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中國石油天然氣股份有限公司
PETROCHINA COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 857)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF
PROCEDURES OF THE GENERAL MEETING**

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

The board of directors (the “**Board**”) of the Company hereby announces that, pursuant to latest amendments on the Guidelines for Articles of Association of Listed Companies, Administrative Measures for Independent Directors of Listed Companies and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and relevant laws and rules, the Board has reviewed and approved the resolution regarding the amendments to relevant provisions of the articles of association of the Company (the “**Articles of Association**”) and the rules of procedures of the general meeting of the Company (the “**Rules of Procedures of the General Meeting**”) and approved that such proposed amendments be submitted to the general meeting of the Company for consideration.

I. Proposed Amendments to the Articles of Association

The proposed amendments to the Articles of Association are set out as follows:

Original Articles

Article 1

The Company is a joint stock limited company established in accordance with the Company Law of the People's Republic of China (the Company Law), the Securities Law of the People's Republic of China, the Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Joint Stock

**Revised Articles after the Proposed
Amendments**

**Article 1 (Only the Chinese version has been
proposed to be amended)**

The Company is a joint stock limited company established in accordance with the Company Law of the People's Republic of China (the Company Law), the Securities Law of the People's Republic of China, the Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Joint Stock

Limited Companies (the Special Regulations) and other relevant laws and regulations of the State.

The Company was established by way of promotion with the approval of the State Economic and Trade Commission of the People's Republic of China on 25 October 1999, as evidenced by approval document Guo Jing Mao Qi Gai [1999] no. 1024. It is registered with and has obtained a business licence from the State Administration for Industry and Commerce on 5 November 1999. The Company's business licence number is: 1000001003252.

The promoter of the Company is: China National Petroleum Corporation.

Article 14

Subject to the approval of the securities authority of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors.

"Foreign Investors" shall refer to investors from foreign countries and in the regions of Hong Kong, Macau and Taiwan who subscribe for the Company's shares. "Domestic Investors" shall refer to investors within the territory of the PRC (except the regions referred to above) who subscribe for the Company's shares.

Article 25

The Company may, in accordance with the procedures set out in the Company's Articles of Association and with the approval of the relevant governing authority of the State, repurchase its issued shares under the following circumstances:

- (1) cancellation of shares for the purposes of reducing its capital;
- (2) merging with another company that holds shares in the Company;
- (3) granting the shares as an incentive to its employees;
- (4) a shareholder who objects to a resolution on the merger or division of the Company adopted at a shareholders' general meeting requests that the Company purchase his shares;

Limited Companies (the Special Regulations) and other relevant laws and regulations of the State.

The Company was established by way of promotion with the approval of the State Economic and Trade Commission of the People's Republic of China on 25 October 1999, as evidenced by approval document Guo Jing Mao Qi Gai [1999] no. 1024. It is registered with and has obtained a business licence from the State Administration for Industry and Commerce on 5 November 1999. The Company's business licence number is: 1000001003252.

The promoter of the Company is: China National Petroleum Corporation.

Article 14

Subject to the ~~approval of~~ registration or filing to the securities authority of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors.

"Foreign Investors" shall refer to investors from foreign countries and in the regions of Hong Kong, Macau and Taiwan who subscribe for the Company's shares. "Domestic Investors" shall refer to investors within the territory of the PRC (except the regions referred to above) who subscribe for the Company's shares.

Article 25

The Company may, in accordance with the procedures set out in the Company's Articles of Association and with the approval of the relevant governing authority of the State, repurchase its issued shares under the following circumstances:

- (1) ~~cancellation of shares~~ for the purposes of reducing its registered capital;
- (2) merging with another company that holds shares in the Company;
- (3) ~~granting using the shares as an incentive to its employees~~ for employee stock ownership plans or share incentive;
- (4) a shareholder who objects to a resolution on the merger or division of the Company adopted at a shareholders' general meeting requests that the Company purchase his shares;

(5) other circumstances permitted by laws and administrative regulations.

Except for the above circumstances, the Company shall not trade in its own shares.

Article 28

The repurchase by the Company of its own shares for a reason specified in Items (1) to (3) of Article 25 of the Company's Articles of Association shall be approved by a resolution of shareholders at a general meeting.

If the Company repurchases its shares pursuant to Item (1) of Article 25, it shall cancel such shares within ten (10) days of the date of such repurchase. If the Company repurchases its shares pursuant to Item (2) or Item (4) of Article 25, it shall transfer or cancel such shares within six (6) months.

The number of the Company's shares repurchased by the Company pursuant to Item (3) of Article 25 shall not exceed five per cent (5%) of the total issued shares of the Company, and the funds used for such repurchase shall be paid out of the Company's after-tax profits. The shares so repurchased shall be transferred to employees within one (1) year.

The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital Provided that if the accounting treatment on repurchase of shares of the Company in accordance with applicable accounting principles and standards provides otherwise, such accounting treatment shall be adopted.

(5) using the shares for the conversion of the convertible corporate bonds which are issued by the Company;

(6) necessary for the Company to maintain its value and its shareholders' rights and interests;

(7) other circumstances permitted by laws and administrative regulations.

Except for the above circumstances, the Company shall not trade in its own shares.

Article 28

~~The repurchase by the Company of its own shares for a reason specified in Items (1) to (3) of Article 25 of the Company's Articles of Association shall be approved by a resolution of shareholders at a general meeting~~ Items (1) or (2) of Article 25 of the Company's Articles of Association, a resolution shall be made at a general meeting; the repurchase by the Company of its own shares for a reason specified in Items (3), (5) or (6) of Article 25 of the Company's Articles of Association, a resolution shall be made at a meeting of the board of directors by more than two-thirds of the directors attending the meeting according to the provisions of the Company's Articles of Association or the authorization of the general meeting.

If the Company repurchases its shares pursuant to Item (1) of Article 25, it shall cancel such shares within ten (10) days of the date of such repurchase. If the Company repurchases its shares pursuant to Item (2) or Item (4) of Article 25, it shall transfer or cancel such shares within six (6) months. If the Company repurchases its shares pursuant to Items (3), (5) or (6) of Article 25, the total number of shares held by the Company shall not exceed ten per cent (10%) of all the shares issued by the Company and the Company shall transfer or cancel such shares within three (3) years.

~~The number of the Company's shares repurchased by the Company pursuant to Item (3) of Article 25 shall not exceed five per cent (5%) of the total issued shares of the Company, and the funds used for such repurchase shall be paid out of the Company's after tax profits. The shares so repurchased shall be transferred to employees within one (1) year.~~

The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital Provided that if the accounting treatment on repurchase of shares of the Company in accordance with applicable accounting principles and standards provides otherwise, such accounting treatment shall be adopted.

Article 43

Any person who is a registered shareholder or who requests his name (title) be entered in the register of shareholders may, if his share certificate (the "original certificate") is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares").

Application by a holder of Domestic-Invested Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 144 of the Company Law.

Application by a holder of Overseas-Listed Foreign Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders of Overseas-Listed Foreign-Invested Shares is maintained, the rules of the stock exchange or other relevant regulations.

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Article 61

The Company's following activities of providing security for a third party shall be examined and approved by the shareholders' general meeting.

(1) Any security provided after the total amount secured by the Company and its controlled subsidiaries for third parties reaches or exceeds fifty per cent (50%) of the latest audited net assets of the Company;

(2) Any security provided after the total amount secured by the Company for third parties reaches or exceeds thirty per cent (30%) of the latest audited total assets of the Company;

(3) Any security provided for the beneficiary whose debt-to-asset ratio exceeds seventy per cent (70%);

Article 43

Any person who is a registered shareholder or who requests his name (title) be entered in the register of shareholders may, if his share certificate (the "original certificate") is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares").

Application by a holder of Domestic-Invested Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with ~~Article 144~~ of the Company Law.

Application by a holder of Overseas-Listed Foreign Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders of Overseas-Listed Foreign-Invested Shares is maintained, the rules of the stock exchange or other relevant regulations.

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Article 61

The Company's following activities of providing security for a third party shall be examined and approved by the shareholders' general meeting.

(1) Any security provided after the total amount secured by the Company and its controlled subsidiaries for third parties reaches or exceeds fifty per cent (50%) of the latest audited net assets of the Company;

(2) Any security provided after the total amount secured by the Company for third parties reaches or exceeds thirty per cent (30%) of the latest audited total assets of the Company;

(3) The amount guaranteed by the Company within one (1) year exceeds thirty per cent (30%) of the latest audited total assets of the Company;

(4) Any security with its amount exceeding ten per cent (10%) of the latest audited net assets;

(5) Any security provided for a shareholder, de facto controller and their affiliated parties.

Article 65

When the Company convenes a shareholders' annual general meeting, shareholder(s) holding 3% or more of the total voting shares of the Company shall have the right to propose interim motions in writing to the convener ten (10) days prior to the date of such meeting. Within two (2) days upon receipt thereof the convener shall issue a supplemental notice of the shareholders' general meeting to announce the content of such interim motions.

The content of the motions mentioned in the preceding paragraph shall fall within the functions and powers of the shareholders' general meeting, shall contain clear subjects for discussion and specific matters to be resolved and shall comply with relevant provisions of the laws, administrative regulations and the Company's Articles of Association.

Article 66

The Company shall, based on the written replies which it receives from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to one-half or more of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall, within five (5) days, notify the shareholders by way of public announcement the matters to be considered at, and the place and date for, the meeting. The Company may then hold the meeting after publication of such announcement.

A shareholders' extraordinary general meeting shall not decide on any matter not stated in the notice for the meeting.

(4) Any security provided for the beneficiary whose debt-to-asset ratio exceeds seventy per cent (70%);

(5) Any security with its amount exceeding ten per cent (10%) of the latest audited net assets;

(6) Any security provided for a shareholder, de facto controller and their affiliated parties.

Article 65

When the Company convenes a shareholders' ~~annual~~ general meeting, shareholder(s) holding 3% or more of the total voting shares of the Company shall have the right to propose interim motions in writing to the convener ten (10) days prior to the date of such meeting. Within two (2) days upon receipt thereof the convener shall issue a supplemental notice of the shareholders' general meeting to announce the content of such interim motions.

The content of the motions mentioned in the preceding paragraph shall fall within the functions and powers of the shareholders' general meeting, shall contain clear subjects for discussion and specific matters to be resolved and shall comply with relevant provisions of the laws, administrative regulations and the Company's Articles of Association.

Article 66

The Company shall, based on the written replies which it receives from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to one-half or more of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall, within five (5) days, notify the shareholders by way of public announcement the matters to be considered at, and the place and date for, the meeting. The Company may then hold the meeting after publication of such announcement.

A shareholders' ~~extraordinary~~ general meeting shall not decide on any matter not stated in the notice for the meeting.

Article 68

Notice of shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meetings) by personal delivery or prepaid mail to the address of the shareholder as shown in the register of shareholders. For the holders of Domestic-Invested Shares, notice of the shareholders' meetings may also be issued by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published in media designated by the securities authority of the State Council within the interval of forty-five (45) days to fifty (50) days before the date of the meeting; after the publication of such announcement, the holders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Such public announcement shall be published in Chinese and English in accordance with Article 202 of the Articles of Association.

Article 69

The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat.

Article 70

Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:

- (1) the shareholders' right to speak at the meeting;
- (2) the right to demand voting by poll individually or jointly with other persons;

Article 68

~~Notice of shareholders' general meetings shall be served on each shareholder sent to the shareholders (whether or not such shareholder is entitled to vote at the meetings) pursuant to Article 203 of the Company's Articles of Association by personal delivery or prepaid mail to the address of the shareholder as shown in the register of shareholders. For the holders of Domestic-Invested Shares, notice of the shareholders' meetings may also be issued by way of public announcement. Where a notice is sent by way of announcement, upon the publication of such announcement, all relevant persons shall be deemed to have received the notice.~~

~~The public announcement referred to in the preceding paragraph shall be published in media designated by the securities authority of the State Council within the interval of forty five (45) days to fifty (50) days before the date of the meeting; after the publication of such announcement, the holders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Such public announcement shall be published in Chinese and English in accordance with Article 202 of the Articles of Association.~~

(Deleted)

Article 69

Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:

- (1) the shareholders' right to speak at the meeting;
- (2) the right to demand voting by poll individually or jointly with other persons;

(3) the right to vote by hand or by poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote by poll.

If the shareholder is a recognized clearing house defined by the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting; but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares with respect to each of such authorized persons. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is an individual shareholder of the Company.

Article 84

The following matters shall be resolved by a special resolution at a shareholders' general meeting:

- (1) increase or reduction in the share capital of the Company and the issue of shares of any class, warrants and other similar securities by the Company;
- (2) issue of debentures of the Company;
- (3) division, merger, dissolution and liquidation of the Company;
- (4) amendment of the Company's Articles of Association;
- (5) acquisition or disposal of major assets in one year or provision of securities for third parties which exceeds thirty per cent (30%) of the latest audited total assets of the Company;
- (6) stock incentive plans;
- (7) any other matters considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution in accordance with the laws, administrative regulations and the Company's Articles of Association.

(3) the right to vote by hand or by poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote by poll.

If the shareholder is a recognized clearing house defined by the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting or any creditors meeting; but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares with respect to each of such authorized persons. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is an individual shareholder of the Company.

Article 83

The following matters shall be resolved by a special resolution at a shareholders' general meeting:

- (1) increase or reduction in the share capital of the Company and the issue of shares of any class, warrants and other similar securities by the Company;
- (2) issue of debentures of the Company;
- (3) division, split, merger, dissolution and liquidation of the Company;
- (4) amendment of the Company's Articles of Association;
- (5) acquisition or disposal of major assets in one year or provision of securities for third parties which exceeds thirty per cent (30%) of the latest audited total assets of the Company;
- (6) stock incentive plans;
- (7) any other matters considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution in accordance with the laws, administrative regulations and the Company's Articles of Association.

Article 103

Directors shall be elected at the shareholders' general meeting each for a term of three (3) years. A director may be re-elected upon the expiry of his term, and any independent director shall not serve as an independent director of the Company for a consecutive period of over six (6) years. The term of office of a director shall commence from the date when the relevant resolution is passed at the shareholders' general meeting.

The period for lodgement of notices in writing to the Company of the intention to propose a person for election as a director and of such person's willingness to be elected shall be at least seven (7) days, which shall commence no earlier than the day after the despatch of the notice of the shareholders' general meeting to be convened to consider such election and shall end no later than seven (7) days prior to the date of such general meeting.

The Chairman and the Vice-chairman shall be elected and removed by more than one-half of all of the members of the board of directors.

If no re-election is timely carried out upon the expiration of a director's term of office, the original director shall perform his duties as a director in accordance with laws, administrative regulations, department rules and the Company's Articles of Association until a new director is elected and takes his position.

President, senior vice presidents, vice presidents, chief financial officer or other senior officers may concurrently serve as a director, provided that the aggregate number of such directors shall not exceed one half of all the directors of the Company.

Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office. However, the director's right to claim for damages which arises out of his removal under any agreement shall not be affected thereby.

The Directors shall not be required to hold qualifying shares.

Article 102

Directors shall be elected at the shareholders' general meeting each for a term of three (3) years. A director may be re-elected upon the expiry of his term, and any independent director shall not serve as an independent director of the Company for a consecutive period of over six (6) years. The term of office of a director shall commence from the date when the relevant resolution is passed at the shareholders' general meeting.

Candidates other than candidates for independent directors shall be nominated by the board of directors, supervisory committee or shareholder(s) holding, individually or jointly, more than three per cent (3%) of the total amount of voting shares in the Company and elected at the general meeting.

Candidates for independent directors shall be nominated by the board of directors, supervisory committee or shareholder(s) holding, individually or jointly, more than one per cent (1%) of the total amount of issued shares of the Company and elected at the general meeting. The investor protection institutions legally established may publicly request the shareholders to entrust it to exercise the right to nominate an independent director.

The period for lodgement of notices in writing to the Company of the intention to propose a person for election as a director and of such person's willingness to be elected shall be at least seven (7) days, which shall commence no earlier than the day after the despatch of the notice of the shareholders' general meeting to be convened to consider such election and shall end no later than seven (7) days prior to the date of such general meeting.

The Chairman and the Vice-chairman shall be elected and removed by more than one-half of all of the members of the board of directors.

If no re-election is timely carried out upon the expiration of a director's term of office, the original director shall perform his duties as a director in accordance with laws, administrative regulations, department rules and the Company's Articles of Association until a new director is elected and takes his position.

President, senior vice presidents, vice presidents, chief financial officer or other senior officers may concurrently serve as a director, provided that the aggregate number of such directors shall not exceed one half of all the directors of the Company.

Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office. However, the director's right to claim for damages which arises out of his removal under any agreement shall not be affected thereby.

The Directors shall not be required to hold qualifying shares.

Article 104

The board of directors is accountable to the shareholders' general meeting and exercises the following functions and powers:

- (1) to be responsible for the convening of the shareholders' general meeting and to report on its work to the shareholders in general meetings;
- (2) to implement the resolutions passed by the shareholders in general meetings;
- (3) to determine the Company's business plans and investment proposals;
- (4) to formulate the Company's annual final financial budgets and final accounts;
- (5) to formulate the Company's profit distribution proposal and loss recovery proposal;
- (6) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures or other securities as well as listing of securities of the Company;
- (7) to draw up plans for the acquisition of the Company's stocks, merger, division, dissolution as well as change of corporate forms of the Company;
- (8) to decide on the Company's internal management structure;

Article 103

The board of directors is accountable to the shareholders' general meeting and exercises the following functions and powers:

- (1) to be responsible for the convening of the shareholders' general meeting and to report on its work to the shareholders in general meetings;
- (2) to implement the resolutions passed by the shareholders in general meetings;
- (3) to determine the Company's business plans and investment proposals;
- (4) to formulate the Company's annual final financial budgets and final accounts;
- (5) to formulate the Company's profit distribution proposal and loss recovery proposal;
- (6) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures or other securities as well as listing of securities of the Company;
- (7) to draw up plans for the acquisition of the Company's stocks, merger, division, dissolution as well as change of corporate forms of the Company;
- (8) to decide on the Company's internal management structure;

(9) to appoint or dismiss the Company's president, to appoint or dismiss the senior vice presidents, vice presidents, chief financial officer and other senior officers of the Company based on the president's nomination, and to decide on their remuneration;

(10) to formulate the Company's basic management system;

(11) to formulate proposals for any amendment of the Company's Articles of Association;

(12) to manage the disclosure of information of the Company;

(13) to exercise any other powers conferred by the shareholders in general meetings.

Other than the board of directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (11) of this Article which shall be passed by the affirmative votes of two-thirds or more of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative votes of half or more of all the directors.

(9) to appoint or dismiss the Company's president, to appoint or dismiss the senior vice presidents, vice presidents, chief financial officer and other senior officers of the Company based on the president's nomination, and to decide on their remuneration;

(10) to formulate the Company's basic management system;

(11) to formulate proposals for any amendment of the Company's Articles of Association;

(12) to manage the disclosure of information of the Company;

(13) to exercise any other powers conferred by the shareholders in general meetings.

Other than the board of directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (11) of this Article which shall be passed by the affirmative votes of two-thirds or more of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative votes of half or more of all the directors.

The board of directors establishes five (5) committees: the nomination committee, the audit committee, the investment and development committee, the examination and remuneration committee and the sustainable development committee. All such committees shall be comprised of directors. The nomination committee shall be comprised of three (3) directors and chaired by the Chairman of the board of directors with the majority members being independent directors. The audit committee shall be comprised of three (3) to four (4) directors and chaired by an independent director with the majority members being independent directors. The investment and development committee shall be comprised of three (3) to four (4) directors. The examination and remuneration committee shall be comprised of three (3) to four (4) directors and chaired by an independent director with the majority members being independent directors. The sustainable development committee shall be comprised of three (3) to four (4) directors.

The main responsibility of these committees is to provide support to the board of directors in decision-making. The directors participating in these committees focus on particular issues

according to their division of labour and make recommendations on the improvement of the corporate governance of the Company. The board of directors is responsible for formulating rules of procedures of these committees and regulating their operation.

Newly Added Article 106

In addition to the functions and powers conferred on the directors by the Company Law, other relevant laws, administrative regulations, the Company's Articles of Association and its annexes, the independent directors shall also have the following special functions and powers:

(1) independently engaging intermediaries to conduct audit, consultation or verification of specific matters of the Company;

(2) proposing the board of directors to convene extraordinary general meetings;

(3) proposing to convene meetings of the board of directors;

(4) publicly soliciting shareholders' rights according to law;

(5) expressing independent opinions on matters that may damage the rights and interests of the Company or its minority shareholders;

(6) other functions and powers as prescribed by laws, administrative regulations, rules of the China Securities Regulatory Commission and the Company's Articles of Association.

An independent director who exercises the functions and powers as prescribed in Items (1) to (3) of the preceding paragraphs shall obtain the consent of more than half of all the independent directors.

Article 118

A director may resign from his position prior to the expiration of his term of service. The resigning director shall submit a written resignation report to the board of directors. Except for special circumstances, the board of directors shall disclose the information in connection thereof within two (2) days.

Article 118

A director may resign from his position prior to the expiration of his term of service. The resigning director shall submit a written resignation report to the board of directors. Except for special circumstances, the board of directors shall disclose the information in connection thereof within two (2) days.

If the number of the members of the board of directors falls below the statutory minimum due to the resignation of a director, the resigning director shall perform his duties as a director in accordance with laws, administrative regulations, department rules and the Company's Articles of Association until a new director is elected and takes his position.

Except for the circumstance mentioned in the preceding paragraph, a director's resignation shall take effect upon the delivery of the resignation report with the board of directors.

Article 131

The supervisory committee shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers in accordance with laws:

- (1) to review the Company's periodical reports prepared by the board of directors and issue written opinions;
- (2) to review the Company's financial position;
- (3) to supervise the execution of official duties by the directors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers; for any of them that acts in contravention of any laws, administrative regulations, the Company's Articles of Association or the resolutions of the shareholders' meetings, to propose to remove the person(s) concerned;
- (4) to demand any director, president, senior vice president, vice president, chief financial officer or any other senior officer who acts in a manner which is harmful to the Company's interest to rectify such behaviour;
- (5) to check the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board

If the number of the members of the board of directors falls below the statutory minimum due to the resignation of a director, the resigning director shall perform his duties as a director in accordance with laws, administrative regulations, department rules and the Company's Articles of Association until a new director is elected and takes his position. If the resignation of an independent director will lead to the situation that the proportion of independent directors in the board of directors or its committees fails to conform to rules of regulatory authorities or the Company's Articles of Association, or there is lack of accounting professionals among the independent directors, the independent director who plans to resign shall continue to perform his duties until the day when a new independent director is elected.

Except for the circumstance mentioned in the preceding paragraph, a director's resignation shall take effect upon the delivery of the resignation report with the board of directors.

Article 131

The supervisory committee shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers in accordance with laws:

- (1) to review the Company's periodical reports prepared by the board of directors and issue written opinions;
- (2) to review the Company's financial position;
- (3) to supervise the execution of official duties by the directors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers; for any of them that acts in contravention of any laws, administrative regulations, the Company's Articles of Association or the resolutions of the shareholders' meetings, to propose to remove the person(s) concerned;
- (4) to demand any director, president, senior vice president, vice president, chief financial officer or any other senior officer who acts in a manner which is harmful to the Company's interest to rectify such behaviour;
- (5) to check the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board

of directors to the shareholders' general meetings and to retain, in the Company's name, certified public accountant and practising auditors to assist in the re-examination of such information should any doubt arise in respect thereof;

(6) to propose to convene a shareholders' extraordinary general meeting and to convene and preside over the shareholders' meeting when the board of directors fails to perform the duties of convening and presiding over the shareholders' meeting;

(7) to make proposals to the shareholders' meeting;

(8) to represent the Company in negotiations with directors or to bring actions against a director, president, senior vice president, vice president, chief financial officer or other senior officers on behalf of the Company according to Article 152 of the Company Law;

(9) to conduct an investigation in the event of discovering any irregularities in the Company's operations;

(10) other functions and powers specified in the Company's Articles of Association.

Supervisors shall attend meetings of the board of directors.

of directors to the shareholders' general meetings and to retain, in the Company's name, certified public accountant and practising auditors to assist in the re-examination of such information should any doubt arise in respect thereof;

(6) to propose to convene a shareholders' extraordinary general meeting and to convene and preside over the shareholders' meeting when the board of directors fails to perform the duties of convening and presiding over the shareholders' meeting;

(7) to make proposals to the shareholders' meeting;

(8) to represent the Company in negotiations with directors or to bring actions against a director, president, senior vice president, vice president, chief financial officer or other senior officers on behalf of the Company according to ~~Article 152 of~~ the Company Law;

(9) to conduct an investigation in the event of discovering any irregularities in the Company's operations;

(10) to supervise the compliance of related party transactions;

(11) other functions and powers specified in the Company's Articles of Association.

Supervisors shall attend meetings of the board of directors and can raise questions or suggestions on matters decided by the board of directors.

Newly Added Article 136

Independent directors shall keep his independence. None of the following persons may be appointed as an independent director:

(1) anyone who holds a position in the Company or its subsidiaries, or his spouse, parents, children or major social relations;

(2) any natural-person shareholder who directly or indirectly holds more than one per cent (1%) of the shares issued by the Company or who ranks in the top ten (10) shareholders of the Company, or his spouse, parents or children;

(3) anyone who holds a position in any of shareholder who directly or indirectly holds more

than five per cent (5%) of the shares issued by the Company or of the top five (5) shareholders of the Company, or his spouse, parents or children;

(4) anyone who holds a position in a subsidiary of the controlling shareholder or de facto controller of the Company, or his spouse, parents or children;

(5) anyone who has significant business contacts with the Company or its controlling shareholder, de facto controller or their respective subsidiaries, or anyone who holds a position in entities that have significant business contacts with the Company or such entities' controlling shareholders or de facto controllers;

(6) anyone who provides financial, legal, consulting, sponsoring or any other service for the Company, its controlling shareholder, de facto controller or their respective subsidiaries, including but not limited to the project team members of intermediary agencies that provide services, the reviewers at all levels, the persons who sign on the report, partners, directors, senior managers and main responsible persons;

(7) anyone who has fallen under any of the circumstances listed in Items (1) to (6) in the past twelve (12) months;

(8) any other person who has no independence as provided for in laws, administrative regulations, rules of the China Securities Regulatory Commission, rules of the stock exchange and the Company's Articles of Association.

The subsidiaries of the controlling shareholder or de facto controller of the Company as mentioned in Items (4) to (6) of the preceding paragraphs shall not include the enterprises that are under the control of the same state-owned assets administration with the Company and have no related-party relationship with the Company according to relevant provisions.

Newly Added Article 137

To act as an independent director of the Company, the following conditions shall be satisfied:

(1) having the qualification for acting as an independent director of a listed company in accordance with laws, administrative regulations and other relevant provisions;

(2) meeting the requirements for independence as provided in Article 136 of the Company's Articles of Association;

(3) having the basic knowledge on the operation of the listed company and being familiar with relevant laws, regulations and rules;

(4) having more than five (5) years' work experience in law, accounting or economics which are necessary for performing the duties and responsibilities of an independent director;

(5) having good personal morality and having no such bad records as major dishonesty;

(6) other conditions as provided for in laws, administrative regulations, rules of the China Securities Regulatory, rules of the stock exchange and the Company's Articles of Association.

Article 177

Prior notice should be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position as the Company's auditor, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.

An accounting firm may resign its office by depositing at the Company's legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:

(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or

(2) a statement of any such circumstances.

Where a notice is deposited under the preceding sub-paragraph, the Company shall within fourteen (14) days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub-paragraph (2),

Article 179

Prior notice should be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position as the Company's auditor, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.

An accounting firm may resign its office by depositing at the Company's legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:

(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or

(2) a statement of any such circumstances.

Where a notice is deposited under the preceding sub-paragraph, the Company shall within fourteen (14) days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub-paragraph (2),

a copy of such statement shall be placed at the Company for shareholders' inspection. The Company should also send a copy of such statement by prepaid mail to every shareholder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders.

Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.

Article 184

In the event of the merger or division of the Company, a plan shall be presented by the Company's board of directors and shall be approved in accordance with the procedures stipulated in the Company's Articles of Association. The Company shall then go through the relevant approval process. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan to acquire his shares at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders of the Company.

Such special documents shall be sent by mail to holders of Overseas-Listed Foreign-Invested Shares. The recipient's address should be based on the information contained in the register of shareholders.

Article 200

The Company shall abide by the following principles for dispute resolution:

(1) Whenever any disputes or claims arise between: holders of the Overseas-Listed Foreign-Invested Shares and the Company; holders of the Overseas-Listed Foreign-Invested Shares and the Company's directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer or other senior officers; or holders of the Overseas-Listed Foreign-Invested Shares and holders of Domestic-Invested Shares,

a copy of such statement shall be placed at the Company for shareholders' inspection. The Company should also ~~send~~ notify each shareholder of Overseas-Listed Foreign Shares of a copy of such statement pursuant to Article 203 of the Company's Articles of Association ~~by prepaid mail to every shareholder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders.~~

Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.

Article 186

In the event of the merger or division of the Company, a plan shall be presented by the Company's board of directors and shall be approved in accordance with the procedures stipulated in the Company's Articles of Association. The Company shall then go through the relevant approval process. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan to acquire his shares at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders of the Company.

~~Such special documents shall be sent by mail to holders of Overseas-Listed Foreign-Invested Shares. The recipient's address should be based on the information contained in the register of shareholders.~~

(Deleted)

in respect of any rights or obligations arising from the Company's Articles of Association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.

Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company, the Company's shareholders, directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer or other senior officers of the Company, comply with the arbitration.

Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.

(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must proceed with the arbitral body elected by the claimant.

If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for the proceedings to take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.

(3) If any disputes or claims of rights are settled by way of arbitration in accordance with subparagraph (1) of this Article, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.

(4) The award of the arbitral body shall be final and conclusive and binding on all parties.

Article 202

Unless otherwise provided in the Company's Articles of Association, corporate communication (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), such as notices, information or written statements, issued by the Company to holders of Overseas-Listed Foreign-Invested Shares, if delivered in hard copy, shall be delivered in person to the registered address of each of such shareholders, or sent by mail to each of such shareholders.

Any corporate communication may be served by the Company to any holders of Overseas-Listed Foreign-Invested Shares by electronic means, including the submission of any ready-to-publish electronic copy of documents through HKEx-EPS to the Hong Kong Stock Exchange for publication on its website and the submission of the Company's annual report (including audited financial statements) or other information in electronic forms to U.S. Securities and Exchange Commission (the "SEC"). The Company shall simultaneously publish the same information on its website.

Holders of the Company's Overseas-Listed Foreign-Invested Shares may choose in writing to receive the corporate communication that the Company must send to shareholders either by post or by electronic means, and also choose to receive the English language version only or the Chinese language version only or both the English and Chinese language versions. They shall have the right at any time by reasonable prior written notice served on the Company to change their choices as to the manner of receiving the same and the language in accordance with applicable procedures.

Notices to be issued to holders of Domestic-Invested Shares shall be released in any one or more media appointed by the securities authority of the State Council. All holders of Domestic-Invested Shares shall be deemed to have received such notices once they are published.

Article 203

~~Unless otherwise provided in the Company's Articles of Association, Corporate communication (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), such as notices, information or written statements, shall be issued by the Company to holders of Overseas-Listed Foreign-Invested Shares by announcement, electronic means or other methods according to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, if delivered in hard copy, shall be delivered in person to the registered address of each of such shareholders, or sent by mail to each of such shareholders.~~

~~Any corporate communication may be served by the Company to any holders of Overseas Listed Foreign Invested Shares by electronic means, including the submission of any ready to publish electronic copy of documents through HKEx EPS to the Hong Kong Stock Exchange for publication on its website and the submission of the Company's annual report (including audited financial statements) or other information in electronic forms to U.S. Securities and Exchange Commission (the "SEC"). The Company shall simultaneously publish the same information on its website.~~

~~Holders of the Company's Overseas Listed Foreign Invested Shares may choose in writing to receive the corporate communication that the Company must send to shareholders either by post or by electronic means, and also choose to receive the English language version only or the Chinese language version only or both the English and Chinese language versions. They shall have the right at any time by reasonable prior written notice served on the Company to change their choices as to the manner of receiving the same and the language in accordance with applicable procedures.~~

Notices to be issued to holders of Domestic-Invested Shares shall be released in any one or more media appointed by the securities authority of the State Council. All holders of Domestic-Invested Shares shall be deemed to have received such notices once they are published.

Article 208

The right to interpret the Company's Articles of Association shall vest with the board of director of the Company.

Article 209

The right to interpret the Company's Articles of Association shall vest with the board of director of the Company. Any outstanding matters not covered in the Company's Articles of Association or any conflicts between the Company's Articles of Association and the laws and regulations and the relevant rules of the stock exchanges shall be handled in accordance with the laws and regulations and the relevant rules of the stock exchanges and the actual situation of the Company.

Following the above amendments, the number of articles of the Articles of Association will be increased from 208 to 209 and other articles will be renumbered accordingly.

II. Proposed Amendments to the Rules of Procedures of the General Meeting

The proposed amendments to the Rules of Procedures of the General Meeting are set out as follows:

Original Articles

Revised Articles after the Proposed Amendments

Article 6

Article 6

The Company's following activities of providing security for a third party shall be examined and approved by the shareholders' general meeting.

The Company's following activities of providing security for a third party shall be examined and approved by the shareholders' general meeting.

(1) Any security provided after the total amount secured by the Company and its controlled subsidiaries for third parties reaches or exceeds fifty per cent (50%) of the latest audited net assets of the Company;

(1) Any security provided after the total amount secured by the Company and its controlled subsidiaries for third parties reaches or exceeds fifty per cent (50%) of the latest audited net assets of the Company;

(2) Any security provided after the total amount secured by the Company for third parties reaches or exceeds thirty per cent (30%) of the latest audited total assets of the Company;

(2) Any security provided after the total amount secured by the Company for third parties reaches or exceeds thirty per cent (30%) of the latest audited total assets of the Company;

(3) Any security provided for the beneficiary whose debt-to-asset ratio exceeds seventy per cent (70%);

(3) The amount guaranteed by the Company within one (1) year exceeds thirty per cent (30%) of the latest audited total assets of the Company;

(4) Any security with its amount exceeding ten per cent (10%) of the latest audited net assets;

(4) Any security provided for the beneficiary whose debt-to-asset ratio exceeds seventy per cent (70%);

(5) Any security provided for a shareholder, de facto controller and their affiliated parties.

(5) Any security with its amount exceeding ten per cent (10%) of the latest audited net assets;

(6) Any security provided for a shareholder, de facto controller and their affiliated parties.

Article 17

When the Company convenes a general meeting, a written notice of the meeting shall be given forty-five (45) days before the date of the meeting to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty (20) days before the date of the meeting.

Notice of shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meetings) by personal delivery or prepaid mail to the address of the shareholder as shown in the register of shareholders. For the holders of Domestic-Invested Shares, notice of the shareholders' meetings may also be issued by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published in media designated by the securities authority of the State Council within the interval of forty-five (45) days to fifty (50) days before the date of the meeting; after the publication of such announcement, the holders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Such public announcement shall be published in Chinese and English in accordance with Article 202 of the Company's Articles of Association.

Article 18

A notice of a meeting of the shareholders of the Company shall meet the following requirements:

- (1) be in writing;
- (2) specify the form, place, date and time of the meeting;
- (3) state the matters to be discussed at the meeting;

Article 17

When the Company convenes a general meeting, a written notice of the meeting shall be given forty-five (45) days before the date of the meeting to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty (20) days before the date of the meeting.

~~Notice of shareholders' general meetings shall be served on each shareholder sent to the shareholders (whether or not such shareholder is entitled to vote at the meetings) pursuant to Article 203 of the Company's Articles of Association. Where a notice is sent by way of announcement, upon the publication of such announcement, all relevant persons shall be deemed to have received the notice by personal delivery or prepaid mail to the address of the shareholder as shown in the register of shareholders. For the holders of Domestic-Invested Shares, notice of the shareholders' meetings may also be issued by way of public announcement.~~

~~The public announcement referred to in the preceding paragraph shall be published in media designated by the securities authority of the State Council within the interval of forty five (45) days to fifty (50) days before the date of the meeting; after the publication of such announcement, the holders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Such public announcement shall be published in Chinese and English in accordance with Article 202 of the Company's Articles of Association.~~

Article 18

A notice of a meeting of the shareholders of the Company shall meet the following requirements:

- (1) be in writing;
- (2) specify the form, place, date and time of the meeting;
- (3) state the matters to be discussed at the meeting;

(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be discussed at the meeting. Without limiting the generality of the foregoing, where a proposal is made to merge the Company with another, to repurchase the shares of the Company, to reorganise its share capital or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;

(5) include a disclosure of the nature and extent of the material interests (if any) of any director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer in the proposed transaction and explain the effect which the proposed transaction will have on them in their capacity as shareholders provided that it is different from the effect on other shareholders of the same class;

(6) include the full text of any special resolution to be proposed at the meeting;

(7) include a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder;

(8) specify the time and place for lodging proxy forms for the relevant meeting;

(9) the registration date for the shareholders entitled to attend the meeting;

(10) name and telephone number of the standing contact person of the meeting.

Where matters to be discussed require opinions from independent directors, the Company shall disclose the options and reasons of independent directors when issuing the notice or supplemental notice of the meeting.

Article 20

The Company shall, based on the written replies which it receives from the shareholders twenty

(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be discussed at the meeting. Without limiting the generality of the foregoing, where a proposal is made to merge the Company with another, to repurchase the shares of the Company, to reorganise its share capital or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;

(5) include a disclosure of the nature and extent of the material interests (if any) of any director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer in the proposed transaction and explain the effect which the proposed transaction will have on them in their capacity as shareholders provided that it is different from the effect on other shareholders of the same class;

(6) include the full text of any special resolution to be proposed at the meeting;

(7) include a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder;

(8) specify the time and place for lodging proxy forms for the relevant meeting;

(9) the registration date for the shareholders entitled to attend the meeting;

(10) name and telephone number of the standing contact person of the meeting;

(11) the time and procedure of such online voting or other means of voting.

Where matters to be discussed require opinions from independent directors, the Company shall disclose the options and reasons of independent directors when issuing the notice or supplemental notice of the meeting.

Article 20

The Company shall, based on the written replies which it receives from the shareholders twenty

(20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to one-half or more of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall, within five (5) days, notify the shareholders by way of public announcement the matters to be considered at, and the place and date for, the meeting. The Company may then hold the meeting after publication of such announcement.

A shareholders' extraordinary general meeting shall not decide on any matter not stated in the notice for the meeting.

Article 22

The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat.

Article 25

Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:

- (1) the shareholders' right to speak at the meeting;
- (2) the right to demand voting by poll individually or jointly with other persons;
- (3) the right to vote by hand or by poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote by poll.

If the shareholder is a recognized clearing house defined by the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting; but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares with respect to each of such

(20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to one-half or more of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall, within five (5) days, notify the shareholders by way of public announcement the matters to be considered at, and the place and date for, the meeting. The Company may then hold the meeting after publication of such announcement.

A shareholders' ~~extraordinary~~ general meeting shall not decide on any matter not stated in the notice for the meeting.

(Deleted)

Article 24

Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:

- (1) the shareholders' right to speak at the meeting;
- (2) the right to demand voting by poll individually or jointly with other persons;
- (3) the right to vote by hand or by poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote by poll.

If the shareholder is a recognized clearing house defined by the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting or any creditors meeting; but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares

authorized persons. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is an individual shareholder of the Company.

Article 54

The following matters shall be resolved by a special resolution at a shareholders' general meeting:

- (1) increase or reduction in the share capital of the Company and the issue of shares of any class, warrants and other similar securities by the Company;
- (2) issue of debentures of the Company;
- (3) division, merger, dissolution and liquidation of the Company;
- (4) amendment of the Company's Articles of Association;
- (5) acquisition or disposal of major assets in one year or provision of securities for third parties which exceeds thirty per cent (30%) of the latest audited total assets of the Company;
- (6) stock incentive plans;
- (7) any other matters considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution in accordance with the laws, administrative regulations and the Company's Articles of Association.

with respect to each of such authorized persons. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is an individual shareholder of the Company.

Article 53

The following matters shall be resolved by a special resolution at a shareholders' general meeting:

- (1) increase or reduction in the share capital of the Company and the issue of shares of any class, warrants and other similar securities by the Company;
- (2) issue of debentures of the Company;
- (3) division, split, merger, dissolution and liquidation of the Company;
- (4) amendment of the Company's Articles of Association;
- (5) acquisition or disposal of major assets in one year or provision of securities for third parties which exceeds thirty per cent (30%) of the latest audited total assets of the Company;
- (6) stock incentive plans;
- (7) any other matters considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution in accordance with the laws, administrative regulations and the Company's Articles of Association.

** The Rules of Procedures of the General Meeting is written in Chinese without an official English version. Therefore, the English translation above is for reference only. In case of inconsistency, the Chinese version shall prevail.*

Following the above amendments, the number of articles of the Rules of Procedures of the General Meeting will be decreased from 69 to 68 and other articles will be renumbered accordingly.

A notice and circular of a general meeting of the Company containing, among other things, the proposed amendments to the Articles of Association and the Rules of Procedures of the General Meeting, will be despatched to shareholders of the Company as soon as practicable in due course.

By order of the Board
PetroChina Company Limited
Company Secretary
WANG Hua

Beijing, the PRC
25 March 2024

As at the date of this announcement, the Board comprises Mr. Dai Houliang as Chairman; Mr. Hou Qijun as Vice Chairman and non-executive Director; Mr. Duan Liangwei and Mr. Xie Jun as non-executive Directors; Mr. Huang Yongzhang, Mr. Ren Lixin and Mr. Zhang Daowei as executive Directors; and Mr. Cai Jinyong, Mr. Jiang, Simon X., Mr. Zhang Laibin, Ms. Hung Lo Shan Lusan and Mr. Ho Kevin King Lun as independent non-executive Directors.