;</p> <p>(II) profit distribution plan and loss recovery plan of the Company;</p> <p>(III) the appointment, dismissal and remuneration of the members of the board of directors and the Supervisory Committee and the method of payment of the remuneration;</p> <p>(IV) the Company’s annual financial budget plans, final accounting plans, balance sheet, income statement and other financial statements;</p> <p>(V) annual report of the Company;</p> <p>(VI) the appointment, removal, or termination of accounting firms, and determination of their remunerations;</p> <p>(VII) any other matters other than those which are required by the laws, administrative regulations, departmental rules, securities regulatory rules of the place on which the shares of the Company are listed or by these Articles of Association to be passed by way of a special resolution.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 104	<p>The following matters shall be passed by way of a special resolution of the general meeting:</p> <p>(I) the increase or reduction of the Company’s registered capital;</p> <p>(II) to make resolutions on the issuance of any type of shares, securities convertible into shares, options, warrants or similar rights to subscribe for any shares or securities convertible into shares, other securities, or public listing plans;</p> <p>(III) the issuance of corporate bonds;</p> <p>(IV) the division, spin-off, merger, dissolution, liquidation or change of organizational form of the Company;</p> <p>(V) the amendment to these Articles of Association;</p> <p>(VI) equity incentive scheme;</p> <p>(VII) the purchase and disposal of material assets, or guarantee by the Company within one year, in which the amount exceeds 30% of the audited total assets in the most recent period of the Company;</p> <p>(VIII) any other matter as specified by the laws, administrative regulations, departmental rules, securities regulatory rules of the place on which the shares of the Company are listed and these Articles of Association which, considered by the shareholders at the general meeting and resolved by way of an ordinary resolution, may have a material impact on the Company and shall be adopted by way of a special resolution.</p>	<p>The following matters shall be passed by way of a special resolution of the general meeting:</p> <p>(I) the increase or reduction of the Company’s registered capital;</p> <p>(II) the division, spin-off, merger, dissolution, liquidation or change of organizational form of the Company;</p> <p>(III) the amendment to these Articles of Association;</p> <p>(IV) equity incentive scheme;</p> <p>(V) the purchase and disposal of material assets, or guarantee by the Company within one year, in which the amount exceeds 30% of the audited total assets in the most recent period of the Company;</p> <p>(VI) any other matter as specified by the laws, administrative regulations, departmental rules, securities regulatory rules of the place on which the shares of the Company are listed and these Articles of Association which, considered by the shareholders at the general meeting and resolved by way of an ordinary resolution, may have a material impact on the Company and shall be adopted by way of a special resolution.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 108	<p>The list of candidates for directors and supervisors shall be submitted by way of proposal for voting at the general meeting.</p> <p>The nomination methods and procedures of directors and supervisors are set out below:</p> <p>(I) Any shareholders holding 3% or above of the shares individually or in aggregate or the board of directors may propose a resolution for the nomination of directors at the general meeting, while any shareholders holding 3% or above of the shares individually or in aggregate or the Supervisory Committee may propose a resolution for the nomination of supervisors at the general meeting.</p> <p>(II) the staff representatives of the Supervisory Committee are elected by the staff of the Company at the staff representative meeting, staff meeting, or by other democratic means.</p> <p>(III) candidates for independent non-executive directors are nominated by the board of directors or the Supervisory Committee of the Company, or any shareholders holding 1% or above of the issued shares of the Company individually or in aggregate.</p> <p>In considering the proposal for the election of directors and supervisors, the general meeting shall vote on each candidate for director and supervisor one by one. The board of directors shall inform the shareholders of the resumes and basic information of the candidates for directors and supervisors.</p> <p>When voting on the election of two or more directors or supervisors to be represented by the shareholders at the general meeting, cumulative voting system may be implemented in accordance with the provisions of these Articles of Association or the resolutions at the general meeting. Cumulative voting system shall be adopted for a company in which a single shareholder and its parties acting in concert are interested in 30% or above of the total shares of the company.</p>	<p>The list of candidates for directors and supervisors shall be submitted by way of proposal for voting at the general meeting.</p> <p>The nomination methods and procedures of directors and supervisors are set out below:</p> <p>(I) Any shareholders holding 3% or above of the shares individually or in aggregate or the board of directors may propose a resolution for the nomination of directors at the general meeting, while any shareholders holding 3% or above of the shares individually or in aggregate or the Supervisory Committee may propose a resolution for the nomination of supervisors at the general meeting.</p> <p>(II) the staff representatives of the Supervisory Committee are elected by the staff of the Company at the staff representative meeting, staff meeting, or by other democratic means.</p> <p>(III) candidates for independent non-executive directors are nominated by the board of directors or the Supervisory Committee of the Company, or any shareholders holding 1% or above of the issued shares of the Company individually or in aggregate.</p> <p>In considering the proposal for the election of directors and supervisors, the general meeting shall vote on each candidate for director and supervisor one by one. The board of directors shall inform the shareholders of the resumes and basic information of the candidates for directors and supervisors.</p> <p>When voting on the election of two or more directors or supervisors to be represented by the shareholders at the general meeting, cumulative voting system may be implemented in accordance with the provisions of these Articles of Association or the resolutions at the general meeting. Cumulative voting system shall be adopted for a company in which a single shareholder and its parties acting in concert are interested in 30% or above of the total shares of the company. Cumulative voting system shall be implemented for a general meeting of the Company in which two or more independent non-executive directors are elected.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at the general meeting, each share carries a number of voting right equivalent to the number of directors or supervisors to be elected, and the shareholders' voting rights may be used in a concentrated manner.</p> <p>When electing directors and implementing cumulative voting system, the election of independent non-executive directors shall be separated from the election of other directors to ensure the proportion of independent non-executive directors in the board of directors of the Company.</p> <p>The specific procedures and requirements in execution of the cumulative voting system for the election of directors and supervisors are as follows:</p> <p>(I) when electing directors and supervisors at the general meeting, the voting shareholders must write down all the names of directors and supervisors they elect and write down the number of voting rights casted to each director and supervisor;</p> <p>(II) if a shareholder's voting rights exercised on the votes exceed the total number of his legitimate voting rights, such votes are invalid; otherwise, the votes are valid;</p> <p>(III) upon completion of voting, the scrutineer shall count the votes and announce the voting results for each director or supervisor candidate.</p> <p>(IV) the election of director candidates or supervisor candidates shall be determined based on the number of votes they have obtained, provided that the number of votes obtained by each elected director or supervisor must exceed one half of the total number of shares with voting rights represented by the shareholders attending the general meeting (based on the total number of shares before cumulation).</p>	<p>The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at the general meeting, each share carries a number of voting right equivalent to the number of directors or supervisors to be elected, and the shareholders' voting rights may be used in a concentrated manner.</p> <p>When electing directors and implementing cumulative voting system, the election of independent non-executive directors shall be separated from the election of other directors to ensure the proportion of independent non-executive directors in the board of directors of the Company.</p> <p>The specific procedures and requirements in execution of the cumulative voting system for the election of directors and supervisors are as follows:</p> <p>(I) when electing directors and supervisors at the general meeting, the voting shareholders must write down all the names of directors and supervisors they elect and write down the number of voting rights casted to each director and supervisor;</p> <p>(II) if a shareholder's voting rights exercised on the votes exceed the total number of his legitimate voting rights, such votes are invalid; otherwise, the votes are valid;</p> <p>(III) upon completion of voting, the scrutineer shall count the votes and announce the voting results for each director or supervisor candidate;</p> <p>(IV) the election of director candidates or supervisor candidates shall be determined based on the number of votes they have obtained, provided that the number of votes obtained by each elected director or supervisor must exceed one half of the total number of shares with voting rights represented by the shareholders attending the general meeting (based on the total number of shares before cumulation).</p>

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>In the event that two or more candidates receive the same number of votes and the number of votes is the lowest among the candidates to be elected, if all of them are elected, the number of elected candidates will exceed the number of directors or supervisors to be elected, another election for the above-mentioned candidates for directors or supervisors with the same number of votes shall be conducted at the next general meeting.</p> <p>If the number of elected directors and supervisors is less than the required number, another election shall be conducted at the next general meeting for the vacant seats.</p> <p>If, as a result, the number of the board of directors or the Supervisory Committee is less than two-thirds of the number stipulated in these Articles of Association, the next general meeting shall be held within two months after the conclusion of such general meeting.</p> <p>Where there are special provisions stipulated in the laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the shares of the Company are listed, those provisions shall prevail.</p>	<p>In the event that two or more candidates receive the same number of votes and the number of votes is the lowest among the candidates to be elected, if all of them are elected, the number of elected candidates will exceed the number of directors or supervisors to be elected, another election for the above-mentioned candidates for directors or supervisors with the same number of votes shall be conducted at the next general meeting.</p> <p>If the number of elected directors and supervisors is less than the required number, another election shall be conducted at the next general meeting for the vacant seats.</p> <p>If, as a result, the number of the board of directors or the Supervisory Committee is less than two-thirds of the number stipulated in these Articles of Association, the next general meeting shall be held within two months after the conclusion of such general meeting.</p> <p>Where there are special provisions stipulated in the laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the shares of the Company are listed, those provisions shall prevail.</p>
New Article	-	Voting at the general meeting shall be conducted by open ballot.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 112	<p>Any vote by the shareholders at the general meeting must be taken by way of registered ballot, unless the chairman of the meeting has in good faith decided to allow a vote by a show of hands on a resolution purely relating to procedural or administrative matters.</p> <p>If the chairman of the meeting decides to vote by a show of hands, unless the following persons request to vote by ballot before or after voting by show of hands, or the ballot is required under securities regulatory rules of the place where the shares of the Company are listed, the general meeting shall vote by show of hands:</p> <p>(I) the chairman of the meeting;</p> <p>(II) at least two shareholders with voting rights or their proxies;</p> <p>(III) one or several shareholders (including proxies) individually or in aggregate holding more than 10% of the voting shares at such meeting.</p> <p>If the chairman of the meeting decides to vote by a show of hands, unless any person proposes voting by ballot, the chairman of the meeting shall announce the proposal approval situation based on the results of voting by a show of hands, and record the results in the meeting minutes as final basis and do not have to prove the number or proportion of affirmative or negative votes on the resolution passed at that meeting.</p> <p>The request for voting by ballot may be withdrawn by the proposer.</p> <p>In the event of vote by ballot, the Company shall appoint a scrutineer for votes counting in accordance with the Hong Kong Listing Rules and disclose the relevant voting results to the extent in compliance with the laws, administrative regulations, departmental rules and securities regulatory rules of the place where the shares of the Company are listed.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 113	If the matter on which voting by ballot is requested is to elect the chairman of the meeting or the suspension of the meeting, voting by ballot shall be taken immediately. In respect of other matters on which voting by ballot is requested, the chairman of the meeting shall decide when to conduct a voting, and the meeting may be continued to discuss other matters, provided that the result of the voting shall be deemed to be a resolution passed at that meeting.	Deleted
Article 114	During voting by ballot, a shareholder (including proxies) entitled to two or more votes need not cast all his/her votes as affirmative votes or negative votes.	Deleted
Article 115	<p>When the number of negative votes is equal to the number of affirmative votes, either by a show of hands or by ballot, the shareholder as the chairman of the meeting is entitled to one additional vote.</p> <p>If in accordance with the applicable laws and regulations or the Hong Kong Listing Rules, any shareholder is required to abstain from voting or is restricted to voting for or against any individual resolution, any vote by the shareholder (or proxies) in contravention thereof shall not be counted into the voting result.</p>	Deleted
Article 118	<p>The shareholders attending the general meeting shall express one of the following opinions on the proposal to be voted on: for, against, or abstain.</p> <p>A blank, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as “abstention”, save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of shares under the mutual stock market access between the Mainland and Hong Kong makes reporting in accordance with the instruction of the de facto holders of relevant shares.</p> <p>If in accordance with the Hong Kong Listing Rules, any shareholder is required to abstain from voting or is restricted to voting for or against any individual resolution, any vote by the shareholder (or proxies) in contravention thereof shall not be counted into the voting result.</p>	<p>The shareholders attending the general meeting shall express one of the following opinions on the proposal to be voted on: for, against, or abstain, save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of shares under the mutual stock market access between the Mainland and Hong Kong makes reporting in accordance with the instruction of the de facto holders of relevant shares.</p> <p>A blank, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as “abstention”.</p> <p>If in accordance with the Hong Kong Listing Rules, any shareholder is required to abstain from voting or is restricted to voting for or against any individual resolution, any vote by the shareholder (or proxies) in contravention thereof shall not be counted into the voting result.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
New Article	-	<p>A director of the Company, as a natural person, may not serve as a director of the Company in one of the following circumstances:</p> <p>(I) A person who loses or has limited capacity for civil conduct;</p> <p>(II) A person who has been imposed criminal penalty due to taking graft or committing bribery, infringing upon property, embezzling property or disrupting the order of socialist market economy, where less than five years have elapsed since completion of the enforcement of the criminal penalty; or is deprived of political rights due to offence, where less than five years have elapsed since completion of the enforcement of the penalty;</p> <p>(III) A person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;</p> <p>(IV) A person who is a former legal representative of a company or enterprise whose business license was revoked or which was ordered to close down due to violation of law and who are personally liable therefor, where less than three years have elapsed since the date of the revocation of the business license;</p> <p>(V) A person who has a large amount of outstanding debts which have become overdue;</p> <p>(VI) A person who is under a penalty of prohibited access to the securities market imposed by the CSRC, which is still effective;</p> <p>(VII) Other circumstances required by laws, administrative regulations, departmental rules or the listing rules of the stock exchange of the place where the Company's Shares are listed.</p> <p>In case that the election or appointment of any director is in violation of the provisions in this Article, the said election, appointment or engagement shall be invalid. Where any of the circumstances herein happens to any director during his/her term of office, the Company shall remove him/her from such office.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 135	<p>Means and procedures for nomination of directors:</p> <p>(I) candidates for independent non-executive directors shall be nominated by the board of directors, Supervisory Committee or shareholders individually or jointly holding more than 1% of shares issued by the Company. Candidates for other directors shall be nominated by the board of directors or the shareholders individually or jointly holding more than 3% of shares of the Company.</p> <p>(II) a written commitment shall be made by the candidate prior to the notice of the general meeting is issued, expressing his/her willingness to accept the nomination, promising to publicly disclose his/her information truthfully and completely and warranting to faithfully fulfill his/her obligations as a director after election; the nominator for independent non-executive directors shall express an opinion on the qualifications and independence of the nominee for serving as an independent non-executive director. The nominee for serving as an independent non-executive director shall make a public statement that there is no relationship between himself/herself and the Company that would affect his/her independent and objective judgment.</p>	<p>Means and procedures for nomination of directors:</p> <p>(I) candidates for independent non-executive directors shall be nominated by the board of directors, Supervisory Committee or shareholders individually or jointly holding more than 1% of shares issued by the Company. The investor protection institution established in accordance with the law may publicly request the shareholders to entrust them to exercise the right to nominate independent non-executive directors on their behalf. The nominator shall not nominate persons with interests or other close associates who may affect the performance of their duties as independent director candidates. Candidates for other directors shall be nominated by the board of directors or the shareholders individually or jointly holding more than 3% of shares of the Company;</p> <p>(II) a written commitment shall be made by the candidate prior to the notice of the general meeting is issued, expressing his/her willingness to accept the nomination, promising to publicly disclose his/her information truthfully and completely and warranting to faithfully fulfill his/her obligations as a director after election; the nominator for independent non-executive directors shall obtain the consent of the nominee before nomination. The nominator shall have sufficient information of the nominee’s occupation, education background, professional title, detailed working experience, all part-time jobs, whether there are any spotty records such as serious dishonesty issue, etc., and shall give opinions on his/her independence and other conditions for serving as an independent director. The nominee shall make a public declaration as to his/her independence and other conditions for serving as an independent director;</p>

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(III) In the event of a hostile takeover as provided herein, in order to ensure the stability of operation of the Company after the takeover and safeguard the long-term interests of the Company and all shareholders, the candidates for non-independent director nominated by the acquirer and/or parties acting in concert with it shall, in addition to possessing professional competence and knowledge appropriate to the performance of their duties as directors, have served as directors or senior management officers in a large company with the same principal business as the Company for more than five years. The candidates for directors nominated by the acquirer and/or parties acting in concert with it shall, when the general meeting or the board meeting is held for considering the proposal for their appointment, attend the meeting in person and explain their qualifications for appointment, professional competence, experience in the industry, violations of laws and regulations, existence of any conflict of interest with the Company, and their relationship with the controlling shareholders, the de facto controller and other directors, supervisors and senior management of the Company.</p>	<p>(III) In the event of a hostile takeover as provided herein, in order to ensure the stability of operation of the Company after the takeover and safeguard the long-term interests of the Company and all shareholders, the candidates for non-independent director nominated by the acquirer and/or parties acting in concert with it shall, in addition to possessing professional competence and knowledge appropriate to the performance of their duties as directors, have served as directors or senior management officers in a large company with the same principal business as the Company for more than five years. The candidates for directors nominated by the acquirer and/or parties acting in concert with it shall, when the general meeting or the board meeting is held for considering the proposal for their appointment, attend the meeting in person and explain their qualifications for appointment, professional competence, experience in the industry, violations of laws and regulations, existence of any conflict of interest with the Company, and their relationship with the controlling shareholders, the de facto controller and other directors, supervisors and senior management of the Company.</p>
Article 142	<p>Independent non-executive directors shall qualify for position and have independence as prescribed by laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed.</p> <p>The independent non-executive director shall not simultaneously hold the post of independent non-executive director in more than five companies in principle, and he/she should ensure that he/she has sufficient time and energy to effectively perform his/her duties as an independent non-executive director.</p>	<p>Independent non-executive directors shall qualify for position and have independence as prescribed by laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed.</p> <p>The independent non-executive director shall not simultaneously hold the post of independent non-executive director in more than three companies in principle, and he/she should ensure that he/she has sufficient time and energy to effectively perform his/her duties as an independent non-executive director.</p>

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 143	<p>The term of office of the independent non-executive director is the same as that of other directors of the Company. Upon expiration of the term, the independent non-executive director may be re-elected, provided that the term of office shall not exceed six years.</p> <p>Prior to the expiry of the term, the independent non-executive directors shall not be removed without proper reasons. In case of early dismissal, the company shall disclose it as a special disclosure.</p> <p>If an independent non-executive director fails to attend the board of directors meeting in person for three consecutive times, the board of directors may request the general meeting for removal.</p> <p>If the independent non-executive directors of the Company at any time do not meet the requirements for the number of people, qualification or independence specified in Hong Kong Listing Rules, the Company must inform Hong Kong Stock Exchange immediately, and explain the details and reason by means of announcement, and shall, within three months after noncompliance with the relevant provisions, appoint enough independent non-executive directors to meet the requirements of Hong Kong Listing Rules.</p>	<p>The term of office of the independent non-executive director is the same as that of other directors of the Company. Upon expiration of the term, the independent non-executive director may be re-elected, provided that the term of office shall not exceed six years.</p> <p>Prior to the expiry of the term, the independent non-executive directors shall not be removed without proper reasons. In case of early dismissal, the company shall disclose it as a special disclosure.</p> <p>If an independent non-executive director fails to attend the board of directors meeting in person for two consecutive times and has not appointed other independent non-executive director to attend the board of directors meeting on his/her behalf, the board of directors shall propose to convene a general meeting to remove the independent non-executive director from his/her position with 30 days after the date of occurrence.</p> <p>If the independent non-executive directors of the Company at any time do not meet the requirements for the number of people, qualification or independence specified in Hong Kong Listing Rules, the Company must inform Hong Kong Stock Exchange immediately, and explain the details and reason by means of announcement, and shall, within sixty days after noncompliance with the relevant provisions, appoint enough independent non-executive directors to meet the requirements of Hong Kong Listing Rules.</p>

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 144	<p>An independent non-executive director may resign before the end of his/her tenure. The independent non-executive director shall submit a written resignation report to the board of directors, stating any circumstances relating to his/her resignation or which he/she considers necessary to bring to the attention of the Company’s shareholders and the creditors.</p> <p>If any independent non-executive director resigns so that the number of independent non-executive directors or the membership of the board of directors falls short of the quorum or the minimum number specified in these Articles of Association, such resignation shall not become effective until the vacancy is filled up by a succeeding director.</p>	<p>An independent non-executive director may resign before the end of his/her tenure. The independent non-executive director shall submit a written resignation report to the board of directors, stating any circumstances relating to his/her resignation or which he/she considers necessary to bring to the attention of the Company’s shareholders and the creditors. The Company shall disclose the reasons of resignation of the independent non-executive directors and other matters concerned.</p> <p>If the resignation of an independent non-executive director will result in the proportion of independent non-executive directors in the board of directors or its special committees not being in compliance with the listing rules of the place where the Company’s shares are listed or these Articles of Association, or if there is a lack of accounting professionals among the independent non-executive directors, the independent non-executive director who intends to resign shall continue to perform his/her duties until the date on which the new independent non-executive director is elected. The Company shall complete the by-election within 60 days from the date of resignation of the independent non-executive director.</p>

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 145	<p>Independent non-executive directors shall, in accordance with the requirements of relevant laws, administrative regulations, departmental rules and securities regulatory rules of the place where the shares of the Company are listed, earnestly perform their duties, safeguard the overall interests of the Company, and especially strive to protect the legitimate rights and interests of the minority shareholders. Independent non-executive directors shall perform their duties independently and shall not be influenced by substantial shareholders and de facto controllers of the Company or other units or individuals having interests in the Company.</p>	<p>Independent non-executive directors shall, in accordance with the requirements of relevant laws, administrative regulations, departmental rules and securities regulatory rules of the place where the shares of the Company are listed, earnestly perform their duties, safeguard the overall interests of the Company, and especially strive to protect the legitimate rights and interests of the minority shareholders. Independent non-executive directors shall perform their duties independently and shall not be influenced by the Company, its substantial shareholders and de facto controllers or other units or individuals having interests in the Company, its substantial shareholders and de facto controllers.</p> <p>The Company shall provide the independent non-executive directors with the necessary working conditions and personnel support to perform their duties, and the secretary to the board of directors and corresponding departments relating to securities of the Company should assist the independent non-executive directors in the performance of their duties.</p> <p>The secretary to the board of directors shall ensure the unimpeded access to information between the independent non-executive directors and other directors, senior management and other relevant persons, and ensure that the independent non-executive directors are able to obtain adequate resources and necessary professional opinions when performing their duties.</p>

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 153	<p>For the disposal of fixed assets by the board of directors in accordance with its power, in the event that the aggregate amount of the expected value of the proposed disposal of fixed assets and the value of the disposed fixed assets during the four months prior to this proposed disposal exceeds 33% of the value of the fixed assets shown in the latest balance sheet as considered at the general meeting, the board of directors shall not dispose of or agree to dispose of such fixed asset without obtaining approval at the general meeting.</p> <p>The disposal of fixed assets as mentioned in this Article includes the transfer of certain interests of assets but excludes the provision of fixed assets as security.</p> <p>The validity of the transactions for the disposal of fixed assets conducted by the Company shall not be affected by the breach of the first paragraph of this Article.</p>	Deleted

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 158	<p>The chairman of the board of directors shall exercise the following duties and powers:</p> <p>(I) presiding over the general meetings and convening and presiding over board meetings;</p> <p>(II) procuring and examining the implementation of resolutions of the board of directors;</p> <p>(III) signing share certificates, corporate bonds and other securities issued by the Company and other significant documents;</p> <p>(IV) nominating candidates for general manager and secretary of the board of directors to the board of directors;</p> <p>(V) in the event of emergency of force majeure such as catastrophic natural disaster, enforcing special discretion on the affairs of the Company in accordance with provision of laws and in the interest of the Company, and reporting to the board of directors of the Company or the general meeting afterwards;</p> <p>(VI) external donations or sponsorship of the Company with a cumulative amount not exceeding RMB1 million in an accounting year;</p> <p>(VII) other powers granted by the board of directors.</p>	<p>The chairman of the board of directors shall exercise the following duties and powers:</p> <p>(I) presiding over the general meetings and convening and presiding over board meetings;</p> <p>(II) procuring and examining the implementation of resolutions of the board of directors;</p> <p>(III) other powers granted by the board of directors.</p>
Article 163	<p>The board meeting shall be held upon the attendance of more than half of the directors.</p> <p>“One person, one vote” is performed for the vote on resolutions of the board of directors. Unless otherwise provided by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association, all resolutions of the board of directors may be passed by the majority of all directors. In the event of a tie between for and against, the chairman of the board of directors is entitled to one additional vote.</p>	<p>The board meeting shall be held upon the attendance of more than half of the directors.</p> <p>“One person, one vote” is performed for the vote on resolutions of the board of directors. Unless otherwise provided by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association, all resolutions of the board of directors may be passed by the majority of all directors.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 167	<p>The board meeting shall make meeting minutes, and the attending directors and the minute-taker shall sign the meeting minutes. After the board meeting, the first draft and the final draft of the meeting minutes shall be sent to all the directors within a reasonable period of time. The first draft is for the directors to express their opinions, and the final draft is for their record.</p> <p>The minutes of the board meeting shall be kept as corporate files for a term of ten years. If any director gives reasonable notice, the meeting minutes shall be made available for inquiry at any reasonable time.</p>	<p>The board meeting shall make minutes for the decisions of the matters discussed in the meeting, and the attending directors and the minute-taker shall sign the meeting minutes. After the board meeting, the first draft and the final draft of the meeting minutes shall be sent to all the directors within a reasonable period of time. The first draft is for the directors to express their opinions, and the final draft is for their record.</p> <p>The minutes of the board meeting shall be kept as corporate files for a term of ten years. If any director gives reasonable notice, the meeting minutes shall be made available for inquiry at any reasonable time.</p>
Article 180	<p>The secretary to the board of directors may be held concurrently by a director or other senior management officers. The accountant from the accounting firm engaged by the Company shall not sever as the secretary to the board of directors concurrently.</p> <p>Where the office of secretary to the board of directors is held concurrently by a director, and an act is required to be conducted by a director and a secretary to the board of directors separately, the person who holds the offices of director and secretary to the board of directors concurrently may not perform such act in a dual capacity.</p>	Deleted
Article 186	Supervisors may attend board meetings, and raise questions or proposals regarding resolutions of the board meetings.	<p>Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete, and sign written confirmation opinions on regular reports.</p> <p>Supervisors may attend board meetings, and raise questions or proposals regarding resolutions of the board meetings.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 188	<p>The Company shall establish a Supervisory Committee, which comprises three (3) supervisors. The Supervisory Committee shall have one (1) chairman, and may have vice chairman. The appointment and dismissal of the chairman of the Supervisory Committee shall be resolved by more than two-thirds of the supervisors of the Supervisory Committee.</p> <p>The chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee. If the chairman of the Supervisory Committee cannot or fails to perform his/her duties, the vice chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee. If the vice chairman of the Supervisory Committee cannot or fails to perform his/her duties, one supervisor shall be elected jointly by more than half of the supervisors to convene and preside over the meeting of the Supervisory Committee.</p>	<p>The Company shall establish a Supervisory Committee, which comprises three (3) supervisors. The Supervisory Committee shall have one (1) chairman, and may have vice chairman. The chairman of the Supervisory Committee shall be elected with a majority vote of all supervisors.</p> <p>The chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee. If the chairman of the Supervisory Committee cannot or fails to perform his/her duties, the vice chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee. If the vice chairman of the Supervisory Committee cannot or fails to perform his/her duties, one supervisor shall be elected jointly by more than half of the supervisors to convene and preside over the meeting of the Supervisory Committee.</p>
Article 190	<p>When performing its duties, the Supervisory Committee may, where necessary, engage professional institutions such as law firms or accounting firms to render assistance, any costs so incurred shall be borne by the Company.</p>	Deleted
Article 194	<p>Voting at the Supervisory Committee meetings shall be conducted by open ballot or a show of hands, and each supervisor shall have the right to one vote. Relevant specific methods are stipulated by the Procedures of Meetings of the Supervisory Committee.</p> <p>Resolutions of the Supervisory Committee shall be passed by more than two-thirds of the supervisors.</p>	<p>Voting at the Supervisory Committee meetings shall be conducted by open ballot or a show of hands, and each supervisor shall have the right to one vote. Relevant specific methods are stipulated by the Procedures of Meetings of the Supervisory Committee.</p> <p>Resolutions of the Supervisory Committee shall be passed by more than half of the supervisors.</p>

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 195	<p>A person may not serve as a director, supervisor, general manager or other senior management officer of the Company if any of the following circumstances applies:</p> <p>(I) A person who loses or has limited capacity for civil conduct;</p> <p>(II) A person who has been imposed criminal penalty due to taking graft or committing bribery, infringing upon property, embezzling property or disrupting the order of socialist market economy and it is less than five years since completion of the enforcement of the criminal penalty; or is deprived of political rights due to offence and it is less than five years since completion of the enforcement of the penalty;</p> <p>(III) A person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;</p>	<p>A person may not serve as a director, supervisor, general manager or other senior management officer of the Company if any of the following circumstances applies:</p> <p>(I) A person who loses or has limited capacity for civil conduct;</p> <p>(II) A person who has been imposed criminal penalty due to taking graft or committing bribery, infringing upon property, embezzling property or disrupting the order of socialist market economy and it is less than five years since completion of the enforcement of the criminal penalty; or is deprived of political rights due to offence and it is less than five years since completion of the enforcement of the penalty;</p> <p>(III) A person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(IV) A person who is a former legal representative of a company or enterprise that the business license of which was revoked or which was ordered to close down due to violation of law and who are personally liable therefor, where less than three years have elapsed since the date of the revocation of the business license;</p> <p>(V) A person who has a large amount of outstanding debts which have become overdue;</p> <p>(VI) A person who is currently under investigation by judicial authorities for violation of criminal law;</p> <p>(VII) A person who is under a penalty of prohibited access to the securities market imposed by the securities regulatory authority of the State Council, which penalty is still effective;</p> <p>(VIII) A person is otherwise disqualified for an enterprise leader by the laws, administrative regulations or departmental rules;</p> <p>(IX) A person other than a natural person;</p> <p>(X) A person who has been convicted by the relevant competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five years have lapsed from the date of such conviction;</p> <p>(XI) A person who has other contents specified in laws, administrative regulations, departmental rules or securities regulatory rules of the places where the shares of the Company are listed.</p> <p>In case that the election, appointment or engagement of any director, supervisor or senior management officer is in violation of the provisions in this article, the said election, appointment or engagement shall be invalid. Where any of the circumstances herein happens to any director, supervisor or senior management officer during his/her term of office, the Company shall remove him/her from such office.</p>	<p>(IV) A person who is a former legal representative of a company or enterprise that the business license of which was revoked or which was ordered to close down due to violation of law and who are personally liable therefor, where less than three years have elapsed since the date of the revocation of the business license;</p> <p>(V) A person who has a large amount of outstanding debts which have become overdue;</p> <p>(VI) A person who is under a penalty of prohibited access to the securities market imposed by the securities regulatory authority of the State Council, which penalty is still effective;</p> <p>(VII) A person other than a natural person;</p> <p>(VIII) A person who has other contents specified in laws, administrative regulations, departmental rules or securities regulatory rules of the places where the shares of the Company are listed.</p> <p>In case that the election, appointment or engagement of any director, supervisor or senior management officer is in violation of the provisions in this Article, the said election, appointment or engagement shall be invalid. Where any of the circumstances herein happens to any director, supervisor or senior management officer during his/her term of office, the Company shall remove him/her from such office.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 196	The validity of an act carried out by a director, general manager and other senior management officer of the Company on behalf of the Company as against a bona fide third party shall not be affected by any irregularity in his/her office, election or any defect in his/her qualification.	Deleted
Article 197	<p>In addition to the obligations imposed by laws, administrative regulations, departmental rules, or the securities regulatory authorities of the places where the shares of the Company are listed, each of the Company’s directors, supervisors, general manager and other senior management officers shall owe the following obligations to all shareholders in the exercise of the duties and powers entrusted to them by the Company:</p> <p>(I) not to cause the Company to operate beyond the scope of business stipulated in its business license;</p> <p>(II) to act honestly and in the best interests of the Company;</p> <p>(III) not to expropriate the property of the Company in any way, including but not limited to deprivation of opportunities which benefit the Company;</p> <p>(IV) not to expropriate the individual rights of shareholders, including but not limited to the rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the general meeting for approval in accordance with these Articles of Association.</p>	Deleted
Article 198	Each of the Company’s directors, supervisors, general manager and other senior management officers shall, in the exercise of his/her powers and in the discharge of his/her duties, exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 199	<p>Each of the Company’s directors, supervisors, general manager and other senior management officers shall exercise his/her powers or perform his/her duties in accordance with the fiduciary principle; and shall not put himself/herself in a position where his/her duty and his/her interest may conflict. This principle includes without limitation discharging the following obligations:</p> <p>(I) to act honestly in the best interests of the Company;</p> <p>(II) to act within the scope of his/her powers and not to exceed such powers;</p> <p>(III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent given by the general meeting, not to delegate his/her discretion to others to exercise;</p> <p>(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(V) unless otherwise provided for in these Articles of Association or except with the informed consent of the general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(VI) not to use Company property for his/her own benefit in any way without the consent of the general meeting that has been informed;</p> <p>(VII) not to use his/her functions and power as a means for accepting bribes or other forms of illegal income, and not to illegally appropriate Company assets in any way, including (but not limited to) any opportunities that are favorable to the Company;</p> <p>(VIII) not to accept commissions in connection with Company transactions without the consent of the general meeting that has been informed;</p>	Deleted

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(IX) to abide by these Articles of Association, perform his/her duties faithfully, protect the interests of the Company and not to seek personal gain with his/her position, functions and powers in the Company;</p> <p>(X) not to compete with the Company in any way without the consent of the general meeting that has been informed;</p> <p>(XI) not to embezzle the Company’s funds or lend the Company’s funds to others, not to deposit the Company’s assets in accounts opened in his/her own or in another’s name, and not to use the Company’s assets as security for the debts of the Company’s shareholders or other persons;</p> <p>(XII) not to disclose confidential information relating to the Company that was acquired by him/her during his/her office without the consent of the general meeting that has been informed, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if:</p> <ol style="list-style-type: none"> 1. required by law; 2. required for the public interest; 3. required for the interest of such director, supervisor, general manager or other senior management officers of the Company. 	

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 200	<p>The directors, supervisors, general manager and other senior management officers of the Company shall not direct the following persons or institutions to do what the directors, supervisors, general manager and other senior management officers are prohibited from doing:</p> <p>(I) the spouse or minor child of a director, supervisor, general manager or other senior management officers of the Company;</p> <p>(II) the trustee of a director, supervisor, general manager or other senior management officers of the Company or of any person referred in paragraph (I) of this Article;</p> <p>(III) the partner of a director, supervisor, general manager or other senior management officers of the Company or of any person referred in paragraphs (I) and (II) of this Article;</p> <p>(IV) the company over which a director, supervisor, general manager or other senior management officers of the Company, alone or jointly with any person referred to in paragraphs (I), (II) and (III) of this Article or any other director, supervisor, general manager or other senior management officers of the Company, has actual control;</p> <p>(V) a director, supervisor, general manager or other senior management officers of a company being controlled as referred to in paragraph (IV) of this Article.</p>	Deleted
Article 201	<p>The obligation of honesty and credibility of the Company's directors, supervisors, general manager and other senior management officers does not necessarily cease with the termination of their office. Their confidentiality obligation in relation to the Company's trade secrets shall continue after the termination of their office. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated.</p>	Deleted

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 202	A director, supervisor, general manager or other senior management officers of the Company may be relieved from liability for a specific breach of obligations by the general meeting that has been informed, except in circumstances as specified in Article 63 hereof.	Deleted
Article 204	If a director, supervisor, general manager or other senior management officers of the Company gives a written notice to the board of directors before the conclusion of the contract, transaction or arrangement is first considered by the Company, stating that due to the contents as stipulated in the notice, he/she has an interest in the contract, transaction or arrangement that may subsequently be entered into by the Company, such director, supervisor, general manager or other senior management officers of the Company shall be deemed for the purposes of the preceding articles of this Chapter to have declared his/her interest, insofar as attributable to the scope stated in the notice.	Deleted
Article 205	The Company shall not pay taxes in any way on behalf of its directors, supervisors, general manager or other senior management officers.	Deleted

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 206	<p>The Company shall not directly or indirectly provide a loan or loan guarantee to its directors, supervisors, general manager or other senior management officers, those of its parent company, or connected persons of the above-mentioned persons.</p> <p>The preceding paragraph shall not apply to the following circumstances:</p> <p>(I) the provision by the Company of a loan to or loan guarantee for its subsidiary;</p> <p>(II) the provision of a loan or loan guarantee or other funds by the Company to a director, supervisor, general manager or other senior management officers of the Company under an employment contract approved by the general meeting, so as to enable him/her to pay the expenses incurred for a purpose in relation to the Company or for the performance of his/her duties to the Company;</p> <p>(III) the provision of a loan or loan guarantee by the Company to the relevant director, supervisor, general manager or other senior management officers of the Company or to a connected person thereof on normal commercial terms, if the ordinary business scope of the Company includes the lending of money or the provision of loan guarantee.</p>	Deleted
Article 207	A loan provided by the Company in violation of the preceding Article shall be immediately repayable by the recipient of the loan, regardless of the terms of the loan.	Deleted

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 208	<p>Loan guarantee provided by the Company in breach of the first paragraph of Article 206 shall not be enforceable against the Company, unless:</p> <p>(I) when the loan is provided to a connected person of a director, supervisor, general manager or other senior management officers of the Company or its parent company, and the loan provider is not aware of the circumstances;</p> <p>(II) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>	Deleted
Article 209	<p>For the purposes of the preceding articles of this Chapter, the security shall cover an act whereby a guarantor assumes liabilities or provides property to guarantee or secure the performance of obligations by an obliger.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 210	<p>If a director, a supervisor, or other senior management officers of the Company breaches his/her obligations to the Company, the Company shall, in addition to any right and remedy available under laws, administrative regulations and departmental rules, have the right to:</p> <ul style="list-style-type: none"> (I) require the relevant director, supervisor, general manager or other senior management officers to compensate for the losses suffered by the Company as a consequence of his/her dereliction of duty; (II) rescind any contract or transaction concluded by the Company with the relevant director, supervisor, general manager or other senior management officers and any contract or transaction with a third party where such third party is aware or shall be aware that the director, supervisor, general manager or other senior management officers representing the Company was in breach of his/her obligations to the Company; (III) require the relevant director, supervisor, general manager or other senior management officers to surrender the gains derived from the breach of his/her obligations; (IV) recover any funds received by the relevant director, supervisor, general manager or other senior management officers that shall have been received by the Company, including (but not limited to) commissions; (V) require the relevant director, supervisor, general manager or other senior management officers to return any interest accrued or could have accrued on funds which should have been paid to the Company. 	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 211	<p>The Company shall enter into a contract in writing with each of the directors, supervisors, general manager and other senior management officers containing at least the following provisions:</p> <p>(I) the directors, supervisors, general manager and other senior management officers undertake to the Company that they will comply with the Company Law, the Special Provisions, these Articles of Association, the Code on Takeovers and Mergers approved (as amended from time to time) by the Securities and Futures Commission of Hong Kong, the Code on Share Repurchases, and other provisions of the Hong Kong Stock Exchange, and agree that the Company will enjoy the remedies provided for in these Articles of Association and that the contract and the post shall not be assignable;</p> <p>(II) the directors, supervisors, general manager and other senior management officers undertakes to the Company that he/she will observe and perform his/her duties to shareholders under these Articles of Association;</p> <p>(III) the following arbitration clauses:</p> <p>1. If any dispute or claim arises between (i) the Company and the directors, supervisors, general manager and other senior management officers of the Company; and (ii) a shareholder of overseas listed foreign shares and a director, supervisor, general manager or other senior management officer of the Company, in connection with the rights and obligations relating to the Company's affairs and as provided by written contracts, these Articles of Association, the Company Law or other relevant laws, administrative regulations and departmental rules, the parties concerned shall submit the dispute or claim for arbitration;</p>	<p>The Company shall enter into a contract in writing with each of the directors, supervisors, general manager and other senior management officers containing at least the following provisions:</p> <p>(I) the directors, supervisors, general manager and other senior management officers undertake to the Company that they will comply with the Company Law, the Overseas Listing Administrative Measures, these Articles of Association, the Code on Takeovers and Mergers approved (as amended from time to time) by the Securities and Futures Commission of Hong Kong, the Code on Share Repurchases, and other provisions of the Hong Kong Stock Exchange, and agree that the Company will enjoy the remedies provided for in these Articles of Association and that the contract and the post shall not be assignable;</p> <p>(II) the directors, supervisors, general manager and other senior management officers undertakes to the Company that he/she will observe and perform his/her duties to shareholders under these Articles of Association;</p> <p>(III) the following arbitration clauses:</p> <p>1. If any dispute or claim arises between (i) the Company and the directors, supervisors, general manager and other senior management officers of the Company; and (ii) a shareholder of overseas listed foreign shares and a director, supervisor, general manager or other senior management officer of the Company, in connection with the rights and obligations relating to the Company's affairs and as provided by written contracts, these Articles of Association, the Company Law or other relevant laws, administrative regulations and departmental rules, the parties concerned shall submit the dispute or claim for arbitration;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>When a dispute or claim as described above is submitted for arbitration, such dispute or claim shall be in its entirety, and all persons being the Company or the shareholders, directors, supervisors, general manager or other senior management offers of the Company that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall submit to the arbitration.</p> <p>Disputes concerning the definition of the shareholders and the register of shareholders are not required to be settled by means of arbitration.</p> <p>2. A dispute or claim submitted for arbitration may be arbitrated, at the option of the arbitration applicant, by either China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its securities arbitration rules. After the arbitration applicant has submitted the dispute or claim for arbitration, the other party must participate in the arbitration in the arbitration institution selected by the applicant. If the arbitration applicant selects arbitration by the Hong Kong International Arbitration Center, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center;</p> <p>3. Unless otherwise prescribed by laws, administrative regulations or departmental rules, the laws of the People’s Republic of China shall apply to the settlement by means of arbitration of the disputes or claims referred to in item (I);</p> <p>4. The award made by the arbitration institution shall be final and binding on all the parties involved;</p>	<p>When a dispute or claim as described above is submitted for arbitration, such dispute or claim shall be in its entirety, and all persons being the Company or the shareholders, directors, supervisors, general manager or other senior management offers of the Company that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall submit to the arbitration.</p> <p>Disputes concerning the definition of the shareholders and the register of shareholders are not required to be settled by means of arbitration.</p> <p>2. A dispute or claim submitted for arbitration may be arbitrated, at the option of the arbitration applicant, by either China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its securities arbitration rules. After the arbitration applicant has submitted the dispute or claim for arbitration, the other party must participate in the arbitration in the arbitration institution selected by the applicant. If the arbitration applicant selects arbitration by the Hong Kong International Arbitration Center, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center;</p> <p>3. Unless otherwise prescribed by laws, administrative regulations or departmental rules, the laws of the People’s Republic of China shall apply to the settlement by means of arbitration of the disputes or claims referred to in item (I);</p> <p>4. The award made by the arbitration institution shall be final and binding on all the parties involved;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>5. The said arbitration agreement is reached between the Directors or senior management officers and the Company, with the Company representing both itself and each of its shareholders;</p> <p>6. Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct public hearing and announce the arbitration award.</p>	<p>5. The said arbitration agreement is reached between the Directors or senior management officers and the Company, with the Company representing both itself and each of its shareholders;</p> <p>6. Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct public hearing and announce the arbitration award.</p>
Article 215	<p>The financial year of the Company is Gregorian calendar year, i.e. from January 1 to December 31 every year.</p> <p>The Company shall file and disclose its annual report to the CSRC and stock exchanges within four months from the end of each financial year; and shall file and disclose its interim report to the regional office of the CSRC and stock exchanges within two months from the end of the first half of each financial year, and it shall disclose its quarterly reports within one month from the end of the first three months and first nine months of each financial year respectively.</p> <p>The aforesaid regular reports shall be prepared in accordance with relevant laws, administrative regulations, requirements of the CSRC and stock exchanges. The financial statements of the Company shall be prepared in accordance with China's accounting standards, laws and regulations.</p>	<p>The Company shall file and disclose its annual report to the CSRC and stock exchanges within four months from the end of each financial year; and shall file and disclose its interim report to the regional office of the CSRC and stock exchanges within two months from the end of the first half of each financial year. The securities regulatory authorities of the places where the shares of the Company are listed have otherwise provisions, those provisions shall prevail.</p> <p>The aforesaid annual reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations, requirements of the CSRC and stock exchanges.</p>
Article 216	The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports as are required by any laws, administrative regulations or normative documents promulgated by local governments and competent departments to be prepared by the Company.	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 220	<p>The reserve fund of the Company shall be used to cover the Company's losses, expand its production and operation or to increase its capital. However, the capital reserve fund shall not be used to cover the loss of the Company. The capital reserve fund consists of the following:</p> <p>(I) the premium from the issuance of shares in excess of their face value;</p> <p>(II) other income to be included in the capital reserve fund as stipulated by the competent financial department of the State Council.</p> <p>When the statutory reserve fund is converted into capital, the remaining statutory reserve fund shall be no less than 25% of the registered capital of the Company before the capital increase.</p>	<p>The reserve fund of the Company shall be used to cover the Company's losses, expand its production and operation or to increase its capital. However, the capital reserve fund shall not be used to cover the loss of the Company.</p> <p>When the statutory reserve fund is converted into capital, the remaining statutory reserve fund shall be no less than 25% of the registered capital of the Company before the capital increase.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 222	<p>Policies for profit distribution of the Company:</p> <p>(I) Forms of profit distribution: The Company distributes profits in cash, stock or a combination of cash and stock. Among the profit distribution forms, the Company shall give priority to distribution of profits in cash over stock. The Company shall make annual profit distribution when the conditions for which are met, and the Company may make interim profit distribution. The Company shall make cash distribution in annual profit distribution proposal if the conditions of cash dividend are met. Cash dividends and other payments by the Company to holders of domestic shares shall be paid and made in Renminbi, whereas those to holders of foreign shares shall be denominated and declared in Renminbi and paid in foreign currency. The foreign currency for the cash dividends and other payments by the Company to holders of foreign shares shall be handled in accordance with state regulations on foreign exchange control.</p> <p>(II) Specific conditions and proportion of cash dividends: in the event that the Company's audited net profit for the year is positive and the conditions for dividend stipulated in the Company Law are met, the Company shall make cash distribution in an amount of no less than ten percent of the distributable profit realized for the year in each year.</p>	<p>Policies for profit distribution of the Company:</p> <p>(I) Forms of profit distribution: The Company distributes profits in cash, stock or a combination of cash and stock. Among them, the cash dividend policy aims at steady growth of dividends. Among the profit distribution forms, the Company shall give priority to distribution of profits in cash over stock. The Company shall make annual profit distribution when the conditions for which are met, and the Company may make interim profit distribution. The Company shall make cash distribution in annual profit distribution proposal if the conditions of cash dividend are met. Cash dividends and other payments by the Company to holders of domestic shares shall be paid and made in Renminbi, whereas those to holders of foreign shares shall be denominated and declared in Renminbi and paid in foreign currency. The foreign currency for the cash dividends and other payments by the Company to holders of foreign shares shall be handled in accordance with state regulations on foreign exchange control.</p> <p>(II) Specific conditions and proportion of cash dividends: in the event that the Company's audited net profit for the year is positive and the conditions for dividend stipulated in the Company Law are met, the Company shall make cash distribution in an amount of no less than ten percent of the distributable profit realized for the year in each year.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(III) Conditions for the distribution of stock dividends</p> <p>1. Conditions for the distribution of stock dividends: the Company shall include true and reasonable factors such as growth of the Company, the sound operation condition and dilution of net assets per Share. The Company can propose a stock dividend distribution proposal when the aforesaid conditions are satisfied and the board of directors believes that the Company’s stock price does not match the Company’s share capital and that issuing stock dividends is beneficial to the overall interests of all shareholders of the Company, under the premise that the above-mentioned conditions for cash dividends are met.</p> <p>2. When intending to distribute profits in stock, the Company shall comprehensively consider the characteristics of the industry, the development stage, business model, profit level of the Company, whether there is a major capital expenditure arrangement and other relevant factors and at the same time make profit distribution in cash: (1) If the development stage of the Company is in the mature stage and there is no significant capital expenditure arrangement, when making profit distribution, the lowest proportion of cash dividends in the profit distribution for the year shall be at least 80%; (2) If the development stage of the Company is in the mature period and there are major capital expenditure arrangements, when making profit distribution, the proportion of cash dividends in the profit distribution for the year shall be at least 40%; (3) If the development stage of the Company is in the growth stage and there are major capital expenditure arrangements, when making profit distribution, the proportion of cash dividends in the profit distribution for the year shall be at least 20%; (4) If it is difficult to distinguish the Company’s stage of development but if it has significant capital expenditure arrangement, the profit distribution may be dealt with pursuant to the preceding provisions.</p>	<p>(III) Conditions for the distribution of stock dividends</p> <p>1. Conditions for the distribution of stock dividends: the Company shall include true and reasonable factors such as growth of the Company, the sound operation condition and dilution of net assets per Share. The Company can propose a stock dividend distribution proposal when the aforesaid conditions are satisfied and the board of directors believes that the Company’s stock price does not match the Company’s share capital and that issuing stock dividends is beneficial to the overall interests of all shareholders of the Company, under the premise that the above-mentioned conditions for cash dividends are met.</p> <p>2. When intending to distribute profits in stock, the Company shall comprehensively consider the characteristics of the industry, the development stage, business model, profit level of the Company, whether there is a major capital expenditure arrangement and other relevant factors and at the same time make profit distribution in cash: (1) If the development stage of the Company is in the mature stage and there is no significant capital expenditure arrangement, when making profit distribution, the lowest proportion of cash dividends in the profit distribution for the year shall be at least 80%; (2) If the development stage of the Company is in the mature period and there are major capital expenditure arrangements, when making profit distribution, the proportion of cash dividends in the profit distribution for the year shall be at least 40%; (3) If the development stage of the Company is in the growth stage and there are major capital expenditure arrangements, when making profit distribution, the proportion of cash dividends in the profit distribution for the year shall be at least 20%; (4) If it is difficult to distinguish the Company’s stage of development but if it has significant capital expenditure arrangement, the profit distribution may be dealt with pursuant to the preceding provisions.</p>

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>Above mentioned significant cash expenditure arrangement refer to the proposed external investment or acquisition of assets by the Company in the coming twelve months with an accumulated expenditures amounting to or exceeding 30% of the latest audited total assets of the Company.</p>	<p>Above mentioned significant cash expenditure arrangement refer to the proposed external investment or acquisition of assets by the Company in the coming twelve months with an accumulated expenditures amounting to or exceeding 30% of the latest audited total assets of the Company.</p> <p>3. In the event that the Company’s audit report for the latest year is modified or an unqualified opinion with significant uncertainties related to going concern is made, the profit distribution may not be made.</p>
Article 223	<p>Decision-making mechanism and procedures for profit distribution of the Company:</p> <p>(I) The policy and proposal for profit distribution of the Company shall be formulated by the board of directors;</p> <p>(II) The board of directors of the Company shall fully discuss with independent non-executive directors and seek for the opinions of shareholders, especially the public shareholders when determining the profit distribution proposal according to the established profit distribution policy. The profit distribution proposal shall provide continuous, stable and reasonable return to all shareholders;</p>	<p>Decision-making mechanism and procedures for profit distribution of the Company:</p> <p>(I) The policy and proposal for profit distribution of the Company shall be formulated by the board of directors;</p> <p>(II) The board of directors of the Company shall seek for the opinions of shareholders, especially the public shareholders when determining the profit distribution proposal according to the established profit distribution policy. The profit distribution proposal shall provide continuous, stable and reasonable return to all shareholders;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>The profit distribution proposal should include an explanation for the use of retained undistributed profits, and if the Company's profit distribution proposal does not include a cash dividend, the board of directors should provide a special explanation of the specific reasons, the exact use of the Company's retained earnings, the expected investment income and other matters.</p> <p>(III) The board of directors shall carefully study and discuss the timing, conditions, and minimum proportion of cash dividend of the Company, conditions for adjustment, and requirements for decision-making procedures, etc. when considering the specific proposal of cash dividend. Independent non-executive directors shall express clear opinions; the board of directors shall record in detail the advice of the management, key points of the speeches of the directors present at the meeting, opinions of independent non-executive directors, voting results of the board of directors, etc. and form written minutes to be properly kept as the Company's records.</p> <p>The profit distribution proposal of the Company shall be submitted to the general meeting for consideration only after it has been approved by more than half of all directors and by more than two-thirds of the independent non-executive directors of the Company, and after a special resolution has been formed by the board of directors of the Company. In the event that the Company does not make cash dividends due to the circumstances stipulated in this Article, the profit distribution proposal shall be submitted to the general meeting for consideration only after the independent non-executive directors have expressed their opinions and disclosed such opinions.</p>	<p>The profit distribution proposal should include an explanation for the use of retained undistributed profits, and if the Company's profit distribution proposal does not include a cash dividend, the board of directors should provide a special explanation of the specific reasons, the exact use of the Company's retained earnings, the expected investment income and other matters. If an independent non-executive director believes that the specific plans for distribution of cash dividends may impair the rights and interests of listed companies or minority shareholders, he/she shall have the right to express his/her independent opinions. If the board of directors fails to adopt or does not fully adopt the opinions of the independent non-executive directors, it shall record the opinions of the independent non-executive directors and the specific reasons for non-adoption in the resolution of the board of directors and disclose the same.</p> <p>(III) The board of directors shall carefully study and discuss the timing, conditions, and minimum proportion of cash dividend of the Company, conditions for adjustment, and requirements for decision-making procedures, etc. when considering the specific proposal of cash dividend. The board of directors shall record in detail the advice of the management, key points of the speeches of the directors present at the meeting, voting results of the board of directors, etc. and form written minutes to be properly kept as the Company's records;</p> <p>The profit distribution proposal of the Company shall be submitted to the general meeting for consideration only after it has been approved by more than half of all directors, and after a special resolution has been formed by the board of directors of the Company. In the event that the Company does not make cash dividends due to the circumstances stipulated in this Article, the profit distribution proposal shall be submitted to the general meeting for consideration.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(IV) The Supervisory Committee shall consider the profit distribution proposal prepared or amended by the board of directors which shall be approved by at least two-thirds of the supervisors;</p> <p>If the Company makes annual profits but does not propose a cash dividend proposal, the Supervisory Committee shall issue special explanations and opinions on the implementation of relevant policies and plans.</p> <p>The Supervisory Committee shall supervise the implementation of the profit distribution proposal and the shareholder return plan.</p> <p>(V) The Company shall provide various channels including telephone, fax, e-mail and interactive platform, etc., to communicate and interact with shareholders, listen to their suggestions on the Company's dividends, and opinions of the medium and minority shareholders shall be fully heard, with their concern addressed in a timely manner so as to effectively protect the right of public shareholders to participate in the general meetings.</p> <p>In the event that the Company achieves profitability during the reporting period but the board of directors does not make a profit distribution proposal in cash, the board of directors shall explain the reasons and the independent non-executive Directors shall express an independent opinion in this regard. In addition to on-site meetings, the Company shall provide shareholders with an online voting platform when convening the general meetings for consideration.</p> <p>The profit distribution proposal of the Company shall be passed by more than half of the voting rights held by the shareholders (including their proxies) present at the general meeting.</p>	<p>The Company may distribute interim dividends. The board of directors may propose to distribute interim dividends based on the Company's capital needs and submit to the general meeting of the Company for approval. When the Company convenes the annual general meeting to consider the annual profit distribution plan, it may consider and approve the conditions, maximum percentage, amount limit of interim cash dividends for the next year. The interim dividends limit for the following year considered at the annual general meeting shall not exceed the net profits attributable to shareholders of the Company during the corresponding period. The board of directors shall, in accordance with the resolution of the general meeting, develop a specific interim plan for distribution of dividends in line with the conditions of profit distribution.</p> <p>(IV) The Supervisory Committee shall consider the profit distribution proposal prepared or amended by the board of directors which shall be approved by at least two-thirds of the supervisors;</p> <p>If the Company makes annual profits but does not propose a cash dividend proposal, the Supervisory Committee shall issue special explanations and opinions on the implementation of relevant policies and plans.</p> <p>The Supervisory Committee shall supervise the implementation of the profit distribution proposal and the shareholder return plan.</p> <p>(V) The Company shall provide various channels including telephone, fax, e-mail and interactive platform, etc., to communicate and interact with shareholders, listen to their suggestions on the Company's dividends, and opinions of the medium and minority shareholders shall be fully heard, with their concern addressed in a timely manner so as to effectively protect the right of public shareholders to participate in the general meetings.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(VI) Changes of profit distribution policy of the Company:</p> <ol style="list-style-type: none"> <li data-bbox="411 374 868 629">1. The profit distribution policy of the Company shall not be changed at will, and the Company shall strictly implement the cash dividend policy stipulated in these Articles of Association and the specific proposal of cash dividend considered and approved at the general meeting. <li data-bbox="411 672 868 885">2. If the production and operation of the Company is seriously affected by war, natural disasters and other force majeure or the changes in external operation conditions of the Company, the Company may change its profit distribution policy. <li data-bbox="411 927 868 1523">3. The board of directors shall, in the process of revising the profit distribution policy, take the protection of the shareholders' rights and interests as the starting point and fully listen to the opinions of shareholders (especially public shareholders) and independent non-executive directors. In the event that the board of directors proposes to adjust or change the profit distribution policy, it shall give detailed arguments and reasons, the independent non-executive directors shall express independent opinions on the proposal to adjust or change the profit distribution policy, and the Supervisory Committee shall express special opinions on the proposal to adjust or change the profit distribution policy. <p>When the Company makes any adjustment to the plan for the use of retained undistributed profits, it shall re-submit the proposal to the board of directors and the general meeting for approval, and shall demonstrate and explain in detail the reasons for such adjustment, and the independent non-executive directors shall express their independent opinions in this regard.</p>	<p>In the event that the Company achieves profitability during the reporting period but the board of directors does not make a profit distribution proposal in cash, the board of directors shall explain the reasons. In addition to on-site meetings, the Company shall provide shareholders with an online voting platform when convening the general meetings for consideration.</p> <p>The profit distribution proposal of the Company shall be passed by more than half of the voting rights held by the shareholders (including their proxies) present at the general meeting.</p> <p>(VI) Changes of profit distribution policy of the Company:</p> <ol style="list-style-type: none"> <li data-bbox="944 895 1401 1151">1. The profit distribution policy of the Company shall not be changed at will, and the Company shall strictly implement the cash dividend policy stipulated in these Articles of Association and the specific proposal of cash dividend considered and approved at the general meeting. <li data-bbox="944 1193 1401 1406">2. If the production and operation of the Company is seriously affected by war, natural disasters and other force majeure or the changes in external operation conditions of the Company, the Company may change its profit distribution policy. <li data-bbox="944 1449 1401 1896">3. The board of directors shall, in the process of revising the profit distribution policy, take the protection of the shareholders' rights and interests as the starting point and fully listen to the opinions of shareholders (especially public shareholders). In the event that the board of directors proposes to adjust or change the profit distribution policy, it shall give detailed arguments and reasons, and the Supervisory Committee shall express special opinions on the proposal to adjust or change the profit distribution policy.

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Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>4. If it is really necessary to adjust or change the cash dividend policy determined by these Articles of Association, the conditions stipulated in these Articles of Association shall be met, and the board of directors must make a special discussion to give detailed justification, and submit a written justification report to the general meeting for consideration with the approval of more than half of all directors and two-thirds or more of the independent non-executive directors. The report shall be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting.</p> <p>When the general meeting considers the change to the profit distribution policy, the Company must make Internet voting accessible to the shareholders.</p>	<p>When the Company makes any adjustment to the plan for the use of retained undistributed profits, it shall re-submit the proposal to the board of directors and the general meeting for approval, and shall demonstrate and explain in detail the reasons for such adjustment.</p> <p>4. If it is really necessary to adjust or change the cash dividend policy determined by these Articles of Association, the conditions stipulated in these Articles of Association shall be met, and the board of directors must make a special discussion to give detailed justification, and submit a written justification report to the general meeting for consideration with the approval of more than half of all directors. The report shall be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting.</p> <p>When the general meeting considers the change to the profit distribution policy, the Company must make Internet voting accessible to the shareholders.</p>
Article 224	<p>When a resolution is made by the general meeting on the profit distribution proposal, the board of directors of the Company shall complete the dividend (or Share) distribution in two months after the general meeting.</p>	<p>When a resolution is made by the general meeting on the profit distribution proposal or the board of directors of the Company develops a specific plan based on the conditions and maximum limit for the distribution of interim dividends for the next year considered and approved at the annual general meeting, the board of directors of the Company shall complete the dividend (or Share) distribution in two months after the general meeting.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 226	<p>Special provisions for disclosure of profit distribution of the Company:</p> <p>(I) The Company shall disclose the implementation of the profit distribution policy and cash dividend policy in its annual and semi-annual reports, and explain whether it is in compliance with the provisions of this Articles of Association or requirements of the resolutions of the general meeting, whether the criteria and proportion of dividend distribution is specific and clear, whether the relevant decision-making procedures and mechanism are complete, whether independent non-executive directors duly perform their duties and play their due roles, whether medium and small shareholders have opportunities to fully express their opinions and requests, and whether the legitimate interests of medium and small shareholders are fully protected. Where the Company adjusts or changes its cash dividend distribution policy, it shall explain in detail as to whether the conditions and procedures of such adjustments or changes are in compliance with relevant regulations and transparent.</p> <p>(II) When the board of directors of the Company choose not to distribute cash dividend, it shall disclose the reasons in the regular report, and give special explanations on the specific reasons for not distributing cash dividend, the exact use of the Company's retained earnings, the expected investment income and other matters, which shall be commented by the independent nonexecutive directors and submitted to the general meeting for consideration, and then disclosed on the designated media of the Company.</p>	<p>Special provisions for disclosure of profit distribution of the Company:</p> <p>(I) The Company shall disclose the implementation of the profit distribution policy and cash dividend policy in its annual and semi-annual reports, and explain whether it is in compliance with the provisions of this Articles of Association or requirements of the resolutions of the general meeting, whether the criteria and proportion of dividend distribution is specific and clear, whether the relevant decision-making procedures and mechanism are complete, whether medium and small shareholders have opportunities to fully express their opinions and requests, and whether the legitimate interests of medium and small shareholders are fully protected. Where the Company adjusts or changes its cash dividend distribution policy, it shall explain in detail as to whether the conditions and procedures of such adjustments or changes are in compliance with relevant regulations and transparent;</p> <p>(II) When the board of directors of the Company choose not to distribute cash dividend, it shall disclose the reasons in the regular report, and give special explanations on the specific reasons for not distributing cash dividend, the exact use of the Company's retained earnings, the expected investment income and other matters, which shall be submitted to the general meeting for consideration, and then disclosed on the designated media of the Company.</p>
New Article	-	The auditing fee of the accounting firm shall be determined by the general meeting.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 232	<p>The accounting firm appointed by the Company shall have the following rights:</p> <p>(I) the right to inspect the books, records and vouchers of the Company at any time, and to require the directors, general manager and other senior management officers of the Company to provide relevant information and explanations;</p> <p>(II) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for it to discharge its duties;</p> <p>(III) the right to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the accounting firm of the Company.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 233	<p>If there is a vacancy in the position of accounting firm of the Company, the board of directors may appoint an accounting firm to fill such vacancy before convening of the general meeting, provided that such appointment shall be confirmed by the next general meeting. During the period that the vacancy remains, if there is other existing accounting firm appointed by the Company, such accounting firms may continue to act during the period of vacancy.</p> <p>If a resolution is proposed at the general meeting for approving the appointment of another accounting firm to fill a vacancy, or the reappointment of a retiring accounting firm that was appointed by the board of directors to fill a vacancy, or the dismissal of an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) the appointment or removal proposal shall be sent to the accounting firm which is proposed to be appointed or dismissed or which has left its post in the relevant accounting year before the notice of the general meeting is given to the shareholders. The leaving of an accounting firm includes the removal, resignation or retirement of such firm;</p> <p>(II) if the retiring accounting firm makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations have been received too late) take the following measures:</p> <ol style="list-style-type: none"> 1. on any notice of the resolution given to the shareholders, state the fact that the retiring accounting firm has made such representations; 2. attach a copy of the representations to the notice and deliver it to the shareholders in the manner as stipulated in these Articles of Association. 	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(III) if the Company fails to send out the representations of the accounting firm in the manner set out in sub-paragraph (II) above, such accounting firm may require that such presentations be read out at the meeting and may make a further appeal;</p> <p>(IV) the retiring accounting firm shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> 1. the general meeting at which its term of office expires; 2. the general meeting at which it is proposed to fill the vacancy caused by its removal; 3. the general meeting which is convened as a result of its resignation. <p>The retiring accounting firm shall be entitled to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting which concerns it as a former accounting firm of the Company.</p>	
Article 234	The general meeting may by ordinary resolution remove the accounting firm of the Company before the expiration of its term of office, irrespective of the terms and conditions of the contract entered into between the Company and the accounting firm but without prejudice to the accounting firm's right to claim for damages which arise from its removal.	Deleted
Article 235	The remuneration of the accounting firm or the manner in which such firm is to be remunerated shall be determined at the general meeting. The remuneration of the accounting firm appointed by the board of directors shall be determined by the board of directors.	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 236	<p>When the Company dismisses or does not renew the employment of an accounting firm, it shall give a prior notice to the accounting firm, and the accounting firm shall have the right to state its opinions at the general meeting where a voting process concerning the dismissal of such accounting firm is carried out.</p> <p>If an accounting firm resigns from its position, it shall make representations at the general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accounting firm may resign from its office by way of depositing at the Company’s domicile a resignation notice in writing, 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 contain the following statements:</p> <p>(I) a statement to the effect that there are no circumstances in connection with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company;</p> <p>(II) a statement of any other circumstances requiring an explanation.</p> <p>The Company shall send a copy of the notice referred to in the preceding paragraph to the relevant governing authority within 14 days after receipt. If the notice contains a statement as mentioned in the preceding paragraphs, a copy of such statement shall be placed at the Company for the inspection by the shareholders. Unless otherwise provided for in these Articles of Association, the Company shall also send a copy of such statement by prepaid mail or other ways permitted by the stock exchange where the shares of the Company are listed to all shareholders entitled to the report of financial position of the Company at the address registered in the register of shareholders.</p> <p>If the notice of resignation of accounting firm contains a statement in respect of any circumstances requiring an explanation, it may require the board of directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.</p>	<p>When the Company dismisses or does not renew the employment of an accounting firm, it shall give a prior notice to the accounting firm, and the accounting firm shall have the right to state its opinions at the general meeting where a voting process concerning the dismissal of such accounting firm is carried out.</p> <p>If an accounting firm resigns from its position, it shall make representations at the general meeting whether there has been any impropriety on the part of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>The succeeding accounting firm shall ask the former accounting firm and the Company about the reason for replacement of accounting firm. The former accounting firm (auditing firm) shall give assistance to the succeeding accounting firm (auditing firm), and if necessary, provide relevant working sheets.</p>	
Article 245	<p>The website of information disclosure of the Shanghai Stock Exchange (www.sse.com.cn), China Securities Journal, Shanghai Securities News, Securities Times and Securities Daily, are designated by the Company to publish company announcements and other information that needs to be disclosed to domestic shareholders.</p> <p>If an announcement is to be made to the shareholders of H Shares under these Articles of Association, such an announcement shall also be published in accordance with the method set out in the Hong Kong Listing Rules. The information disclosed by the Company in other public media shall not precede the designated newspapers and websites, and the Company announcements shall not be replaced by other forms of disclosure such as press release or interview with reporters.</p>	<p>The website of information disclosure of the Shanghai Stock Exchange (www.sse.com.cn) and newspapers meeting the conditions required by CSRC are designated by the Company to publish company announcements and other information that needs to be disclosed to domestic shareholders.</p> <p>If an announcement is to be made to the shareholders of H Shares under these Articles of Association, such an announcement shall also be published in accordance with the method set out in the Hong Kong Listing Rules. The information disclosed by the Company in other public media shall not precede the designated newspapers and websites, and the Company announcements shall not be replaced by other forms of disclosure such as press release or interview with reporters.</p>
Article 247	<p>For merger or division of the Company, the board of directors of the Company shall put forward the proposal for examination and approval in accordance with the laws after the same has been approved under the procedures provided in these Articles of Association. The shareholders opposing such proposal on the merger or division of the Company shall have the right to require the Company or the shareholders that are in favor of such proposal to purchase their shares at a fair price. The contents of resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by shareholders.</p> <p>The shareholders of H Shares shall be served with the above-mentioned document by mail or by such other means as may be permitted by the Hong Kong Stock Exchange.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 253	<p>If the board of directors decides that the Company shall be liquidated (except for liquidation as a result of the Company’s declaration of bankruptcy), the notice of the general meeting convened for such purpose shall include a statement to the effect that the board of directors has made full inquiry into the position of the Company and that the board of directors holds the opinion that the Company can repay its debts in full within 12 months after the commencement of liquidation.</p> <p>The functions and powers of the board of directors of the Company shall be terminated immediately after the general meeting has adopted a resolution to carry out the liquidation.</p> <p>The liquidation committee shall take instructions from the general meeting, and make a report to the general meeting on the committee’s income and expenditure, the business of the Company and the progress of the liquidation not less than once a year. It shall make a final report to the general meeting when the liquidation is completed.</p>	Deleted
Article 258	<p>Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, a revenue and expenditure statement and financial account books in respect of the liquidation period and, after verification thereof by an accountant registered in the PRC, submit the same to the general meeting or the People’s Court for confirmation. Within 30 days from the date of confirmation of the above-mentioned report by the general meeting or the People’s Court, the liquidation committee shall deliver the same to the company registry, apply for cancellation of the Company’s registration and publicly announce the Company’s termination.</p>	Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, submit the same to the general meeting or the People’s Court for confirmation, and deliver the same to the company registry, apply for cancellation of the Company’s registration and publicly announce the Company’s termination.
Article 261	<p>Any amendment to these Articles of Association involving the contents of the Mandatory Provisions shall come into effect after being approved by the examination and approval department authorized by the State Council and the securities regulatory authority under the State Council (if applicable). Where the Company’s registered items are involved, change registration shall be made according to law.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 264	<p>The Company shall abide by the following principles for dispute resolution:</p> <p>(I) If any dispute or claim arises between a shareholder of overseas listed foreign shares and the Company, or between a shareholder of overseas listed foreign shares and a director, supervisor, general manager or other senior management officer of the Company, or between a shareholder of overseas listed foreign shares and a shareholder of domestic shares, in connection with the rights and obligations relating to the Company’s affairs and as regulated by these Articles of Association, the Company Law or other relevant laws, administrative regulations and departmental rules, the parties concerned shall submit the dispute or claim for arbitration.</p> <p>When a dispute or claim as described above is submitted for arbitration, such dispute or claim shall be in its entirety, and all persons being the Company or shareholders, directors, supervisors, general manager or other senior management officers of the Company that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall submit to the arbitration.</p> <p>Disputes concerning the definition of shareholders and the register of shareholders are not required to be settled by means of arbitration.</p>	Deleted

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(II) A dispute or claim submitted for arbitration may be arbitrated, at the option of the arbitration applicant, by either China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its securities arbitration rules. After the arbitration applicant has submitted the dispute or claim for arbitration, the other party must participate in the arbitration in the arbitration institution selected by the applicant. If the arbitration applicant selects arbitration by the Hong Kong International Arbitration Center, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center;</p> <p>(III) Unless otherwise prescribed by laws, administrative regulations or departmental rules, the laws of the People's Republic of China shall apply to the settlement by means of arbitration of the disputes or claims referred to in item (I);</p> <p>(IV) The award made by the arbitration institution shall be final and binding on all the parties involved;</p> <p>(V) The said arbitration agreement is reached between the directors or senior management officers and the Company, with the Company representing both itself and each of its shareholders;</p> <p>(VI) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct public hearing and announce the arbitration award.</p>	

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (II)

Set out below are the details of the Proposed Amendments to the Articles of Association (II):

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 18	<p>Subject to the approval of the securities regulatory authority of the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>For the purpose of the preceding paragraph, the term “foreign investors” shall refer to those investors from foreign countries or Hong Kong, Macao or Taiwan region who subscribe for the Company’s shares. The term “domestic investors” shall refer to those investors who subscribe for the Company’s shares and who are from the territory of the People’s Republic of China excluding the regions mentioned above.</p>	Deleted
Article 19	<p>The shares issued by the Company to domestic investors or other qualified investors for subscription in Renminbi shall be referred to as domestic shares. The shares issued by the Company to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. The foreign shares that are listed overseas shall be referred to as overseas-listed foreign shares.</p> <p>The term “foreign currencies” referred to in the preceding paragraph refer to the legal currency (other than Renminbi) of other countries or regions that are recognized by the foreign exchange administration authority of the PRC and that can be used for subscription payment of the Company’s shares.</p> <p>Foreign shares issued by the Company that are listed in Hong Kong shall be referred to as H shares. H shares are shares that have been approved for listing on the Hong Kong Stock Exchange, with nominal values denominated in Renminbi and subscribed for and traded in Hong Kong dollars.</p> <p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares of the Company, and shall have and bear the same rights and obligations in respect of any distribution in the form of dividends or in other forms.</p>	Deleted

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (II)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 23	<p>The board of directors of the Company may implement, through separate issuance, the proposals for the issuance of overseas-listed foreign shares and domestic shares as approved by the securities regulatory authority of the State Council.</p> <p>The Company may implement separately its proposals for the issuance of overseas-listed foreign shares and domestic shares pursuant to the preceding paragraph within 15 months from the date of approval by the securities regulatory authority of the State Council or in the valid period of the approval document.</p>	Deleted
Article 24	<p>Where the Company issues overseas-listed foreign shares and domestic shares respectively within the total number of shares determined in the issuance plan, the respective shares shall be subscribed for in full at one time. If the shares cannot be subscribed for in full at one time under special circumstances, the shares may, subject to the approval of the securities regulatory authority of the State Council, be issued in separate tranches.</p>	Deleted

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (II)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 74	<p>When a shareholder requests to convene an extraordinary general meeting or a class meeting, the following procedures shall be followed:</p> <p>(I) the shareholders who individually or jointly hold more than 10% (inclusive of 10%) of the issued shares of the Company carrying the right to vote shall have the right to propose to the board of directors to convene an extraordinary general meeting or a class meeting, and shall make such proposal to the board of directors in writing and illustrate the topic of the meeting. The board of directors shall, in accordance with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the shares of the Company are listed, and these Articles of Association, give written feedback on approval or disapproval of the convening of an extraordinary general meeting or class meeting within 10 days after receiving the written request.</p> <p>(II) when the board of directors agrees to convene an extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the board of directors. Changes in the original proposal in the notice shall be subject to the approval of relevant shareholders. Where the laws, administrative regulations, departmental rules, securities regulatory rules of the places where the shares of the Company are listed have any other provisions, such provisions shall prevail.</p> <p>(III) if the board of directors does not agree to hold the extraordinary general meeting or a class meeting or fails to give a reply within 10 days after receipt of the request, shareholders severally or jointly holding more than 10% (inclusive of 10%) of the shares carrying the right to vote at the meeting sought to be held shall be entitled to propose and request in writing to the Supervisory Committee to convene an extraordinary general meeting or a class meeting.</p> <p>(IV) if the Supervisory Committee agrees to convene the extraordinary general meeting or a class meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. Changes in the original requisition in the notice shall be subject to the approval of relevant shareholders.</p>	<p>When a shareholder requests to convene an extraordinary general meeting, the following procedures shall be followed:</p> <p>(I) the shareholders who individually or jointly hold more than 10% (inclusive of 10%) of the issued shares of the Company carrying the right to vote shall have the right to propose to the board of directors to convene an extraordinary general meeting and to propose resolutions at the meeting, and shall make such proposal to the board of directors in writing. The board of directors shall, in accordance with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the shares of the Company are listed, and these Articles of Association, give written feedback on approval or disapproval of the convening of an extraordinary general meeting within 10 days after receiving the written request.</p> <p>(II) when the board of directors agrees to convene an extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the board of directors. Changes in the original proposal in the notice shall be subject to the approval of relevant shareholders. Where the laws, administrative regulations, departmental rules, securities regulatory rules of the places where the shares of the Company are listed have any other provisions, such provisions shall prevail.</p> <p>(III) if the board of directors does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the request, shareholders severally or jointly holding more than 10% (inclusive of 10%) of the shares carrying the right to vote at the meeting sought to be held shall be entitled to propose and request in writing to the Supervisory Committee to convene an extraordinary general meeting.</p> <p>(IV) if the Supervisory Committee agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. Changes in the original requisition in the notice shall be subject to the approval of relevant shareholders.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (II)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	If the Supervisory Committee fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who individually or collectively hold more than 10% (inclusive of 10%) of the shares carrying the right to vote at the meeting sought to be held for more than 90 consecutive days may convene and preside over the meeting themselves.	If the Supervisory Committee fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who individually or collectively hold more than 10% (inclusive of 10%) of the shares carrying the right to vote at the meeting sought to be held for more than 90 consecutive days may convene and preside over the meeting themselves.
Article 77	If the Supervisory Committee or shareholders convene the general meeting or class meeting on their own, the Company shall bear the reasonable expenses incurred thereby and deduct the expenses from the amount owed by the Company to the defaulting directors.	If the Supervisory Committee or shareholders convene the general meeting on their own, the Company shall bear the reasonable expenses incurred thereby and deduct the expenses from the amount owed by the Company to the defaulting directors.
Article 124	<p>Shareholders who hold different classes of shares are class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations, departmental rules and these Articles of Association.</p> <p>In addition to holders of other classes of shares, holders of domestic shares and H shares shall be deemed to be shareholders of different classes.</p>	Deleted
Article 125	If the Company intends to change or abrogate the rights of class shareholders, it may do so only with the approval of a special resolution of shareholders in the general meeting and by relevant class shareholders at a separate meeting conducted in accordance with Articles 127 to 131 of these Articles of Association.	Deleted

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (II)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 126	<p>The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following circumstances:</p> <ul style="list-style-type: none"> (I) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, or distribution rights or other privileges equal or superior to those of the shares of such class; (II) to effect an exchange of all or part of the shares of such class into shares of another class, or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class; (III) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class; (IV) to reduce or remove a dividend preference or property distribution preference during the liquidation of the Company attached to shares of such class; (V) to add, remove or reduce share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class; (VI) to remove or reduce rights to receive amounts payable by the Company in a particular currency attached to shares of such class; (VII) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class; (VIII) to restrict or impose additional restrictions on the transfer or ownership of shares of such class; (IX) to issue rights to subscribe for, or convert into, shares of such class or another class; 	Deleted

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (II)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
	<p>(X) to increase the rights and privileges of shares of another class;</p> <p>(XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders having to bear liability to different extents;</p> <p>(XII) to amend or cancel the articles of this section.</p>	
Article 127	<p>Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in items (II) to (VIII) or (XI) to (XII) of Article 126 of these Articles of Association, except that the interested shareholders shall not have the right to vote at the class meetings.</p> <p>The term “interested shareholders” referred to in the preceding paragraph shall have the following meanings:</p> <p>(I) if the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through public trading on a stock exchange in accordance with Article 28 of these Articles of Association, the controlling shareholders as defined in Article 266 hereof shall be the “interested shareholders”;</p> <p>(II) if the Company has repurchased its own shares by agreement outside a stock exchange in accordance with Article 28 of these Articles of Association, shareholders related to such agreement shall be the “interested shareholders”;</p> <p>(III) in the case of a restructuring of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the “interested shareholders”.</p>	Deleted

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (II)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 128	Resolutions of class meeting may be passed only by affirmative votes representing more than two-thirds of the voting rights of shareholders of that class present at the meeting who, in accordance with Article 127, are entitled to vote thereat.	Deleted
Article 129	<p>To hold a class meeting, the Company shall notify all shareholders at least 21 days before the date of the annual class meeting; a written notice of an extraordinary class meeting shall be given to all shareholders at least 15 days prior to the date of meeting, so as to notify all the shareholders of the relevant class listed on the register of the matters to be considered at the meeting and the meeting date and place.</p> <p>If there are special provisions stipulated in the laws, administrative regulations, departmental rules and rules governing securities of the place where the shares of the Company are listed, such provisions shall prevail.</p>	Deleted
Article 130	<p>The notice of a class meeting shall be served only to the relevant class shareholders entitled to participate at such a meeting.</p> <p>Class meetings shall be conducted in a manner which is as similar as possible to that of general meetings. Provisions of these Articles of Association relevant to procedures for the holding of general meetings shall be applicable to class meetings.</p>	Deleted

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (II)

Existing Article No.	Existing Contents of the Articles of Association	Contents after Amendment
Article 131	<p>The special voting procedures for approval by a class of shareholders shall not apply:</p> <p>(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares every twelve months, and the number of the domestic shares and overseas listed foreign shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective class;</p> <p>(II) where the plan for issuance of domestic shares and overseas listed foreign shares upon the establishment of the Company is completed within fifteen months after being approved by the securities regulatory agency under the State Council or the validity period of the relevant approval document;</p> <p>(III) where, with the approval of the securities regulatory agency under the State Council, the shareholders of domestic shares of the Company transfer all or part of the shares held by them to foreign investors and list them overseas.</p>	Deleted

(I) CONSIDERATION PROCEDURES FOR ORDINARY RELATED PARTY TRANSACTIONS

On January 14, 2024, the Company held the fourteenth meeting of the third session of the Board, at which the Proposal on the Estimated Annual Caps of Ordinary Related Party Transactions for 2024 was considered and approved. The estimated total amount of ordinary related party transactions is RMB353,040,000. Mr. Zhang Guoqiang, Ms. Song Haiying, Ms. Teng Renjie and Mr. Song Feng, being related Directors, abstained from voting on the resolution on an item-by-item basis. The non-related Directors present at the meeting unanimously agreed on the proposal.

The estimated ordinary related party transactions shall be submitted to the general meeting for consideration, and the related Shareholders shall abstain from voting.

All independent Directors of the Company have given their prior consent to the proposal, providing opinions as follows: we have carefully reviewed the relevant information on the ordinary related party transactions of the Company for 2024, and are of the view that the estimated ordinary related party transactions of the Company for 2024 are contemplated for the requirements of business operation, follow the pricing principles of impartiality, justice and fairness, and comply with relevant laws, regulations and regulatory documents, which include the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange STAR Market, and relevant provisions of the Articles of Association, without prejudice to the interests of the Company and all Shareholders. We agree to submit the matter to the fourteenth meeting of the third session of the Board for consideration.

At the board meeting, all independent Directors have expressed independent opinions that indicate explicit consent: the estimated ordinary related party transactions for 2024 will be normal purchase and sales transactions between the Company and its related parties in the course of production and operation, which are normal and necessary transactions and are in line with the Company's business development needs. The above ordinary related party transactions will not affect the independence of the Company, and the principal businesses of the Company will not become dependent upon related parties due to such transactions. The voting procedures applied by the Board of the Company to consider the proposal are in compliance with the requirements of laws and regulations, without prejudice to the interests of the Company and its Shareholders, especially the minority Shareholders. The independent Directors give consent to the proposal on the estimated related party transactions of the Company for 2024 and agree to submit the proposal to the general meeting for consideration.

The audit committee under the Board has provided the following opinions in writing in relation to the estimated ordinary related party transactions: the estimated annual caps of ordinary related party transactions for 2024 are necessary for normal business operation and based on the fair market price, without prejudice to the interests of the Company and all Shareholders, especially those of minority Shareholders, which would not have adverse impact on the Company's business operation and financial position and would facilitate the Company's sustainable and stable development. The estimated ordinary related party transactions comply with relevant laws, regulations and regulatory documents, which include the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange STAR Market, and relevant provisions of the Articles of Association.

APPENDIX III
ORDINARY RELATED PARTY TRANSACTIONS IN 2024
(II) ESTIMATED AMOUNT AND TYPE OF THE ORDINARY RELATED PARTY TRANSACTIONS
Unit: RMB0'000

Type of related party transaction	Related parties	Estimated amount	Percentage of similar business (%)	Accumulated transaction amount with related parties from the beginning of the year to the date of disclosure	Actual amount for the previous year	Percentage of similar business (%)	Reasons for the significant difference between the estimated amount and the actual amount of last year
Purchase of raw materials from related parties	Shanghai Maxim Fuel Cell Technology Co., Ltd. and its subsidiaries	6,800.00	13.14%	0.00	1,005.48	1.86%	Expected additional demands
	Toyota SinoHytec Fuel Cell Co., Ltd.	22,360.00	43.22%	0.00	2,299.51	4.25%	Expected additional demands
Purchase of fuel and power from related parties	Zhangjiakou Haiper New Energy Technology Co., Ltd.	500.00	0.97%	0.00	184.13	0.36%	-
Sales of fuel and power to related parties	Beijing Shuimu Tongda Transportation Co., Ltd.	390.00	0.54%	0.00	63.38	0.09%	-
	Shanghai Fangshi New Energy Car Rental Co., Ltd.	200.00	0.28%	0.00	42.60	0.06%	-
	Toyota SinoHytec Fuel Cell Co., Ltd.	600.00	0.83%	0.00	1.02	0.00%	Additional demands of related parties resulted from business development

APPENDIX III
ORDINARY RELATED PARTY TRANSACTIONS IN 2024

Type of related party transaction	Related parties	Estimated amount	Percentage of similar business (%)	Accumulated transaction amount with related parties from the beginning of the year to the date of disclosure	Actual amount for the previous year	Percentage of similar business (%)	Reasons for the significant difference between the estimated amount and the actual amount of last year
Sales of products and goods to related parties	Shanghai Maxim Fuel Cell Technology Co., Ltd. and its subsidiaries	300.00	0.42%	0.00	0.00	0.00%	-
	Beijing Caven New Energy Automobile Co., Ltd.	300.00	0.42%	0.00	0.00	0.00%	-
Property leasing to related parties	Shanghai Maxim Fuel Cell Technology Co., Ltd. and its subsidiaries	54.00	0.12%	0.00	0.00	0.00%	-
Provision of services to related parties	United Fuel Cell System R&D (Beijing) Co., Ltd.	840.00	45.28%	0.00	706.53	25.70%	-
	Toyota SinoHytec Fuel Cell Co., Ltd.	1,360.00	73.32%	0.00	1,105.66	40.23%	-
	Beijing Caven New Energy Automobile Co., Ltd.	350.00	18.87%	0.00	0.00	0.00%	Additional demands of related parties resulted from business development
Receipt of services provided by related parties	Shuimu Xingchuang (Beijing) Technology Development Co., Ltd.	250.00	0.55%	0.00	248.60	0.64%	-

APPENDIX III
ORDINARY RELATED PARTY TRANSACTIONS IN 2024

Type of related party transaction	Related parties	Estimated amount	Percentage of similar business (%)	Accumulated transaction amount with related parties from the beginning of	Actual amount for the previous year	Percentage of similar business (%)	Reasons for the significant difference between the estimated amount and the actual amount of last year
				the year to the date of disclosure			
	United Fuel Cell System R&D (Beijing) Co., Ltd.	350.00	0.77%	0.00	1,496.70	3.29%	Extension of relevant service plan to the current year
	Shanghai Fangshi New Energy Car Rental Co., Ltd.	100.00	0.22%	0.00	0.00	0.00%	-
Leasing of vehicles to and receiving advertising services provided by related parties	Beijing Shuimu Tongda Transportation Co., Ltd.	550.00	1.21%	0.00	400.00	0.88%	-
Total		35,304.00	-	0.00	7,553.61	-	

Note: The above information is unaudited, and the calculation basis of the percentage of the similar business is the audited amount of the similar business occurred in 2022.

(III) ESTIMATION AND EXECUTION OF PREVIOUS ORDINARY RELATED PARTY TRANSACTIONS

Unit: RMB0'000

Type of related party transaction	Related parties	Estimated amount for the previous year	Actual amount for the previous year	Reasons for the significant difference between the estimated amount and the actual amount
Purchase of raw materials from related parties	Shanghai Maxim Fuel Cell Technology Co., Ltd. and its subsidiaries	2,100.00	1,005.48	Adjustment of procurement demand due to the impact of end market environment

APPENDIX III
ORDINARY RELATED PARTY TRANSACTIONS IN 2024

Type of related party transaction	Related parties	Estimated amount for the previous year	Actual amount for the previous year	Reasons for the significant difference between the estimated amount and the actual amount
	Toyota SinoHytec Fuel Cell Co., Ltd.	2,635.00	2,299.51	Adjustment of procurement demand due to the impact of end market environment
	Beijing Huachuang Fuel Cell Technology Co., Ltd. (北京華創慧氫科技有限公司)	2,700.00	2,700.00	–
Purchase of fuel and power from related parties	Zhangjiakou Haiper New Energy Technology Co., Ltd.	700.00	184.13	Adjustments in capacities and demands made by the cooperation parties
Sales of products and goods to related parties	Toyota SinoHytec Fuel Cell Co., Ltd.	200.00	1.02	–
Provision of services to related parties	United Fuel Cell System R&D (Beijing) Co., Ltd.	820.00	706.53	–
	Toyota SinoHytec Fuel Cell Co., Ltd.	1,700.00	1,105.66	Demand of related parties lower than expected due to the market environment
Receipt of services from related parties	Shuimu Xingchuang (Beijing) Technology Development Co., Ltd.	400.00	248.60	–
	United Fuel Cell System R&D (Beijing) Co., Ltd.	2,100.00	1,496.70	Extension of relevant service plan to the current year
Leasing of vehicles to and receiving advertising services provided by related parties	Beijing Shuimu Tongda Transportation Co., Ltd.	400.00	400.00	–
Total		<u>13,755.00</u>	<u>10,147.63</u>	

Note: The above information is unaudited.

(IV) MAIN CONTENTS OF ORDINARY RELATED PARTY TRANSACTIONS**1. Main contents of related party transactions**

The estimated ordinary related party transactions of the Company are mainly the purchase and sales of products and related parts and components from and to related parties; and services provided to or received from related parties. The relevant transaction price will be negotiated and determined in accordance with the principle of fair pricing and with reference to the market price.

2. Execution of related party transaction agreements

Upon consideration and approval of the estimated annual caps of ordinary related party transactions at the general meeting, the Company (and its subsidiaries) will enter into specific transaction contracts or agreements with relevant related parties (and their subsidiaries) depending upon the business development.

(V) PURPOSE OF ORDINARY RELATED PARTY TRANSACTIONS AND THEIR IMPACT ON THE LISTED COMPANY

The ordinary related party transactions between the Company and its related parties are contemplated to meet the needs of business development, production and operation, in which the Company and the related parties follow the principles of reaching consensus through consultation, fair trade and market-based pricing, with fair and reasonable prices, but without prejudice to the interests of the Company and all Shareholders, especially those of minority Shareholders.

The Company has established a good partnership with the above related parties, which is conducive to minimising the Company's operating risks and further improving the Company's operating efficiency and economic benefits. Principal businesses or sources of revenue and profit of the Company are not entirely dependent on the above-mentioned related party transactions; therefore, such related party transactions will not have a material adverse impact on the independence of the Company.

NOTICE OF THE EGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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

(Stock Code: 2402)

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (the “**EGM**”) of Beijing SinoHytec Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Tuesday, January 30, 2024 at Room C701, 7th Floor, Block C, Building B-6, Dongsheng Science Park, Zhongguancun, No. 66, Xixiaokou Road, Haidian District, Beijing, China to consider and, if thought fit, approve the following resolutions:

ORDINARY RESOLUTIONS

1. Resolution regarding the ordinary related party transactions in 2024.
2. Resolution regarding the utilization of part of the over-subscription proceeds from A Share offering for repayment of bank loans.

SPECIAL RESOLUTIONS

- 3.00. Resolution regarding the proposed amendments to the Articles of Association of the Company (I).
- 3.01. Resolution regarding the proposed amendments to the Articles of Association of the Company (II).

NOTICE OF THE EGM

ORDINARY RESOLUTIONS

4.00. Resolution regarding the proposed amendments to governance policies of the Company (I).

4.01. Resolution regarding the proposed amendments to governance policies of the Company (II).

By order of the Board
Beijing SinoHytec Co., Ltd.
ZHANG Guoqiang
Chairman of the Board

Beijing, the PRC
January 14, 2024

As of the date of this notice, the board of directors of the Company comprises Mr. Zhang Guoqiang, Ms. Song Haiying and Ms. Dai Dongzhe as executive directors, Ms. Teng Renjie and Mr. Song Feng as non-executive directors, Mr. Liu Xiaoshi, Mr. Ji Xuehong, Mr. Chan So Kuen and Mr. Li Zhijie as independent non-executive directors.

Notes:

1. Pursuant to the Rule 13.39(4) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), voting on all resolutions at a general meeting shall be by way of poll. The poll results of the EGM will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinohytec.com) in accordance with the requirements of the Listing Rules.
2. The record date for determining the entitlement of the shareholders of the Company (the “**Shareholders**”) to attend and vote at the EGM will be at 4:30 p.m. on Friday, January 26, 2024. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), no later than 4:30 p.m. on Friday, January 26, 2024.
3. Any Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder. If the Shareholder appoints more than one proxy, his/her proxies may only vote by poll.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing. If the Shareholder is a legal entity, then the relevant appointing document must be either under seal or under the hand of its director or attorney duly authorized. If the instrument appointing a proxy is signed by a person duly authorized by the Shareholder, the powers of attorney or other instruments of authorization shall be notarized. For H Shareholders, the aforementioned documents must be lodged with the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event by not later than 24 hours before the time fixed for holding of the EGM (i.e. not later than 2:00 p.m. on Monday, January 29, 2024) or any adjournment or postponement thereof. Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned or postponed meeting(s) if you so wish.
5. Shareholders shall produce their identification documents when attending the EGM.
6. If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointor or his/her attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the EGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or notarized copy of any authorization documents issued by such corporate Shareholder.

NOTICE OF THE EGM

7. The H share registrar of the Company in Hong Kong is Tricor Investor Services Limited and its address and contact information are as follows:

17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

8. The address and contact information of the office of the Board located at the registered office of the Company in the PRC are as follows:

Room C701, 7th Floor, Block C
Building B-6, Dongsheng Science Park
Zhongguancun, No. 66, Xixiaokou Road
Haidian District
Beijing, China
Contact person: Kang Zhi (康智)
Tel: +86 10 62927176
Email: sinohytec@autoht.com

9. Pursuant to the articles of association of the Company, in respect of any joint Shareholder of any share of the Company, only the joint Shareholders whose name stands first in the register of Shareholders has the rights to receive this notice or other document of the Company, and any notice given to such person shall be deemed to have been given to all joint Shareholders in respect of the shares. Any of the joint Shareholders may sign the form of proxy, but if more than one joint Shareholder is present in person or by proxy, a vote by the joint Shareholder in priority, whether in person or by proxy, shall be accepted as the sole vote on behalf of the remaining joint Shareholders. For this purpose, the order of precedence of the joint Shareholders shall be determined by the rank of such joint Shareholders in the register of Shareholders in relation to the shares concerned.

NOTICE OF THE H SHARE CLASS MEETING

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

(Stock Code: 2402)

NOTICE OF 2024 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2024 first H Share Class Meeting (the “**H Share Class Meeting**”) of Beijing SinoHytec Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Tuesday, January 30, 2024 at Room C701, 7th Floor, Block C, Building B-6, Dongsheng Science Park, Zhongguancun, No. 66, Xixiaokou Road, Haidian District, Beijing, China (or immediately after the 2024 first extraordinary general meeting of the Company and the 2024 first A Share class meeting of the Company to be convened and held on the same date and at the same place) to consider and, if thought fit, approve the following resolutions:

SPECIAL RESOLUTION

1. Resolution regarding the proposed amendments to the Articles of Association of the Company (II).

ORDINARY RESOLUTION

2. Resolution regarding the proposed amendments to the governance policies of the Company (II).

By order of the Board
Beijing SinoHytec Co., Ltd.
ZHANG Guoqiang
Chairman of the Board

Beijing, the PRC
January 14, 2024

As of the date of this notice, the board of directors of the Company comprises Mr. Zhang Guoqiang, Ms. Song Haiying and Ms. Dai Dongzhe as executive directors, Ms. Teng Renjie and Mr. Song Feng as non-executive directors, Mr. Liu Xiaoshi, Mr. Ji Xuehong, Mr. Chan So Kuen and Mr. Li Zhijie as independent non-executive directors.

NOTICE OF THE H SHARE CLASS MEETING

Notes:

1. Pursuant to the Rule 13.39(4) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), voting on all resolutions at a general meeting shall be by way of poll. The poll results of the H Share Class Meeting will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinohytec.com) in accordance with the requirements of the Listing Rules.
2. The record date for determining the entitlement of the shareholders of the Company (the “**Shareholders**”) to attend and vote at the H Share Class Meeting will be at 4:30 p.m. on Friday, January 26, 2024. For the purpose of determining the entitlement of the Shareholders to attend and vote at the H Share Class Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), no later than 4:30 p.m. on Friday, January 26, 2024.
3. Any Shareholder who is entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder. If the Shareholder appoints more than one proxy, his/her proxies may only vote by poll.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing. If the Shareholder is a legal entity, then the relevant appointing document must be either under seal or under the hand of its director or attorney duly authorized. If the instrument appointing a proxy is signed by a person duly authorized by the Shareholder, the powers of attorney or other instruments of authorization shall be notarized. For H Shareholders, the aforementioned documents must be lodged with the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event by not later than 24 hours before the time fixed for holding of the H Share Class Meeting (i.e. not later than 2:00 p.m. on Monday, January 29, 2024) or any adjournment or postponement thereof. Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the H Share Class Meeting or any adjourned or postponed meeting(s) if you so wish.
5. Shareholders shall produce their identification documents when attending the H Share Class Meeting.
6. If a proxy attends the H Share Class Meeting on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the H Share Class Meeting, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or notarized copy of any authorization documents issued by such corporate Shareholder.
7. The H share registrar of the Company in Hong Kong is Tricor Investor Services Limited and its address and contact information are as follows:

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8. The address and contact information of the office of the Board located at the registered office of the Company in the PRC are as follows:

Room C701, 7th Floor, Block C
Building B-6, Dongsheng Science Park
Zhongguancun, No. 66, Xixiaokou Road
Haidian District
Beijing, China
Contact person: Kang Zhi (康智)
Tel: +86 10 62927176
Email: sinohytec@autoht.com

NOTICE OF THE H SHARE CLASS MEETING

9. Pursuant to the articles of association of the Company, in respect of any joint Shareholder of any share of the Company, only the joint Shareholders whose name stands first in the register of Shareholders has the rights to receive this notice or other document of the Company, and any notice given to such person shall be deemed to have been given to all joint Shareholders in respect of the shares. Any of the joint Shareholders may sign the form of proxy, but if more than one joint Shareholder is present in person or by proxy, a vote by the joint Shareholder in priority, whether in person or by proxy, shall be accepted as the sole vote on behalf of the remaining joint Shareholders. For this purpose, the order of precedence of the joint Shareholders shall be determined by the rank of such joint Shareholders in the register of Shareholders in relation to the shares concerned.