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比亞迪股份有限公司  
BYD COMPANY LIMITED

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

Stock Code: 01211 (HKD counter) and 81211 (RMB counter)

Website: <http://www.bydglobal.com>

**PROPOSED AMENDMENTS TO  
(I) THE ARTICLES OF ASSOCIATION AND  
(II) THE RULES OF PROCEDURES OF  
THE SHAREHOLDERS' GENERAL MEETINGS**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Pursuant to the relevant laws and regulations of the *Company Law of the People's Republic of China* (《中華人民共和國公司法》), the *Guidelines for the Articles of Association of Listed Companies* (《上市公司章程指引》), the *Rules Governing the Listing of Shares on Shenzhen Stock Exchange* (《深圳證券交易所股票上市規則》) as amended from time to time and the additional provisions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited on the dissemination of corporate communications by electronic means by listed issuers, as well as the amendments to and abolition of relevant laws, regulations or rules including the *Special Regulations of the State Council on the Overseas Offer 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》) and the *Mandatory Provisions for the Articles of Association of Companies Listing Overseas* (《到境外上市公司章程必備條款》), and in line with the actual business situation and governance requirements of the Company, the board of directors (the “**Board**”) of BYD Company Limited (the “**Company**”) hereby announces that it has passed the Resolution on the Amendments to the Articles of Association of the Company to approve the amendments to relevant articles in relation to corporate governance, dissemination of corporate communications by electronic means, etc. in the articles of association of the Company (“**Articles of Association**”), and the deletion and revision of some articles in the Articles of Association as originally referenced to the *Special Provisions of the State Council on the Offshore 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》) and the *Mandatory Provisions for the Articles of Association of Companies Listed Overseas* (《到境外上市公司章程必備條款》), which were abolished in 2023. Details of the amendments are as follows:

No.	Prior to the amendments	After the amendments
1	<p>Article 1 To safeguard the legitimate rights and interests of BYD Company Limited (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, the Company formulated the Articles of Association (the “Articles of Association”) in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the Company Law), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Provisions of the State Council on the Offshore Offering and Listing of Companies Limited By Shares (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for the Articles of Association of Companies Listing Overseas (hereinafter referred to as the “Mandatory Provisions”), the Guidelines for the Articles of Association of Listed Companies (hereinafter referred to as the “Guidelines for the Articles of Association”), the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) and other relevant laws, administrative regulations and rules.</p> <p>The Company is a joint-stock limited company incorporated pursuant to the Company Law, the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”) and other relevant requirements under the laws, administrative rules and regulations of the State.</p>	<p>Article 1 To safeguard the legitimate rights and interests of BYD Company Limited (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, the Company formulated the Articles of Association (the “Articles of Association”) in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the Company Law), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), <u>the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies</u> <del>the Special Provisions of the State Council on the Offshore Offering and Listing of Companies Limited By Shares</del> (hereinafter referred to as the “Special Provisions”), <del>the Mandatory Provisions for the Articles of Association of Companies Listing Overseas</del> (hereinafter referred to as the “Mandatory Provisions”), the Guidelines for the Articles of Association of Listed Companies (hereinafter referred to as the “Guidelines for the Articles of Association”), the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) and other relevant laws, administrative regulations and rules.</p> <p>The Company is a joint-stock limited company incorporated pursuant to the Company Law, <del>the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies</del> (the “Special Regulations”) and other relevant requirements under the laws, administrative rules and regulations of the State.</p>

No.	Prior to the amendments	After the amendments
2	<p>Article 4 The Company's legal representative is the chairman of the Board of the Company.</p>	<p>Article 4 The Company's legal representative is the chairman of the Board of the Company.</p> <p><u>If a director who serves as the legal representative resigns, he shall be deemed to have resigned from the position of the legal representative simultaneously.</u></p> <p><u>Where the legal representative resigns, the Company shall determine a new legal representative within thirty days from the date of the resignation of the legal representative.</u></p>
3	<p>Article 22 Upon approval of the plan of issuing overseas-listed foreign shares and domestic shares of the Company by the securities regulatory authority under the State Council, the Board of the Company may make the share issue arrangements.</p> <p>As to the plan of the respective issue of overseas-listed foreign shares and domestic shares in accordance with the provisions of the preceding article, the Board of the Company may proceed with the issue of overseas-listed foreign shares within 15 months after it is approved or permitted by the securities regulatory authority under the State Council; or the departments authorized by the State Council or the validity period of their approval documents.</p>	Deleted

No.	Prior to the amendments	After the amendments
4	<p>Article 23 Where the Company issues overseas-listed foreign shares and domestic shares respectively within the total number of shares as stated in the issuance proposal, the respective shares shall be subscribed for in full at one time. If the requirement of subscription in full at one time cannot be met under special circumstances, such issue may be in several tranches subject to the approval by the securities regulatory authority under the State Council.</p>	Deleted
5	<p>Article 28 The Company must prepare a balance sheet and inventory of assets for reduction of registered capital.</p> <p>The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution on reduction of registered capital and shall publish an announcement at least three (3) times in the newspapers designated by the securities regulatory authority under the State Council within thirty (30) days from the date of such resolution. A creditor has the right, within thirty (30) days of receiving the notice or, in the case of a creditor who does not receive the notice, within forty-five (45) days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p> <p>The registered share capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.</p>	<p>Article <del>28-26</del> The Company must prepare a balance sheet and inventory of assets for reduction of registered capital.</p> <p>The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution on reduction of registered capital and shall publish an announcement <u>in a newspaper or the National Enterprise Credit Information Publicity System</u> at least <del>three (3) times in the newspapers designated by the securities regulatory authority under the State Council</del> within thirty (30) days from the date of such resolution. A creditor has the right, within thirty (30) days of receiving the notice or, in the case of a creditor who does not receive the notice, within forty-five (45) days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p> <p>The registered share capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.</p>

No.	Prior to the amendments	After the amendments
6	<p>Article 29 The Company may, in accordance with the laws, administrative regulations, departmental rules and the Articles of Association, purchase its shares under the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) reducing its registered share capital;</li> <li>(2) merging with another company that holds shares in the Company;</li> <li>(3) granting shares for the employee stock ownership plan or as share incentive;</li> <li>(4) acquiring shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</li> <li>(5) using shares to satisfy the conversion of convertible corporate bonds issued by the listed company;</li> <li>(6) safeguarding corporate value and shareholders' interests as the listed company deems necessary.</li> </ol> <p>The Company shall not purchase its shares save for the circumstances specified above.</p>	<p>Article <del>29</del><u>27</u> The Company may, in accordance with the laws, administrative regulations, departmental rules and the Articles of Association, purchase its shares under the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) reducing its registered share capital;</li> <li>(2) merging with another company that holds shares in the Company;</li> <li>(3) granting shares for the employee stock ownership plan or as share incentive;</li> <li>(4) acquiring shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</li> <li>(5) using shares to satisfy the conversion of convertible corporate bonds issued by the listed company;</li> <li>(6) safeguarding corporate value and shareholders' interests as the listed company deems necessary.</li> </ol> <p>The Company shall not purchase its shares save for the circumstances specified above. <u>The controlled subsidiaries of the Company shall not acquire the shares issued by the Company.</u></p>

No.	Prior to the amendments	After the amendments
7	<p>Article 31 Where the Company repurchases its shares through an off-market agreement, it shall seek prior approval of the shareholders at general meeting in accordance with the Articles of Association. The Company may release or vary a contract so entered into by the Company or waive its rights thereunder with prior approval by shareholders at general meeting obtained in the same manner. The contract to repurchase shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase shares. The Company shall not assign a contract for repurchasing its shares or any of its rights thereunder.</p>	Deleted
8	<p>Article 32 After the Company repurchased its shares pursuant to the laws, it should cancel or transfer such part of the shares within the term specified by the laws and administrative rules and, in the case of transfer, apply to the original registry of the Company for registration of alteration of the registered capital.</p> <p>Where the purchase of shares by the Company falls under any of the circumstances stipulated in items (1) and (2) of the first paragraph of Article 29 of the Articles of Association, it shall be subject to approval at the general meeting. Where the purchase of shares by the Company falls under any of the circumstances stipulated in items (3), (5) and (6) of the first paragraph of Article 29 of the Articles of Association, it may be resolved by more than two-thirds of directors present at a Board meeting in accordance with the provisions of the Articles of Association or the authorization of the general meeting.</p>	<p>Article <del>32</del><u>29</u> After the Company repurchased its shares pursuant to the laws, it should cancel or transfer such part of the shares within the term specified by the laws and administrative rules and, in the case of transfer, apply to the original registry of the Company for registration of alteration of the registered capital.</p> <p>Where the purchase of shares by the Company falls under any of the circumstances stipulated in items (1) and (2) of the first paragraph of Article 29 of the Articles of Association, it shall be subject to approval at the general meeting. Where the purchase of shares by the Company falls under any of the circumstances stipulated in items (3), (5) and (6) of the first paragraph of Article 29 of the Articles of Association, it may be resolved by more than two-thirds of directors present at a Board meeting in accordance with the provisions of the Articles of Association or the authorization of the general meeting.</p>

No.	Prior to the amendments	After the amendments
		<p><u>The Company may purchase its own shares in a public and centralized manner or through other methods as permitted by laws, regulations and the CSRC. Where the purchase of shares by the Company falls under any of the circumstances stipulated in items (3), (5) and (6) of the first paragraph of Article 29 of the Articles of Association, such purchase shall be conducted by way of public and centralized transaction.</u></p> <p><u>The Company shall not accept any pledge of its shares.</u></p>
9	<p>Article 33 Unless the Company is in the course of liquidation, it must comply with the following provisions in respect of repurchase of its outstanding shares:</p> <p>(1) where the Company repurchases its shares at par value, payment shall be made out of book balance of the distributable profits of the Company or out of proceeds of a fresh issue of shares made for repurchase;</p> <p>(2) where the Company repurchases its shares at a premium to their par value, payment representing the par value shall be made out of the book balance of distributable profits of the Company or out of the proceeds of a fresh issue of shares made for repurchase. The premium in excess of the par value shall be handled as follows:</p> <p>1. if the shares being repurchased were issued at par value, payment shall be made out of the book balance of the distributable profits of the Company;</p>	Deleted

No.	Prior to the amendments	After the amendments
	<p>2. if the shares repurchased were issued at a premium to their par value, payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh issue shall not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased nor the amount of the Company's share premium account (or capital reserve account) (including the premiums on the fresh issue) at the time of such repurchase;</p> <p>(3) payment by the Company in consideration of the following shall be made out of the Company's distributable profits:</p> <ol style="list-style-type: none"> <li>1. acquisition of rights to repurchase shares of the Company;</li> <li>2. variation of any contract for repurchasing shares of the Company;</li> <li>3. release of any of the Company's obligations under any contract for repurchasing its shares;</li> </ol> <p>(4) after the Company's registered share capital has been reduced by the total par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits for payment of the par value portion of the shares repurchased shall be transferred to the Company's share premium account (or its capital reserve account).</p>	



No.	Prior to the amendments	After the amendments
10	<p>Article 34 The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire shares of the Company. The said acquirer of shares of the Company includes a person who directly or indirectly assumes any obligations due to the acquisition of shares of the Company.</p> <p>.....</p>	<p>Article <del>34</del><u>30</u> The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire shares of the Company <u>or its parent company</u>. The said acquirer of shares of the Company includes a person who directly or indirectly assumes any obligations due to the acquisition of shares of the Company.</p> <p>.....</p>
11	<p>Article 36 The following activities shall not be deemed to be activities as prohibited in Article 34:</p> <ol style="list-style-type: none"> <li>(1) the financial assistance by the Company is given in good faith in the interest of the Company, and the principal purpose of giving the financial assistance is not for the acquisition of shares of the Company, or the giving of the financial assistance is an ancillary part of a master plan of the Company;</li> <li>(2) the lawful distribution of the Company's assets by way of dividend;</li> <li>(3) the allotment of shares as dividends;</li> <li>(4) a reduction of registered capital, repurchase of shares or reorganization of the share capital structure of the Company effected in accordance with the Articles of Association;</li> <li>(5) the lending of money 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 reduced, the financial assistance is provided out of the distributable profits of the Company);</li> </ol>	<p>Article <del>36</del><u>32</u> The following activities shall not be deemed to be activities as prohibited in Article 34:</p> <ol style="list-style-type: none"> <li>(1) the financial assistance by the Company is given in good faith in the interest of the Company, <del>and the principal purpose of giving the financial assistance is not for the acquisition of shares of the Company, or the giving of the financial assistance is an ancillary part of a master plan of the Company;</del></li> <li>(2) <del>the lawful distribution of the Company's assets by way of dividend;</del></li> <li>(3) <del>the allotment of shares as dividends;</del></li> <li>(4) <del>a reduction of registered capital, repurchase of shares or reorganization of the share capital structure of the Company effected in accordance with the Articles of Association;</del></li> <li>(5) <del>the lending of money 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 reduced, the financial assistance is provided out of the distributable profits of the Company);</del></li> </ol>

No.	Prior to the amendments	After the amendments
	<p>(6) the provision of money by the Company for contributions to staff and workers' share schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are reduced, the financial assistance is provided out of the distributable profits of the Company).</p>	<p><del>(2)(6)</del> the provision of money by the Company for contributions to staff and workers' share schemes <del>(provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are reduced, the financial assistance is provided out of the distributable profits of the Company).</del></p> <p><u>Any provision of financial assistance under the circumstance stipulated in the first paragraph of this Article shall be subject to the approval by resolution of shareholders' general meetings or the Board within the authorization under the Articles of Association or shareholders' general meetings. The Company may provide financial assistance to others for the acquisition of shares in the Company or its parent company, provided that the cumulative amount of the financial assistance shall not exceed 10% of the total share capital in issue. Resolutions made by the Board shall be passed by more than two-thirds of all Directors.</u></p> <p><u>If the breach of the provisions of the preceding two paragraphs incurs losses to the Company, the directors, supervisors and senior management in charge shall be liable for compensation.</u></p>

No.	Prior to the amendments	After the amendments
12	<p>Article 38 The share certificates shall be signed by the legal representative. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by other senior management of the Company, the share certificates shall also be signed by the other senior management. The share certificates shall take effect after being affixed with the seal of the Company or after being affixed with the seal of the Company in printed form. The share certificates shall only be affixed with the Company's seal under the authorization of the Board. The signatures of the legal representative of the Company or other relevant senior management on the share certificates may also be in printed form.</p>	Deleted

No.	Prior to the amendments	After the amendments
13	<p>Article 40 The Company may keep the original register of holders of the overseas-listed foreign shares overseas in accordance with the understanding and agreement between the securities regulatory authority under the State Council and the overseas securities regulatory authority at the place of the overseas listing and appoint an overseas agent for management at the place of the overseas listing. The original of the register of holders of the overseas-listed foreign shares listed in Hong Kong should be kept in Hong Kong. The Company shall maintain a duplicate of the register of holders of overseas-listed foreign shares at the Company's domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate of the register of holders of overseas-listed foreign shares, the original version shall prevail.</p>	<p>Article <del>40</del><u>35</u> The Company may keep the original register of holders of the overseas-listed foreign shares overseas in accordance with the understanding and agreement between the securities regulatory authority under the State Council and the overseas securities regulatory authority at the place of the overseas listing and appoint an overseas agent for management at the place of the overseas listing. <del>The original of the register of holders of the overseas-listed foreign shares listed in Hong Kong should be kept in Hong Kong. The Company shall maintain a duplicate of the register of holders of overseas-listed foreign shares at the Company's domicile;</del></p> <p><u>The Hong Kong branch register of holders shall be available for inspection by shareholders during office hours, but the Company may be allowed to close the register of members on terms equivalent to section 632 of the Companies Ordinance of Hong Kong.</u></p> <p>†The appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate of the register of holders of overseas-listed foreign shares, the original version shall prevail.</p>

No.	Prior to the amendments	After the amendments
14	<p>Article 41 The Company shall keep a complete register of members</p> <p>The register of members shall include the following:</p> <ol style="list-style-type: none"> <li>(1) the register of members maintained at the Company’s domicile (other than those parts as described in items (2) and (3) of this Article);</li> <li>(2) the register of members in respect of the holders of overseas-listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located;</li> <li>(3) the register of members maintained at such other place as the Board may consider necessary for the purpose of listing of the Company’s shares.</li> </ol>	<p>Article 41-36 The Company shall <del>keep a complete</del> <u>maintain a</u> register of members.</p> <p>The register of members shall include the following:</p> <ol style="list-style-type: none"> <li>(1) the register of members maintained at the Company’s domicile (other than those parts as described in items (2) and (3) of this Article);</li> <li>(2) the register of members in respect of the holders of overseas-listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located;</li> <li>(3) the register of members maintained at such other place as the Board may consider necessary for the purpose of listing of the Company’s shares.</li> </ol>
15	<p>Article 42 Different parts of the register of members shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of members.</p> <p>All fully paid-up overseas-listed foreign shares are freely transferable pursuant to the Articles of Association. However, the Board may refuse to recognize any instrument of transfer without giving any reason unless such transfer fulfills the following conditions:</p> <ol style="list-style-type: none"> <li>(1) A fee of HK\$2.5 per instrument of transfer or such higher amount as agreed from time to time by the Hong Kong Stock Exchange or other stock exchange(s) on which the shares of the Company are listed has been paid to the Company for registration of transfer and other documents relating or which will affect the right of ownership of the shares;</li> </ol>	Deleted

No.	Prior to the amendments	After the amendments
	<p>(2) the instrument of transfer involves only the overseas-listed foreign shares listed in Hong Kong or other places overseas;</p> <p>(3) the stamp duty payable on the instrument of transfer has been paid;</p> <p>(4) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares have been provided;</p> <p>(5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four (4); and</p> <p>(6) the Company does not have any lien over the relevant shares.</p> <p>Alteration or rectification of each part of the register of members shall be made in accordance with the laws of the place where that part of the register of members is maintained.</p>	
16	<p>Article 45 Any person who objects to the register of members and requests to have his name entered in or removed from the register of members may apply to a competent court for rectification of the register.</p> <p>If the Company refuses to register the transfer of shares, it shall provide a notice of refusal of such transfer of shares to the transferor and the transferee within two (2) months from the date of the formal application of such transfer is submitted.</p>	<p>Article <del>45</del><sup>39</sup> Any person who objects to the register of members and requests to have his name entered in or removed from the register of members, <u>in the event of disagreement by the Company</u>, may apply to a competent court for rectification of the register.</p> <p>If the Company refuses to register the transfer of shares, it shall provide a notice of refusal of such transfer of shares to the transferor and the transferee within two (2) months from the date of the formal application of such transfer is submitted.</p>

No.	Prior to the amendments	After the amendments
17	<p>Article 46 Any shareholder who is registered in, or any person who requests to have his name entered in, the register of members 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”).</p> <p>If a holder of the domestic shares loses his share certificate and applies for replacement, it shall be dealt with in accordance with the provisions of Article 143 of the Company Law.</p> <p>If a holder of overseas-listed foreign shares loses his share certificate and applies for replacement, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas-listed foreign shares is maintained.</p> <p>The issue of replacement share certificates to holders of overseas-listed foreign shares listed in Hong Kong who have lost their share certificates and applied for replacement shall comply with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in prescribed form accompanied by a notarial certificate or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as declaring that no other person shall be entitled to request to be registered as the shareholder in respect of the relevant shares.</p> <p>(2) No statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company came to a decision to issue the replacement share certificate.</p>	Deleted

No.	Prior to the amendments	After the amendments
	<p>(3) The Company shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers designated by the Board. The announcement shall be made at least once every thirty (30) days in a period of ninety (90) days. The newspapers designated by the Board shall be at least one Chinese newspaper and one English newspaper published in Hong Kong.</p> <p>(4) The Company shall have, prior to the publication of its announcement of intention to issue a replacement certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such 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 ninety (90) days.</p> <p>In case an application to issue a replacement certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.</p>	



No.	Prior to the amendments	After the amendments
	<p>(5) If, upon expiration of the 90-day period referred to in items (3) and (4) of this Article, the Company has not received from any person any objection to such application, the Company may issue a replacement share certificate to the applicant according to his application.</p> <p>(6) Where the Company issues a replacement certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and issue in the register of members accordingly.</p> <p>(7) All expenses relating to the cancellation of an original certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.</p>	
18	<p>Article 47 Where the Company issues a replacement certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case that he is a bona fide purchaser) shall not be removed from the register of members.</p>	Deleted

No.	Prior to the amendments	After the amendments
19	<p>Article 50 The ordinary shareholders of the Company shall be entitled to the following rights:</p> <ol style="list-style-type: none"> <li>(1) the right to dividends and other forms of distribution in proportion to the number of shares held;</li> <li>(2) the right to propose, convene and preside over, to attend or appoint a proxy to attend shareholders' general meetings and to exercise the corresponding voting right in accordance with laws;</li> <li>(3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</li> <li>(4) the right to transfer, donate, or pledge shares held by them in accordance with the laws, administrative regulations and provisions of the Articles of Association;</li> <li>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including: <ol style="list-style-type: none"> <li>1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;</li> </ol> </li> </ol>	<p>Article <del>50</del><u>42</u> The ordinary shareholders of the Company shall be entitled to the following rights:</p> <ol style="list-style-type: none"> <li>(1) the right to dividends and other forms of distribution in proportion to the number of shares held;</li> <li>(2) the right to propose, convene and preside over, to attend or appoint a proxy to attend shareholders' general meetings and to exercise the corresponding voting right in accordance with laws;</li> <li>(3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</li> <li>(4) the right to transfer, donate, or pledge shares held by them in accordance with the laws, administrative regulations and provisions of the Articles of Association;</li> <li>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including: <ol style="list-style-type: none"> <li>1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;</li> </ol> </li> </ol>

No.	Prior to the amendments	After the amendments
	<p>2. to inspect and copy, subject to payment of a reasonable charge:</p> <p>(i) all parts of the register of members;</p> <p>(ii) personal particulars of each of the Company's Directors, supervisors, chief executive officer and other senior management including:</p> <p>(a) present name and alias and any former name and alias;</p> <p>(b) principal address (domicile);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations;</p> <p>(e) identification document and its number;</p>	<p>2. to inspect and copy, subject to payment of a reasonable charge:</p> <p>(i) all parts of the register of members;</p> <p><del>(ii) personal particulars of each of the Company's Directors, supervisors, chief executive officer and other senior management including:</del></p> <p><del>(a) present name and alias and any former name and alias;</del></p> <p><del>(b) principal address (domicile);</del></p> <p><del>(c) nationality;</del></p> <p><del>(d) primary and all other part-time occupations;</del></p> <p><del>(e) identification document and its number;</del></p>

No.	Prior to the amendments	After the amendments
	<p>(iii) report on the state of the Company's share capital;</p> <p>(iv) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate costs paid by the Company for this purpose;</p> <p>(v) minutes of shareholders' general meetings;</p> <p>(vi) corporate bond counterfoils, resolutions of Board meetings, Supervisory Committee meetings and financial reports.</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p>	<p>(<del>iii</del>) report on the state of the Company's share capital;</p> <p>(<del>iii</del><del>v</del>) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate costs paid by the Company for this purpose;</p> <p>(<del>iv</del><del>v</del>) minutes of shareholders' general meetings;</p> <p>(<del>v</del><del>vi</del>) corporate bond counterfoils, resolutions of Board meetings, Supervisory Committee meetings and financial reports.</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p>

No.	Prior to the amendments	After the amendments
	<p>(8) as stipulated under the Company Law or other laws, administrative regulations or departmental rules, in the event that any act has prejudiced the Company’s interests or infringed the legitimate interest of a shareholder, the right to make claims to the People’s Court to enforce relevant rights;</p> <p>(9) other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p>.....</p>	<p>(8) as stipulated under the Company Law or other laws, administrative regulations or departmental rules, in the event that any act has prejudiced the Company’s interests or infringed the legitimate interest of a shareholder, the right to make claims to the People’s Court to enforce relevant rights;</p> <p>(9) other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p>.....</p>
20	<p>Article 63 General meetings of shareholders include annual general meetings of shareholders and extraordinary general meetings of shareholders. A general meeting of shareholders shall be convened by the Board. The annual general meeting of shareholders shall be held once every year within six months after the end of the previous accounting year. The general meeting of shareholders shall have a venue and be held on-site, and shall, through different methods and channels such as the internet platform, provide convenience to shareholders attending the shareholders’ general meeting according to laws, administrative regulations, the requirements of China Securities Regulatory Commission and the Articles of Association. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p> <p>The Board shall hold an extraordinary general meeting of shareholders within two (2) months upon the occurrence of one of the following circumstances:</p> <p>(1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association (which means less than five (5));</p>	<p>Article <del>63</del><u>55</u> General meetings of shareholders include annual general meetings of shareholders and extraordinary general meetings of shareholders. A general meeting of shareholders shall be convened by the Board. The annual general meeting of shareholders shall be held once every year within six months after the end of the previous accounting year. The general meeting of shareholders shall have a venue and be held on-site, and shall, through different methods and channels such as the internet platform, provide convenience to shareholders attending the shareholders’ general meeting according to laws, administrative regulations, the requirements of China Securities Regulatory Commission and the Articles of Association. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p> <p>The Board shall hold an extraordinary general meeting of shareholders within two (2) months upon the occurrence of one of the following circumstances:</p> <p>(1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association (<del>which means less than five (5));</del>);</p>

No.	Prior to the amendments	After the amendments
	<p>(2) the uncovered losses are in excess of one-third of the Company's total share capital;</p> <p>(3) shareholders individually or jointly holding not less than 10% (inclusive) of the Company's issued shares with voting rights request in writing to hold an extraordinary general meeting;</p> <p>(4) the Board considers it necessary or the Supervisory Committee proposes to hold such a meeting;</p> <p>(5) such other circumstances as provided for by laws and regulations, departmental rules, rules of the stock exchange(s) where the Company's shares are listed on or the Articles of Association.</p>	<p>(2) the uncovered losses are in excess of one-third of the Company's total share capital;</p> <p>(3) shareholders individually or jointly holding not less than 10% (inclusive) of the Company's issued shares with voting rights request in writing to hold an extraordinary general meeting;</p> <p>(4) the Board considers it necessary or the Supervisory Committee proposes to hold such a meeting;</p> <p>(5) such other circumstances as provided for by laws and regulations, departmental rules, rules of the stock exchange(s) where the Company's shares are listed on or the Articles of Association.</p>
21	<p>Article 65 The Board, the Supervisory Committee, and shareholders individually or jointly holding not less than 3% of the Company's shares shall have the right to submit proposals to the Company at the general meeting of shareholders to be held by the Company. Shareholders individually or jointly holding not less than 3% of the Company's shares may submit an extempore proposal to the convener in writing ten (10) days prior to date of the meeting. The convener shall dispatch a supplementary notice of the general meeting and announce the contents of such extempore proposal within two (2) days upon receipt of the proposal. Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals listed in the aforesaid notice or add any new proposals subsequent to the dispatch of a notice of the general meeting.</p>	<p>Article <del>65</del><u>57</u> The Board, the Supervisory Committee, and shareholders individually or jointly holding not less than 3% of the Company's shares shall have the right to submit proposals to the Company at the general meeting of shareholders to be held by the Company. Shareholders individually or jointly holding not less than <del>3%</del><u>1%</u> of the Company's shares may submit an extempore proposal to the convener in writing ten (10) days prior to date of the meeting. The convener shall dispatch a supplementary notice of the general meeting and announce the contents of such extempore proposal within two (2) days upon receipt of the proposal. Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals listed in the aforesaid notice or add any new proposals subsequent to the dispatch of a notice of the general meeting.</p>

No.	Prior to the amendments	After the amendments
22	<p>Article 69 Notice of shareholders’ general meetings to be delivered to shareholders of overseas-listed foreign shares shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting) by personal delivery or prepaid mail to the address of the shareholder as shown in the register of members.</p> <p>For the holders of domestic shares, notice of the meetings may be issued by way of public announcement.</p>	<p>Article <del>69-61</del> <u>Subject to the compliance with the laws and regulations of the place where the Company’s shares are listed and the relevant rules governing the listing of securities, corporate communications including</u> notices of shareholders’ general meetings shall be sent by the Company to shareholders <del>(whether or not such shareholder is entitled to vote at the meeting) by personal delivery or prepaid mail to the address of the shareholder as shown in the register of members</del> <u>by electronic means, announcement, or any other means as provided in this Articles of Association.</u></p> <p><u>“Corporate Communication” as mentioned in the preceding clause shall have the meaning as defined in the Listing Rules.</u></p> <p>For the holders of domestic shares, notice of the meetings may be issued by way of public announcement.</p>
23	<p>Article 92 The chairman of the meeting shall determine whether or not a resolution of the shareholders’ general meeting shall be adopted. His decision shall be final and conclusive and shall be announced at the meeting and recorded in the minutes. The Company shall announce the resolution of the shareholders’ general meeting as prescribed by the applicable laws and the rules of the stock exchange in which the shares of the Company are listed.</p> <p>.....</p>	<p>Article <del>92-84</del> <del>The chairman of the meeting shall determine whether or not a resolution of the shareholders’ general meeting shall be adopted. His decision shall be final and conclusive and shall be announced at the meeting and recorded in the minutes.</del> The Company shall announce the resolution of the shareholders’ general meeting as prescribed by the applicable laws and the rules of the stock exchange in which the shares of the Company are listed.</p> <p>.....</p>
24	<p>Article 111 Directors shall be elected at shareholders’ general meeting. The term of office of the Directors shall be three (3) years. Upon maturity of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment.</p>	<p>Article <del>111-103</del> <u>Non-employee</u> Directors shall be elected at shareholders’ general meeting. The term of office of the Directors shall be three (3) years. Upon maturity of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment. <u>Employee Directors shall be elected by the staff representative committee and their term of office shall be three (3) years. Upon expiry of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment.</u></p>

No.	Prior to the amendments	After the amendments
25	<p>Article 117 The shareholders' general meeting may by ordinary resolution remove any Director before the expiration of his term of office (including chairman of the Board or other Executive Directors, but without prejudice to such Director's right to claim damages based on any contract), subject to full compliance with relevant laws and administrative regulations. Prior to the maturity of his term, a Director shall not be removed without reason from his office at the shareholders' general meeting.</p>	<p>Article <del>117-109</del> <u>The Company</u> <del>The shareholders' general meeting</del> may by ordinary resolution remove any Director before the expiration of his term of office (including chairman of the Board or other Executive Directors, but without prejudice to such Director's right to claim damages based on any contract) <u>at a shareholders' general meeting or other means as permitted by the Company Law</u>, subject to full compliance with relevant laws and administrative regulations. Prior to the maturity of his term, a Director shall not be removed without reason from his office at the shareholders' general meeting <u>or by other means</u>.</p>
26	<p>Article 118</p> <p>.....</p> <p>In the event that the resignation of any Director during his term of office results in the number of members of the Board being less than the statutory minimum requirement, the resignation report of such Independent Director shall become effective only when his vacancy has been filled by a new Independent Director. The Board shall convene a shareholders' extraordinary general meeting for the purpose of electing Director to fill the vacancy caused by Director's resignation. Prior to the decision of electing Director at shareholders' meeting, the powers of such Director who tendered resignation and the other Directors shall be subject to reasonable restrictions.</p> <p>.....</p>	<p>Article <del>118-110</del></p> <p>.....</p> <p>In the event that the resignation of any Director during his term of office results in the number of members of the Board being less than the statutory minimum requirement, the resignation report of such Independent Director shall become effective only when his vacancy has been filled by a new Independent Director. The Board shall convene a shareholders' extraordinary general meeting <u>or by other means as permitted by the Company Law</u> for the purpose of electing Director to fill the vacancy caused by Director's resignation. Prior to the decision of electing Director at shareholders' meeting <u>or by other means as permitted by the Company Law</u>, the powers of such Director who tendered resignation and the other Directors shall be subject to reasonable restrictions.</p> <p>.....</p>



No.	Prior to the amendments	After the amendments
27	<p>Article 124 The way of notifying for the meeting and special meeting of the Board shall be by way of telephone and facsimile. Notice period of the meeting shall be fourteen (14) days and two (2) days in advance for regular meeting of the Board and special meeting respectively.</p> <p>The notice of Board meetings shall include the following:</p> <ul style="list-style-type: none"> <li>(1) the date and venue of the meeting;</li> <li>(2) the duration of the meeting;</li> <li>(3) the subject and agenda;</li> <li>(4) the date the notice was issued.</li> </ul>	<p>Article <del>124</del><u>116</u> The way of notifying for the meeting and special meeting of the Board shall be by way of <u>written notice, email</u>, telephone <del>and</del> <u>or</u> facsimile. Notice period of the meeting shall be fourteen (14) days and two (2) days in advance for regular meeting of the Board and special meeting respectively.</p> <p>The notice of Board meetings shall include the following:</p> <ul style="list-style-type: none"> <li>(1) the date and venue of the meeting;</li> <li>(2) the duration of the meeting;</li> <li>(3) the subject and agenda;</li> <li>(4) the date the notice was issued.</li> </ul>
28	<p>Article 143 Independent supervisors and representatives of shareholders shall be elected and dismissed at the shareholders' general meeting while representatives of employees shall be democratically elected and dismissed by the Company's staff.</p> <p>The Supervisory Committee shall have one (1) chairman. The appointment and dismissal of the chairman of the Supervisory Committee shall be passed by not less than two-thirds of its members.</p>	<p>Article <del>143</del><u>135</u> Independent supervisors and representatives of shareholders shall be elected and dismissed at the shareholders' general meeting while representatives of employees shall be democratically elected and dismissed by the Company's staff.</p> <p>The Supervisory Committee shall have one (1) chairman. The appointment and dismissal of the chairman of the Supervisory Committee shall be passed by not less than <del>two-thirds</del> <u>half</u> of its members.</p>

No.	Prior to the amendments	After the amendments
29	<p>Article 145 The Supervisory Committee shall be accountable to the shareholders' general meeting and exercise the following powers in accordance with the laws:</p> <p>(1) to review and provide a written opinion on the regular reports of the Company prepared by the Board;</p> <p>(2) to examine the Company's financial affairs;</p> <p>(3) to supervise Directors, president and other senior management members in performing their duties to the Company in relation to any acts that violate laws, administrative regulations and the Articles of Association, and to propose dismissal of Directors, president and senior management members who violate any laws, administrative regulations, the Articles of Association or resolutions of shareholders' general meetings;</p> <p>(4) to demand rectification from a Director, president and any other senior management members when the acts of such persons are harmful to the Company's interest;</p>	<p>Article <del>145</del><u>137</u> The Supervisory Committee shall be accountable to the shareholders' general meeting and exercise the following powers in accordance with the laws:</p> <p>(1) to review and provide a written opinion on the regular reports of the Company prepared by the Board;</p> <p>(2) to examine the Company's financial affairs;</p> <p>(3) to supervise Directors, president and other senior management members in performing their duties to the Company in relation to any acts that violate laws, administrative regulations and the Articles of Association, and to propose dismissal of Directors, president and senior management members who violate any laws, administrative regulations, the Articles of Association or resolutions of shareholders' general meetings;</p> <p>(4) to demand rectification from a Director, president and any other senior management members when the acts of such persons are harmful to the Company's interest;</p>

No.	Prior to the amendments	After the amendments
	<p>(5) to examine the financial information such as the financial report, business report and plans for distribution of profits intended to be submitted by the Board to the shareholders' general meetings and, should any queries arise, to engage, in the name of the Company, certified public accountants and practicing auditors to conduct a re-examination;</p> <p>(6) to propose the convening of a shareholders' extraordinary general meeting and to convene and preside over the shareholders' general meeting when the Board fails to perform such duties under the Company Law;</p> <p>(7) to put forward proposals to the shareholders' general meeting;</p> <p>(8) in accordance with provisions of Article 151 of the Company Law, to take legal actions against Directors and senior management members;</p> <p>(9) to conduct investigations whenever unusual conditions of operation of the Company arise and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations at the costs of the Company;</p> <p>(10) to exercise other powers specified under the Articles of Association.</p> <p>The supervisors may attend Board meetings, and raise enquiry or make suggestion regarding resolutions at Board meetings.</p>	<p>(5) to examine the financial information such as the financial report, business report and plans for distribution of profits intended to be submitted by the Board to the shareholders' general meetings and, should any queries arise, to engage, in the name of the Company, certified public accountants and practicing auditors to conduct a re-examination;</p> <p>(6) to propose the convening of a shareholders' extraordinary general meeting and to convene and preside over the shareholders' general meetings when the Board fails to perform such duties under the Company Law;</p> <p>(7) to put forward proposals to the shareholders' general meetings;</p> <p>(8) in accordance with provisions of Article 151 of the Company Law, to take legal actions against Directors and senior management members;</p> <p>(9) to conduct investigations whenever unusual conditions of operation of the Company arise and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations at the costs of the Company;</p> <p>(10) <u>to propose the engagement or change of an accounting firm as the Company's auditor at the shareholders' general meetings;</u></p> <p><del>(10)</del>(11) to exercise other powers specified under the Articles of Association.</p> <p>The supervisors may attend Board meetings, and raise enquiry or make suggestion regarding resolutions at Board meetings.</p>

No.	Prior to the amendments	After the amendments
30	<p>Article 146···</p> <p>The way of notifying for the meeting of the Supervisory Committee shall be by way of writing, telephone and facsimile. The notice of the meetings shall include the date and venue of the meeting, duration of the meeting, the subject and agenda as well as date of notice. Notice period of the meeting shall be fourteen (14) days and two (2) days in advance for regular meeting of the Supervisory Committee and extraordinary meeting respectively.</p>	<p>Article <del>146</del>-<u>138</u>···</p> <p>The way of notifying for the meeting of the Supervisory Committee shall be by way of writing, <u>mail</u>, telephone or facsimile. Notice period of the meeting shall be fourteen (14) days and two (2) days in advance for regular meeting of the Supervisory Committee and extraordinary meeting respectively.</p> <p><u>The notice of the meetings of the Supervisory Committee shall include the following:</u></p> <p>(1) <u>the date and venue of the meeting, duration of the meeting;</u></p> <p>(2) <u>the subject and agenda;</u></p> <p>(3) <u>date of notice.</u></p>
31	<p>Article 147 Supervisory Committee meetings shall be held only if not less than half of the supervisors are present. Resolutions of the Supervisory Committee meetings are voted on by open ballot. Each supervisor shall have one vote. When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to one additional vote.</p> <p>Supervisors shall attend Supervisory Committee meetings in person. Where a supervisor is unable to attend a meeting for any reason, he may by a written power of attorney appoint another supervisor to attend the meeting on his behalf. The power of attorney shall set out the scope of authorization.</p> <p>Both the resolutions of the regular Supervisory Committee meetings and extraordinary Supervisory Committee meetings are resolutions of the Supervisory Committee meetings and shall be passed by no less than two-thirds of all Supervisors.</p>	<p>Article <del>147</del>-<u>139</u> Supervisory Committee meetings shall be held only if not less than half of the supervisors are present. Resolutions of the Supervisory Committee meetings are voted on by open ballot. Each supervisor shall have one vote. When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to one additional vote.</p> <p>Supervisors shall attend Supervisory Committee meetings in person. Where a supervisor is unable to attend a meeting for any reason, he may by a written power of attorney appoint another supervisor to attend the meeting on his behalf. The power of attorney shall set out the scope of authorization.</p> <p>Both the resolutions of the regular Supervisory Committee meetings and extraordinary Supervisory Committee meetings are resolutions of the Supervisory Committee meetings and shall be passed by no less than <u>half two-thirds</u> of all Supervisors.</p>

No.	Prior to the amendments	After the amendments
32	<p>Article 155 A person may not serve as a Director, supervisor, president, or any other senior management member of the Company if any of the following circumstances applies:</p> <p>(1) a person without legal or with restricted legal capacity;</p> <p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights due to committing any offence, in each case where less than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation;</p> <p>.....</p>	<p>Article <del>155</del>147 A person may not serve as a Director, supervisor, president, or any other senior management member of the Company if any of the following circumstances applies:</p> <p>(1) a person without legal or with restricted legal capacity;</p> <p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence for less than five (5) years, <u>and imposed with suspended sentence for less than two (2) years since the expiration of the suspended sentence</u>; or who has been deprived of his political rights due to committing any offence for less than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation;</p> <p>.....</p>

No.	Prior to the amendments	After the amendments
33	<p>Article 180 The Company's financial reports shall be made available for shareholders' inspection in the Company twenty (20) days before the date of every annual shareholders' general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall send a copy of the report of the Board together with the balance sheet (including documents to be annexed as required by the laws), income statement or income and expenditure statement and summary financial report (including the abovementioned financial reports) to each holder of overseas-listed foreign shares by pre-paid mail at least twenty-one (21) days before the convening of the annual general meeting; the same shall be served upon or sent to each holder of overseas-listed foreign shares twenty-one (21) days before the annual general meeting at the latest. The address of the recipient shall be the registered address as shown on the register of members.</p>	<p>Article <del>180</del><u>172</u> The Company's financial reports shall be made available for shareholders' inspection in the Company twenty (20) days before the date of every annual shareholders' general meetings. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p><del>The Company shall send a copy of the report of the Board together with the balance sheet (including documents to be annexed as required by the laws), income statement or income and expenditure statement and summary financial report (including the abovementioned financial reports) to each holder of overseas-listed foreign shares by pre-paid mail at least twenty-one (21) days before the convening of the annual general meeting; the same shall be served upon or sent to each holder of overseas-listed foreign shares twenty-one (21) days before the annual general meeting at the latest. The address of the recipient shall be the registered address as shown on the register of members.</del></p>

No.	Prior to the amendments	After the amendments
34	<p>Article 186 Capital reserve fund includes the following items:</p> <ol style="list-style-type: none"> <li>(1) premium received on shares issued at a premium to their par value;</li> <li>(2) any other income required to be included in the capital reserve fund by the competent finance department of the State Council.</li> </ol> <p>The reserve funds of the Company can only be used for the following purposes: making up losses, expansion of the Company’s production and operation or increasing the capital of the Company. Capital reserve fund shall not be used for making up the losses sustained by the Company.</p>	<p><del>Article 186–178</del> Capital reserve fund includes the following items:</p> <ol style="list-style-type: none"> <li>(1) premium received on shares issued at a premium to their par value;</li> <li>(2) any other income required to be included in the capital reserve fund by the competent finance department of the State Council.</li> </ol> <p><del>The reserve funds of the Company can only be used for the following purposes: making up losses, expansion of the Company’s production and operation or increasing the capital of the Company. Capital reserve fund shall not be used for making up the losses sustained by the Company.</del></p> <p><u>The Company’s reserve funds are used to make up losses, expand production and operation, or increase registered capital.</u></p> <p><u>Where the reserve funds are used to make up losses, the discretionary reserve funds and statutory reserve funds shall be used in priority; if not sufficient, the capital reserve funds may be used according to regulations.</u></p>

No.	Prior to the amendments	After the amendments
35	<p>Article 188 The Company's profit distribution policy is:</p> <p>.....</p> <p>(III) .....</p> <p>Independent Directors shall express their independent opinions thereon.</p> <p>.....</p> <p>(IV)</p> <p>.....</p> <p>(3) The audit firm issues an unqualified audited financial report of the Company for the year.</p> <p>When conducting profit distribution, the Board shall distinguish the following circumstances taking into account the Company's industry features, development stages, operation model and profitability as well as whether it has any substantial capital expenditure arrangement,</p> <p>.....</p>	<p>Article <del>188</del><u>180</u> The Company's profit distribution policy is:</p> <p>.....</p> <p>(III) .....</p> <p><del>Independent Directors shall express their independent opinions thereon.</del></p> <p>.....</p> <p>(IV)</p> <p>.....</p> <p>(3) The audit firm issues an unqualified audited financial report of the Company for the year.</p> <p>When conducting profit distribution, the Board shall distinguish the following circumstances taking into account the Company's industry features, development stages, operation model, <u>and profitability and solvency</u> as well as whether it has any substantial capital expenditure arrangement <u>and investors' return</u>,</p> <p>.....</p>



No.	Prior to the amendments	After the amendments
	<p>(VII) The Company shall disclose the status of the implementation of the profit distribution plan and the cash dividend policy in its annual report and interim report in strict accordance with the relevant provisions, and state the details on the following matters:</p> <p>.....</p> <p>If the Company makes a profit for the year but the Board of Directors does not make a cash dividend plan, the Company shall explain the reasons for not paying cash dividends, the purposes of funds retained by the Company not used for paying cash dividends and the use plan in its periodic reports. The Independent Directors shall express independent opinions on this, which shall be disclosed to the public. The Independent Directors may collect the opinion of minority shareholders and put forth profit distribution proposal and submit it directly to the Board for consideration and approval.</p>	<p>(VII) The Company shall disclose the status of the implementation of the profit distribution plan and the cash dividend policy in its annual report and interim report in strict accordance with the relevant provisions, and state the details on the following matters:</p> <p>.....</p> <p>If the Company makes a profit for the year but the Board of Directors does not make a cash dividend plan, the Company shall explain the reasons for not paying cash dividends, the purposes of funds retained by the Company not used for paying cash dividends and the use plan in its periodic reports. The Independent Directors shall express independent opinions on this, which shall be disclosed to the public. <del>The Independent Directors may collect the opinion of minority shareholders and put forth profit distribution proposal and submit it directly to the Board for consideration and approval.</del></p>
	<p>(VIII) In the event that the Company does need to adjust or change the cash dividend policy as set out in this Article due to significant changes in the external operating environment or its own operating conditions, the Board shall make a resolution after detailed discussion and the Independent Directors and the Supervisory Committee shall express their opinions. The resolution shall be submitted to the general meeting for approval and shall be passed by shareholders holding more than two-thirds of voting rights present at the general meeting. The Company shall also provide an online voting alternative to facilitate minority shareholders to participate in voting of the general meeting. The adjusted profit distribution policy shall not contravene the relevant provisions of CSRC and the Shenzhen Stock Exchange.</p>	<p>(VIII) In the event that the Company does need to adjust or change the cash dividend policy as set out in this Article due to significant changes in the external operating environment or its own operating conditions, the Board shall make a resolution after detailed discussion and <del>the independent Directors and the Supervisory Committee shall express their opinions.</del> The resolution shall be submitted to the shareholders' general meetings for approval and shall be passed by shareholders holding more than two-thirds of voting rights present at the shareholders' general meetings. The Company shall also provide an online voting alternative to facilitate minority shareholders to participate in voting of the shareholders' general meetings. The adjusted profit distribution policy shall not contravene the relevant provisions of CSRC and the Shenzhen Stock Exchange.</p>

No.	Prior to the amendments	After the amendments
	<p>(X) The Company shall calculate, declare and pay dividends and other amounts which are payable to holders of domestic shares in Renminbi within the period as prescribed by Article 94 of the Articles of Association. The Company shall calculate and declare dividends and other payments which are payable to holders of overseas-listed foreign shares in Renminbi, and shall pay such amounts in the foreign currency within the period as prescribed by Article 94 of the Articles of Association. The applicable exchange rate shall be the average closing rate for the relevant foreign currency announced by the People’s Bank of China of the five (5) working days prior to the announcement of payment of dividend and other amounts. The Company shall pay foreign currencies to holders of overseas-listed foreign shares in accordance with the relevant foreign exchange control regulations of the State. The Board may distribute interim dividend or bonus dividend subject to the approval of shareholders’ general meeting.</p> <p>.....</p>	<p>(X) The Company shall calculate, declare and pay dividends and other amounts which are payable to holders of domestic shares in Renminbi within the period as prescribed by Article 94 of the Articles of Association. The Company shall calculate and declare dividends and other payments which are payable to holders of overseas-listed foreign shares in Renminbi, and shall pay such amounts in <u>Renminbi</u> or the foreign currency within the period as prescribed by Article 94 of the Articles of Association. <u>For the amounts paid in foreign currency, the applicable exchange rate/middle rate shall be the average closing rate for the relevant foreign currency announced by the People’s Bank of China or other official authorizations (for convenience of recognition) of the five (5) working days prior to the announcement of payment of dividend and other amounts.</u> The Company shall pay foreign currencies to holders of overseas-listed foreign shares in accordance with the relevant foreign exchange control regulations of the State. The Board may distribute interim dividend or bonus dividend subject to the approval of shareholders’ general meetings.</p> <p>.....</p>

No.	Prior to the amendments	After the amendments
36	<p>Article 194 The Company shall appoint a receiving agent on behalf of the holders of overseas-listed foreign shares to receive on behalf of such shareholders dividends declared and all other monies owing by the Company in respect of such overseas-listed foreign shares.</p> <p>The receiving agent appointed by the Company shall satisfy the relevant requirements of the laws of the place and relevant regulations of the stock exchange where the Company's shares are listed.</p> <p>The receiving agent appointed by the Company on behalf of holders of overseas-listed foreign shares listed on the Hong Kong Stock Exchange Limited shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p> <p>.....</p>	<p>Article <del>194</del><u>186</u> The Company shall appoint a receiving agent on behalf of the holders of overseas-listed foreign shares to receive on behalf of such shareholders dividends declared and all other monies owing by the Company in respect of such overseas-listed foreign shares.</p> <p>The receiving agent appointed by the Company shall satisfy the relevant requirements of the laws of the place and relevant regulations of the stock exchange where the Company's shares are listed.</p> <p><del>The receiving agent appointed by the Company on behalf of holders of overseas-listed foreign shares listed on the Hong Kong Stock Exchange Limited shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</del></p> <p>.....</p>

No.	Prior to the amendments	After the amendments
37	<p>Article 205 In the event of a merger or division of the Company, a plan shall be proposed by the Board of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association and the relevant examining and approving formalities shall be processed as required by law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the shareholders who consent to such plan purchase their shares at a fair price. A special document of the Company's resolution on the merger or division should be prepared for inspection by the shareholders.</p> <p>The aforesaid document should also be dispatched to the holders of overseas-listed foreign shares by mail.</p>	<p>Article <del>205</del><u>197</u> In the event of a merger or division of the Company, a plan shall be proposed by the Board of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association and the relevant examining and approving formalities shall be processed as required by law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the shareholders who consent to such plan purchase their shares at a fair price. A special document of the Company's resolution on the merger or division should be prepared for inspection by the shareholders.</p> <p><u>When the Company merges with another company in which holds more than ninety percent of that company's shares, approval from the shareholders' general meetings is not required from the merged company, but it should notify other shareholders, who have the right to require the Company to purchase their equity or shares at a reasonable price.</u></p> <p><u>If the payment made by the Company for a merger does not exceed ten percent of its net assets, it may not require approval from the shareholders' general meetings.</u></p> <p><u>If the Company merges in accordance with the provisions of the preceding two paragraphs without the approval of the shareholders' general meetings, it should be approved by the Board.</u></p> <p>The aforesaid document should also be dispatched to the holders of overseas-listed foreign shares by mail <u>or other means as provided in the Articles of Association.</u></p>

No.	Prior to the amendments	After the amendments
38	<p>Article 206 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>Merger by absorption means the absorption by one company of other company(ies), in which case the absorbed company(ies) shall be dissolved. Merger by new establishment means the merger of two or more companies to form a new company, in which case the parties to the merger shall be dissolved.</p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s resolution on merger and shall make three (3) newspaper announcements in one or more newspapers designated by the securities regulatory authority under the State Council at least within thirty (30) days of the date of the Company’s resolution on merger. A creditor has the right, within thirty (30) days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty five (45) days from the date of the first announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p> <p>After the merger, claims and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company.</p>	<p>Article <del>206</del><u>198</u> The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>Merger by absorption means the absorption by one company of other company(ies), in which case the absorbed company(ies) shall be dissolved. Merger by new establishment means the merger of two or more companies to form a new company, in which case the parties to the merger shall be dissolved.</p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s resolution on merger and shall <u>publish an announcement in a newspaper or the National Enterprise Credit Information Publicity System</u> <del>make three (3) newspaper announcements in one or more newspapers designated by the securities regulatory authority under the State Council</del> at least within thirty (30) days of the date of the Company’s resolution on merger. A creditor has the right, within thirty (30) days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty five (45) days from the date of the first announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p> <p>After the merger, claims and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company.</p>

No.	Prior to the amendments	After the amendments
39	<p>Article 207 When the Company is divided, its assets shall be split up accordingly.</p> <p>In the event of a division of the Company, all the parties involved shall execute a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s resolution on division and shall make three (3) newspaper announcements in one or more newspapers designated by the securities regulatory authority under the State Council at least within thirty (30) days of the date of the Company’s resolution on division.</p> <p>Unless otherwise agreed by the Company and creditors on settling liabilities in writing prior to the division, the ancillary obligation with respect to debts incurred by the Company before its division shall be borne by the companies after the division.</p>	<p>Article <del>207</del><u>199</u> When the Company is divided, its assets shall be split up accordingly.</p> <p>In the event of a division of the Company, all the parties involved shall execute a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s resolution on division and shall <u>publish an announcement in a newspaper or the National Enterprise Credit Information Publicity System</u> <del>make three (3) newspaper announcements in one or more newspapers designated by the securities regulatory authority under the State Council</del> at least within thirty (30) days of the date of the Company’s resolution on division.</p> <p>Unless otherwise agreed by the Company and creditors on settling liabilities in writing prior to the division, the ancillary obligation with respect to debts incurred by the Company before its division shall be borne by the companies after the division.</p>
40	<p>Article 213 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make three (3) newspaper announcements at least at one or more newspapers designated by the securities regulatory authority under the State Council within sixty (60) days of that date. Creditors should, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within forty-five (45) days from the date of the announcement, declare their claims to the liquidation committee.</p>	<p>Article <del>213</del><u>205</u> The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and <u>shall publish an announcement in a newspaper or the National Enterprise Credit Information Publicity System</u> <del>make three (3) newspaper announcements at least at one or more newspapers designated by the securities regulatory authority under the State Council</del> within sixty (60) days of that date. Creditors should, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within forty-five (45) days from the date of the announcement, declare their claims to the liquidation committee.</p>

No.	Prior to the amendments	After the amendments
41	<p>Article 219 The amendment of these Articles of Association which involves the content of “Mandatory Provisions for Articles of Association of Companies Listed Overseas”, shall become effective upon the approval by the Company’s examining and approval authority authorized by the State Council and securities regulatory authority under the State Council, any amendment made involving the registration of the Company shall be registered in accordance with the laws.</p>	Deleted
42	<p>Article 222 The Company shall act according to the following principles to settle disputes:</p> <p>(1) Whenever any disputes or claims arise between holders of the overseas-listed foreign shares and the Company, holders of the overseas-listed foreign shares and the Company’s Directors, supervisors, president or other senior management members, or holders of the overseas-listed foreign shares and holders of domestic shares, based on the Articles of Association or any rights or obligations conferred or imposed by the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company or any claim of rights, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights abovementioned is referred to arbitration, the entire claim or dispute must be referred to arbitration and any person (being the Company or a shareholder, Director, supervisor, president or other senior management members of the Company) who has 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 abide by the arbitration.</p> <p>Disputes in relation to the identification of shareholders and disputes in relation to the register of members need not be referred to arbitration.</p>	Deleted

No.	Prior to the amendments	After the amendments
	<p>(2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its 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 submit to the arbitral body elected by the claimant.</p> <p>If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims of rights prescribed in paragraph (1) above are referred to arbitration, the laws of the People’s Republic of China shall apply, save as otherwise provided in the laws and administrative regulations.</p> <p>(4) The award of an arbitration body shall be final and conclusive and binding on all parties.</p>	



No.	Prior to the amendments	After the amendments
43	<p>Article 226 Corporate communications may be sent by any of the following means:</p> <p>(1) by hand;</p> <p>(2) by post;</p> <p>(3) by public announcements;</p> <p>(4) by any other means provided in the Articles of Association.</p>	<p>Article <del>226-216</del> <u>Unless otherwise provided in the Articles of Association, subject to the laws and regulations of the place where the Company's shares are listed and the relevant rules governing the listing of securities, corporate communications (as defined under the Listing Rules), including notice of the Company may be sent by any of the following means:</u></p> <p>(1) by hand;</p> <p>(2) by post;</p> <p>(3) by public announcements;</p> <p>(4) <u>by email;</u></p> <p>(5) <u>by publishing on the website of the Company and the website designated by the stock exchanges where the Company's shares are listed;</u></p> <p><del>(4)</del>(6) <u>by any other means recognised by the securities regulatory authorities and stock exchange where the Company's shares are listed or provided in the Articles of Association.</u></p>

No.	Prior to the amendments	After the amendments
44	<p>Article 227 Any notice of the Company given by public announcement shall be deemed to be received by all relevant persons once the public announcement is made.</p> <p>Where a notice of the Company is served by hand, the addressee shall be required to sign his name (or affix his chop) on the receipt, and the date on which the addressee signs the receipt shall be the date of service; where a notice is to be sent by post, such notice is deemed to be served five (5) working days after the date on which it is deposited at the post office. For any notices issued by the Company by way of public announcement, the date of first publication shall be the date of service.</p>	<p>Article <del>227</del>—<del>217</del> Any <u>corporate communication</u> (as defined under the <u>Listing Rules</u>) of the Company (including the notice <u>of the Company</u>) given by public announcement shall be deemed to be received by all relevant persons once the public announcement is made.</p> <p>Where a <u>corporate communication</u> (including notice of the Company) is served by hand, the address shall be the one registered in the <u>register of members</u>, the addressee shall be required to sign his name (or affix his chop) on the receipt, and the date on which the addressee signs the receipt shall be the date of service; where a notice is to be sent by post, <u>the address shall be the one registered in the register of members</u>, such notice is deemed to be served five (5) working days after the date on which it is deposited at the post office.;<del>For any notices issued by the Company where a notice is to be sent by way of public announcement, the date of first publication shall be the date of service;</del> <u>where a notice is to be sent by email or website, the date of publishment shall be the date of service.</u></p>

Save for the amendments mentioned above, there are no substantive amendments to other articles in the Articles of Association. Non-substantial amendments include adjustments to the numbering of the articles and punctuation of Articles of Association, as well as, in the Chinese version only, the adjustment of the term “股東大會” to “股東會” in accordance with the Company Law of the People’s Republic of China (2023 Revision), which do not affect the meaning of the provisions. Due to the absence of substantive changes and the wide scope of amendments, the above amendments are not shown in detail at the clause-by-clause basis.

The above proposed amendments to the Articles of Association are subject to approval of the shareholders by way of a special resolution at the annual general meeting of the Company.

The amendments to Articles 4, 28, 29, 34, 36, 41, 155, 168, 205, and 206 of the existing Articles of Association and the adjustment of the term “股東大會” to “股東會”, in the Chinese version only, in accordance with the Company Law of the People’s Republic of China (2023 Revision) are subject to consideration and approval at a shareholders’ general meetings and the Company Law of the People’s Republic of China (2023 Revision) coming into effect on 1 July, 2024.

A circular containing, among other things, details of proposed amendments to the existing Articles of Association and the Rules of Procedures of Shareholders’ General Meetings, together with a notice of the annual general meeting, will be despatched to the shareholders in due course.

## PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETINGS

According to the amendments to the Articles of Association above, the Board hereby announces that it has passed the Resolution on the Amendments to the Rules of Procedures of the Shareholders' General Meetings accordingly to approve the amendments to the existing Rules of Procedures of the Shareholders' General Meetings of the Company as follows:

No.	Prior to the amendments	After the amendments
1	<p>Article 13 The Board, the Supervisory Committee, and shareholders individually or jointly holding not less than three percentage of the Company's shares shall have the right to submit proposals to the Company at the shareholder's general meeting to be held by the Company.</p> <p>Shareholders individually or jointly holding not less than three percentage of the Company's shares may submit an extempore proposal to the convener in writing ten (10) days prior to date of the meeting. The convener shall dispatch a supplementary notice of the shareholders' general meeting and announce the contents of such extempore proposal within two (2) days upon receipt of the proposal and submit the extempore proposal to the shareholders' general meeting for consideration.</p> <p>Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals listed in the aforesaid notice or add any new proposals subsequent to the dispatch of a notice of the shareholders' general meeting. Proposals which are not listed in the notice or not in compliance with the Articles of Association shall not be put to a vote or resolved at the shareholders' general meeting.</p>	<p>Article 13 The Board, the Supervisory Committee, and shareholders individually or jointly holding not less than three percentage of the Company's shares shall have the right to submit proposals to the Company at the shareholder's general meeting to be held by the Company.</p> <p>Shareholders individually or jointly holding not less than <del>three</del> <u>one</u> percentage of the Company's shares may submit an extempore proposal to the convener in writing ten (10) days prior to date of the meeting. The convener shall dispatch a supplementary notice of the shareholders' general meeting and announce the contents of such extempore proposal within two (2) days upon receipt of the proposal and submit the extempore proposal to the shareholders' general meeting for consideration.</p> <p>Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals listed in the aforesaid notice or add any new proposals subsequent to the dispatch of a notice of the shareholders' general meeting. Proposals which are not listed in the notice or not in compliance with the Articles of Association shall not be put to a vote or resolved at the shareholders' general meeting.</p>

No.	Prior to the amendments	After the amendments
2	<p>Article 23 When the convener convenes an annual general meeting, it shall issue a written notice twenty (20) working days prior to the meeting, and ten (10) working days or fifteen (15) days (whichever is longer) prior to the holding of an extraordinary general meeting, informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting.</p> <p>Notice of shareholders’ general meetings to be delivered to shareholders of overseas-listed foreign shares shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting) by personal delivery or prepaid mail to the address of the shareholder as shown in the register of members.</p> <p>For the holders of domestic shares, notice of the meetings may be issued by way of public announcement.</p> <p>The term “public announcement” referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by securities regulatory authorities under the State Council. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p> <p>Regarding the calculation of the notice period, the date of the meeting shall not be included.</p> <p>If the Company fails to issue a meeting notice on time, causing its failure to convene the annual general meeting within six months after the end of the previous fiscal year, it shall promptly report to the stock exchange where its shares are listed with an explanation of the reasons behind it, and make an announcement.</p>	<p>Article 23 When the convener convenes an annual general meeting, it shall issue a written notice twenty (20) working days prior to the meeting, and ten (10) working days or fifteen (15) days (whichever is longer) prior to the holding of an extraordinary general meeting, informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting.</p> <p><u>Subject to the compliance with the Articles of Association, Notice notice</u> of shareholders’ general meetings to be delivered to shareholders of overseas-listed foreign shares shall be served <u>by electronic means, announcement, or any other means as provided in the Articles of Association.</u> <del>on each shareholder (whether or not such shareholder is entitled to vote at the meeting) by personal delivery or prepaid mail to the address of the shareholder as shown in the register of members.</del></p> <p>For the holders of domestic shares, notice of the meetings may be issued by way of public announcement.</p> <p>The term “public announcement” referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by securities regulatory authorities under the State Council. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p> <p>Regarding the calculation of the notice period, the date of the meeting shall not be included.</p> <p>If the Company fails to issue a meeting notice on time, causing its failure to convene the annual general meeting within six months after the end of the previous fiscal year, it shall promptly report to the stock exchange where its shares are listed with an explanation of the reasons behind it, and make an announcement.</p>

Save for the amendment mentioned above, other amendments include adjustments to the numbering and punctuation of the articles in the Rules of Procedure for the Shareholders' General Meetings and, in the Chinese version only, the adjustment of the term “股東大會” to “股東會” in accordance with the Company Law of the People's Republic of China (2023 Revision), which do not affect the meaning of the provisions. Due to the absence of substantive changes and the wide scope of amendments, the above amendments are not shown in detail at the clause-by-clause basis. As the Company Law of the People's Republic of China (2023 Revision) are yet to come into effect, the amendments based on the Company Law of the People's Republic of China (2023 Revision) are subject to the Company Law of the People's Republic of China (2023 Revision) coming into effect on 1 July, 2024.

The above proposed amendments to the Rules of Procedures of the Shareholders' General Meetings are subject to approval of the shareholders by way of a special resolution at the annual general meeting of the Company. For details of proposed amendments to the Rules of Procedures of the Shareholders' General Meetings, please refer to the circular of annual general meeting to be despatched to shareholders by the Company in due course.

The proposed amendments to the Articles of Association and the Rules of Procedures of the Shareholders' General Meetings are prepared in Chinese. Therefore, the English translation contained in this announcement is for reference only. If there is any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

By Order of the Board  
**BYD Company Limited**  
**Wang Chuan-fu**  
*Chairman*

Shenzhen, PRC, 26 March 2024

*As at the date of this announcement, the Board of the Company consists of Mr. Wang Chuan-fu being the executive Director, Mr. Lv Xiang-yang and Mr. Xia Zuo-quan being the non-executive Directors, and Mr. Cai Hong-ping, Mr. Zhang Min and Ms. Yu Ling being the independent non-executive Directors.*